

LANGHAM

HOSPITALITY INVESTMENTS

Stock code : 1270

Annual Report 2019

LANGHAM HOSPITALITY INVESTMENTS

CORPORATE PROFILE

Langham Hospitality Investments has been established primarily to own and invest in a portfolio of hotels, with an initial focus on completed hotels in Asia. The initial asset portfolio comprises of:

The Langham, Hong Kong;

Cordis, Hong Kong; and

Eaton HK.

The Langham, Hong Kong and Cordis, Hong Kong are both High Tariff A hotels and Eaton HK is a High Tariff B hotel under the classification set out by Hong Kong Tourism Board, with High Tariff A being the highest category and High Tariff B being the second highest category. Each of the Hotels is located on the Kowloon peninsula in Hong Kong, a vibrant commercial and leisure hub which offers a variety of activities ranging from shopping, food and beverage, and entertainment to cultural attractions. The Hotels are also located near well-connected transportation hubs in Hong Kong allowing guests to enjoy access to other leisure and business districts in Hong Kong.



CONTENTS

10	Corporate Information and Financial Calendar	27	Environmental, Social and Governance Report
12	Distribution Notice	38	Corporate Governance Report
13	Financial Highlights	63	Report of the Directors
14	Chairman's Statement	85	Financial Information
17	CEO's Review	161	Schedule of Investment Properties
23	Biographical Details of Directors and Senior Management	162	Five Years' Financial Summary
		163	Glossary of Terms



THE LANGHAM

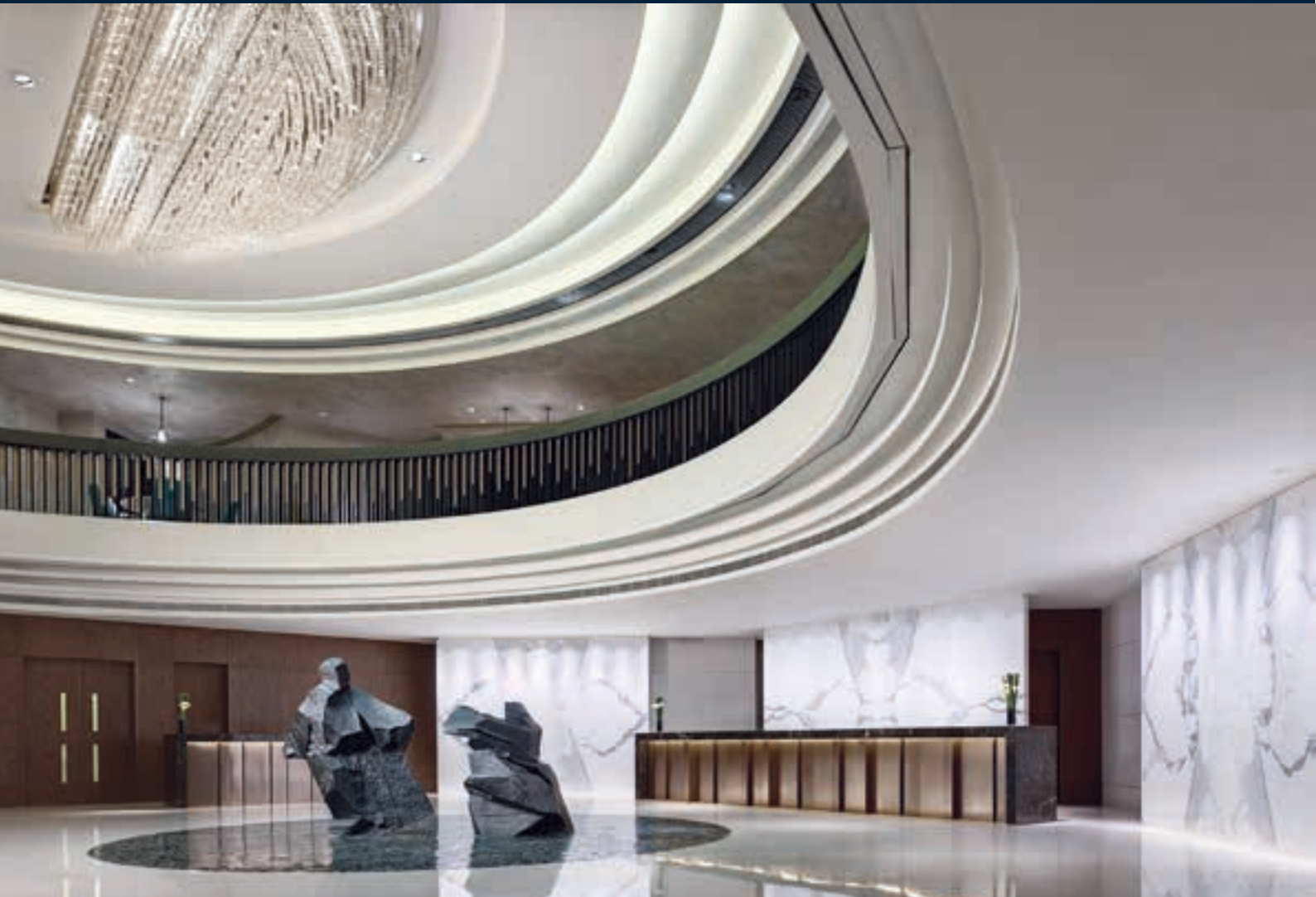
HONG KONG

The Langham, Hong Kong seeks to provide a unique European-style refined service to its guests. The Langham, Hong Kong is a luxury hotel located close to Canton Road, which has one of the largest concentrations of luxury retailers in Hong Kong and is located in the heart of Tsim Sha Tsui, one of the busiest shopping and leisure destinations in Hong Kong. Apart from the shopping opportunities offered, Tsim Sha Tsui is a cultural hub and The Langham, Hong Kong is located near historical buildings, museums and other tourist attractions, such as the Hong Kong Clock Tower, the Avenue of Stars and the Star Ferry. Tsim Sha Tsui is also a growing commercial hub with large-scale office developments nearby, such as the International Commerce Centre in West Kowloon, underpinning growth in corporate accommodation in the area.



The Langham, Hong Kong seeks to provide a unique european-style refined service to its guests

HKTB RATING	High Tariff A
ROOMS	498
GFA ('000 SQ.FT)	375



CORDIS

HOTELS & RESORTS

HONG KONG

Cordis, Hong Kong provides a contemporary luxury hotel experience, with sleek and modern design inspired by contemporary Chinese art. Cordis, Hong Kong is a short walk away from famous street markets such as the night market on Temple Street, the Ladies Market and the Jade Market, and is directly connected to The Langham Place Shopping Mall and Office Tower. Cordis, Hong Kong is the only large scale luxury hotel in the heart of Mongkok and easily accessible by various modes of public transportation, including the MTR. Mongkok attracts many shoppers, both local and overseas, as the location has a plethora of shopping malls, street shops and open bazaar outlets. In addition to retail, Mongkok is an entertainment and commercial centre.



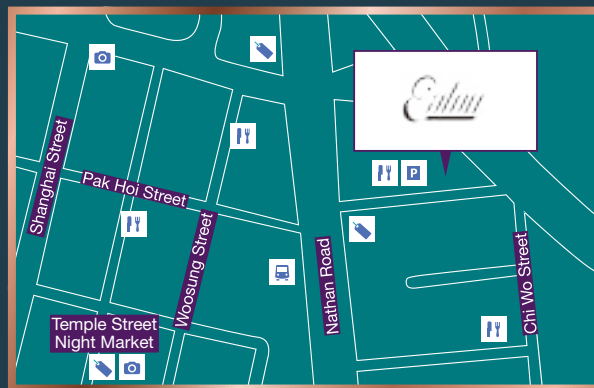
Cordis, Hong Kong is the only large-scale luxury hotel in the heart of Mongkok

HKTB RATING	High Tariff A
ROOMS	669
GFA ('000 SQ.FT)	580



Eaton

Eaton HK is located on Nathan Road, a popular street in Hong Kong in a famous shopping, entertainment and commercial district. Eaton HK is easily accessible by various modes of public transportation and is located between Tsim Sha Tsui and Mongkok. Eaton HK has undergone a spectacular transformation with extensive renovation in its F&B outlets, common areas, facilities and some of its rooms in 2018, becoming the first hotel in Hong Kong to focus immensely on culture, socialization and the community.



Located on Nathan Road,
Eaton HK's designs are amongst the most stylish and
targeted to attract millennials, who are looking for a
thorough experience-based stay.

HKTB RATING	High Tariff B
ROOMS	465
GFA ('000 SQ.FT)	339

LANGHAM HOSPITALITY GROUP

The Trust Group comprises a hotel portfolio of three Hong Kong hotels including The Langham, Hong Kong, Cordis, Hong Kong and Eaton HK. These three Hong Kong hotels are managed by the Hotel Manager, Langham Hotels International Limited under Langham Hospitality Group, which is one of the world's most outstanding hotel management companies.

Langham Hospitality Group, a member of the Great Eagle Group, encompasses a family of distinctive hospitality brands which include hotels, restaurants and spas, located on four continents. Langham Hospitality Group currently manages 23 hotels under The Langham Hotels and Resorts, Cordis and Eaton brands, with more than 15 hotel projects currently confirmed and under construction or in a developed stage of negotiations in China, Southeast Asia, Australia and North America.

LANGHAM HOTELS AND RESORTS – THE LANGHAM AND LANGHAM PLACE

Langham Hotels and Resorts, is the flagship brand of Langham Hospitality Group, and comprise of hotels committed to delivering exceptional experiences across the globe. The Langham name has come to represent hotels that are the epitome of luxury, displaying a passion for genuine service, innovation, captivation of the senses and design. Our hotels are defined by 'The Art of the Stay' through their impeccable service with poise, timeless art & design and by their eclectic sensory experiences. The Langham brand reflects classic luxury, grand and timeless, whereas Langham Place brand represents modern luxury and sophistication.

CORDIS

Cordis, meaning "heart" in Latin, is a collection of elegant upscale hotels, with plenty of heart & soul, utterly devoted to your business, personal and family well-being. The service is seamless, devoted, genuine, reliable, thoughtful, anticipatory, passionate and intuitive. The Cordis portfolio will include new built designs, resorts and contemporary residences. The brand will be developed through a combination of new-build and conversion projects in key cities in Asia and North America, with the first hotel to fly the Cordis flag 2015 in Hong Kong.

EATON

Eaton HK is the physical arm of Eaton Workshop, a new global purpose-driven company and creative lab from Katherine Lo at the intersection of culture, media, hospitality, wellness, and progressive social change. With distinct parts—Hotel, House, Media, Wellness, and Impact Eaton Workshop transcends the notion of a traditional hotel to provide a physical, digital, and analog platform to artists, activists, healers, and leaders in their pursuit of making the world a better place.

LANGHAM HOSPITALITY GROUP



- | | | | | | |
|---|-------------------------------------|----|---------------------------------|----|----------------------------------|
| 1 | The Langham, Hong Kong | 10 | The Langham, Melbourne | 16 | Langham Place, Xiamen |
| 2 | Cordis, Hong Kong | 11 | The Langham, Sydney | 17 | Langham Place, Haining |
| 3 | Eaton HK | 12 | Cordis, Auckland | 18 | The Langham, Shenzhen |
| 4 | The Langham, London | 13 | Cordis, Beijing Capital Airport | 19 | The Langham, Haikou |
| 5 | The Langham, Huntington Pasadena | 14 | Langham Place Guangzhou | 20 | The Langham, Xintiandi, Shanghai |
| 6 | The Langham, Chicago | 15 | Langham Place, Ningbo | 21 | Cordis, Hongqiao, Shanghai |
| 7 | Eaton Washington DC | | | 22 | The Langham, Hefei |
| 8 | The Langham, Fifth Avenue, New York | | | 23 | Cordis, Dongqian Lake, Ningbo |
| 9 | The Langham, Boston | | | | |

Note: The Langham, Hong Kong, Cordis, Hong Kong and Eaton HK are existing hotel properties owned by the Trust Group. Apart from the said Hotels, the Trust Group does not own any other hotels in the above list.

CORPORATE INFORMATION AND FINANCIAL CALENDAR

TRUST

Langham Hospitality Investments

(a fixed single investment trust constituted pursuant to the Trust Deed under the laws of Hong Kong)

COMPANY

Langham Hospitality Investments Limited

(incorporated in the Cayman Islands with limited liability)

TRUSTEE-MANAGER

LHIL Manager Limited

(as Trustee-Manager of the Trust)

COMPANY AND TRUSTEE-MANAGER BOARDS OF DIRECTORS

Non-executive Directors

LO Ka Shui *(Chairman)*

LO Chun Him, Alexander

Executive Director

Brett Stephen BUTCHER *(Chief Executive Officer)*

Independent Non-executive Directors

CHAN Ka Keung, Ceajer

LIN Syaru, Shirley

WONG Kwai Lam

COMPANY AND TRUSTEE-MANAGER AUDIT COMMITTEES

WONG Kwai Lam *(Chairman)*

CHAN Ka Keung, Ceajer

LIN Syaru, Shirley

COMPANY REMUNERATION COMMITTEE

CHAN Ka Keung, Ceajer *(Chairman)*

LO Ka Shui

LIN Syaru, Shirley

WONG Kwai Lam

COMPANY NOMINATION COMMITTEE

LIN Syaru, Shirley *(Chairwoman)*

LO Ka Shui

CHAN Ka Keung, Ceajer

WONG Kwai Lam

COMPANY SECRETARY

WONG Mei Ling, Marina

AUDITOR

Deloitte Touche Tohmatsu

LEGAL ADVISORS

Conyers

Mayer Brown

PRINCIPAL BANKERS

Agricultural Bank of China Limited

Bank of China (Hong Kong) Limited

Hang Seng Bank, Limited

Mizuho Bank, Ltd.

The Hongkong and Shanghai Banking Corporation Limited

COMPANY REGISTERED OFFICE

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

COMPANY PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 3001, 30th Floor

Great Eagle Centre

23 Harbour Road

Wanchai, Hong Kong

Tel: (852) 2186 2500

Fax: (852) 2186 9867

CORPORATE INFORMATION AND FINANCIAL CALENDAR

COMPANY PRINCIPAL SHARE REGISTRAR

Conyers Trust Company (Cayman) Limited
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

COMPANY HONG KONG BRANCH SHARE REGISTRAR AND SHARE STAPLED UNITS REGISTRAR

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
Email: hkinfo@computershare.com.hk

WEBSITE

www.langhamhospitality.com

INVESTORS ENQUIRIES

For enquiries from investors or Holders of Share Stapled Units, please email to enquiry@langhamhospitality.com

HKEX STOCK CODE

1270

FINANCIAL CALENDAR

Event	Date
2019 Interim Results Announcement	7 August 2019
Payment of 2019 Interim Distribution of HK8.7 cents per Share Stapled Unit	27 September 2019
2019 Annual Results Announcement	11 February 2020
Closure of Registers for ascertaining the entitlement to attend and vote at the 2020 Annual General Meeting	6 May 2020 – 12 May 2020 <i>(both days inclusive)</i>
2020 Annual General Meeting	12 May 2020
Ex-distribution Date	15 May 2020
Closure of Registers for ascertaining the entitlement to the proposed 2019 Final Distribution	19 May 2020 – 22 May 2020 <i>(both days inclusive)</i>
Record Date for 2019 Final Distribution	22 May 2020
Payment of 2019 Final Distribution of HK3.4 cents per Share Stapled Unit	29 May 2020

DISTRIBUTION NOTICE

DISTRIBUTION POLICY & PAYOUT RATIO

The present distribution policy of the Trust Group is to distribute not less than 90% of total distributable income to its Holders of Share Stapled Units.

On 11 February 2020, the Board has decided to increase cash reserves of the business by reducing the payout ratio from the previous 100% of distributable income to not less than 90% from 2020 onwards, ninety per cent is the minimum payout ratio as stipulated by the governing trust deed. The resulting increase in cash available to the trust will help it deal with the poor trading environment and for ongoing asset enhancement activity.

FINAL DISTRIBUTION

The Trustee-Manager Board has recommended the payment of a final distribution of HK3.4 cents per Share Stapled Unit (2018: HK10.5 cents) for the year ended 31 December 2019, representing a payout ratio of 100%, to Holders of Share Stapled Units whose names appear on the Share Stapled Units Register on 22 May 2020. Subject to the approval of the Holders of Share Stapled Units at the 2020 AGM, the payment of the final distribution will be made on 29 May 2020. Taken together with the interim distribution of HK8.7 cents per Share Stapled Unit paid in September 2019, the total distribution per Share Stapled Unit for the year 2019 is HK12.1 cents. Based on the closing Share Stapled Unit price of HK\$2.36 as at 31 December 2019, Total Distribution per Share Stapled Unit is equivalent to a distribution yield of 5.1%.

The Trustee-Manager Board has confirmed, in accordance with the Trust Deed, that (i) the Auditor of the Trust has reviewed and verified the Trustee-Manager's calculation of the above distribution entitlement per Share Stapled Unit and (ii) having made all reasonable enquiries, immediately after making the above distribution to the registered unitholders of the Trust, the Trustee-Manager will be able to fulfill, from the Trust Property (as defined in the Trust Deed), the liabilities of the Trust as they fall due.

CLOSURE OF REGISTERS

The Share Stapled Units Register, the register of holders of units, the principal and Hong Kong branch registers of members, and the register of beneficial interests as established and maintained by the Trustee-Manager and the Company in accordance with the provisions of the Trust Deed will all be closed during the following periods and during these periods, no transfer of Share Stapled Units will be registered:

(i) To attend and vote at the 2020 AGM

For the purpose of ascertaining the entitlement of Holders of Share Stapled Units to attend and vote at the 2020 AGM, the Registers will be closed from Wednesday, 6 May 2020 to Tuesday, 12 May 2020, both days inclusive.

In order to be eligible to attend and vote at the 2020 AGM, all properly completed transfer forms accompanied by the relevant Share Stapled Units certificates must be lodged with the Share Stapled Units Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 5 May 2020.

(ii) To qualify for the proposed 2019 final distribution

For the purpose of ascertaining the entitlement of Holders of Share Stapled Units to the proposed 2019 final distribution, the Registers will be closed from Tuesday, 19 May 2020 to Friday, 22 May 2020, both days inclusive.

In order to qualify for the proposed 2019 final distribution, all properly completed transfer forms accompanied by the relevant Share Stapled Units certificates must be lodged with the Share Stapled Units Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 18 May 2020.

FINANCIAL HIGHLIGHTS

(in HK\$ million, unless otherwise specified)	2019	2018	Change
Revenue of hotel portfolio	1,350.9	1,629.8	-17.1%
Total rental income for the Trust Group after netting service fees	483.9	615.5	-21.4%
Profit attributable to Holders of Share Stapled Units excluding Fair Value change on Investment Properties and Derivative Financial Instruments	168.6	311.6	-45.9%
Distributable Income	259.1	410.5	-36.9%
Interim Distribution per Share Stapled Unit	HK8.7 cents	HK9.0 cents	-3.3%
Final Distribution per Share Stapled Unit	HK3.4 cents	HK10.5 cents	-67.6%
Annual Distribution per Share Stapled Unit	HK12.1 cents	HK19.5 cents	-37.9%

As at	31 Dec 2019	30 Jun 2019	31 Dec 2018
Gross Value of Hotel Portfolio (in HK\$ million)	17,500	20,180	20,177
Net Asset Value per Share Stapled Unit	HK\$4.68	HK\$6.04	HK\$6.14
Gearing Ratio	40.6%	34.4%	34.2%

CHAIRMAN'S STATEMENT



The year 2019 was exceptionally difficult for the hospitality sector in Hong Kong. As discussed and forecast in the 2019 interim report, demand for hotel rooms fell rapidly during the second half of the year as months of protests, at times violent, took their toll on the economy.

As reported monthly by the Hong Kong Tourism Board and widely in the press, the tourism sector was one of the worst affected and reflected a steep decline of 42.7% in overnight visitor arrivals in the second half of 2019. Hong Kong's overall hotel market posted a decline of 43.3% in RevPAR in the second half of 2019 as compared with a modest decline of only 1.3% during the first half. For the

year as a whole, the decline in RevPAR for Hong Kong's overall hotel market was 23.9%.

The Trust Group's three hotels were heavily impacted as they are all located within major shopping and tourist districts where intense protests were frequent. The RevPAR of our hotel portfolio declined by 55.5% in the second half of 2019, and taking into account a 5.0% decline in the first half of 2019, the RevPAR decline came to 31.1% for the year. However, based on 1,629 available rooms in 2019 (60 more than in 2018), the portfolio's room revenue dropped by 28.5% in 2019.

CHAIRMAN'S STATEMENT

The Trust Group's hotel performance in the second half of 2019:

	Average Daily Rooms Available		Occupancy		Average Room Rate (in HK\$)		RevPAR (in HK\$)	
	2H 2019	2H 2018	2H 2019	2H 2018	2H 2019	2H 2018	2H 2019	2H 2018
The Langham, Hong Kong	497	498	60.8%	91.8%	1,644	2,399	1,000	2,202
<i>year-on-year growth</i>			<i>-31.0ppt</i>		<i>-31.5%</i>		<i>-54.6%</i>	
Cordis, Hong Kong	667	666	52.1%	94.7%	1,511	1,863	787	1,764
<i>year-on-year growth</i>			<i>-42.6ppt</i>		<i>-18.9%</i>		<i>-55.4%</i>	
Eaton HK	465	434	56.8%	84.1%	780	1,196	443	1,006
<i>year-on-year growth</i>			<i>-27.3ppt</i>		<i>-34.8%</i>		<i>-56.0%</i>	

Revenue from food and beverage ("F&B") was more lightly impacted, as it was mostly derived from local patronage and less susceptible to decline in visitor arrivals. In particular, banqueting business in the second half of 2019 were relatively resilient, as most banquet events are arranged well in advance.

Furthermore, F&B revenue at the Eaton HK actually increased by 45.9% in 2019 as its outlets were gearing up after refurbishment in 2018. Therefore, the decline in F&B revenue for the overall portfolio was only 1.8% in 2019. The portfolio's total revenue dropped by 17.1% and operating profit before global marketing fee of the hotel portfolio dropped by 32.4% in 2019.

As the Trust Group hotels are leased to the Master Lessee, the protest activities only affected the variable rental income which the Trust Group received from the Lessee. Variable rental income before netting of the service fees declined by 32.4% to HK\$325.4 million in 2019, but the Trust Group still received a fixed rental income of HK\$225 million in 2019 as stipulated under the Master Lease Agreements. The Trust Group's total rental income dropped by 21.4% to HK\$483.9 million in 2019 and net property income declined by 23.6% to HK\$448.3 million for the corresponding period. Note that under the Master Lease Agreement, which included a rental review for the period from January 2020 was renewed under the same terms at the end of 2019. A further rental review will be performed for the period from January 2024 for the remaining term of the Master Lease Agreement.

While 57.4% of the Trust Group's outstanding bank loans were effectively fixed as of the beginning of 2019, its results were still affected by increased interest rates in Hong Kong during the year. As a result, the Trust Group's finance cost rose by 16.6% to HK\$220.2 million in 2019.

There was a HK\$2,788.4 million decrease in the fair value of the Trust Group's investment properties (hotel portfolio) in 2019, reflecting the adverse impact of social unrest on the hotel business. As a result, the Trust Group incurred a loss of HK\$2,634.7 million for the year ended 31 December 2019. There was also a decrease amounting to HK\$14.9 million in the fair value of derivative financial instruments, which related to the decline in market value of interest rate swap contracts as of the end of December 2019. Net profit excluding fair value change of investment properties and derivative financial instruments was HK\$168.6 million, representing a decline of 45.9% from 2018.

As of 31 December 2019, the hotel portfolio's valuation declined to HK\$17,500 million as compared with HK\$20,177 million at the end of December 2018. Net Asset Value ("NAV") of the Trust Group amounted to HK\$9,989.8 million or HK\$4.68 per Share Stapled Unit as at the end of December 2019. Based on the Company's closing price of HK\$2.36 per Share Stapled Unit on 31 December 2019, this represented a discount of 49.6% to the Trust Group's NAV. Gearing ratio was 40.6% as of the end of December 2019, compared with 34.2% at the end of December 2018.

CHAIRMAN'S STATEMENT

Despite the very difficult operating environment for Hong Kong's hotel market in the fourth quarter of 2019, the Trust Group has secured refinancing for the loan maturing in May 2020. The new loan, which carries an all-in interest rate at HIBOR plus 0.98 percent, was down from HIBOR plus 1.23 percent for the maturing loan. The new loan was drawn in December 2019 and will mature in December 2023.

OUTLOOK

While the Hotel market is still affected by travel advisories in place due to the social unrest, the outbreak of the novel coronavirus (Covid-19) in Mainland China is exacerbating the poor trading conditions. The recent announcement from the World Health Organization to declare China's Covid-19 outbreak a "public health emergency of international concern" has further dramatically slowed down travel to Hong Kong and is severely affecting both accommodation and food and beverage business. As a result, the Hotel Manager is continuing to deploy expense savings strategies to protect the hotels bottom line although the first half performance is expected to be substantially behind that in 2019.

The Trust Group renewed the Master Lease with the Great Eagle Group in September 2019, it will continue to receive a fixed rental income of HK\$225 million per annum and a variable rental income based of 70% of adjusted gross operating income of the hotels. Therefore, unless expenses (including finance costs) increase substantially from last year's level, the fixed rental income will help the Trust Group's overall performance.

After discussion, the board has decided to increase cash reserves of the business by reducing the payout ratio from the previous 100% of distributable income to not less than 90% from 2020 onwards, ninety per cent is the minimum payout ratio as stipulated by the governing trust deed. The resulting increase in cash available to the trust will help it deal with the poor trading environment and for ongoing asset enhancement activity.

As the Trust Group successfully refinanced the bank loan maturing in May 2020 at the end of 2019, the Group does not face refinancing risk until 2023. The new loan is also sustainability-linked, which will reward the Trust Group with very small reductions in interest rates when targets on energy savings and waste reductions are met. This is in line with one of the Group's objective in striving for environmental sustainability.

As demand for Hong Kong's hotel rooms is expected to remain very weak in the short term, the hotel continues to target short lead-time travellers with motivating promotional packages, as well as implementing stringent measures, on a continuous basis, to contain operating cost in the hotels.

We remain confident in Hong Kong's resilience and appeal in the long term as a world-class business and leisure travel destination although we believe the present situation including a continued background of social unrest and the Covid-19 outbreak will take some time to play out and to recover. Moreover, these adverse market issues presently faced will have a compound negative affect on earnings throughout 2020 and beyond.



Lo Ka Shui
Chairman

CEO'S REVIEW

Given a decrease in the Hotels' aggregate gross operating profit before deduction of global marketing fee in 2019, variable rental income from the Master Lessee, calculated at 70% of the Hotels' aggregate gross operating profit before deduction of the global marketing fees, dropped by 32.4% to HK\$325.4 million in 2019. Combined with fixed

rental income of HK\$225.0 million and HK\$1.7 million in retail rental income, total gross rental income received by the Trust Group before service fees was HK\$552.1 million for the reporting period. After netting off HK\$68.2 million in service fees incurred, total rental income was HK\$483.9 million, representing a year-on-year decline of 21.4%.

(in HK\$ million)	2019	2018	Change
Variable rental income	325.4	481.2	-32.4%
Fixed rental income	225.0	225.0	-
Rental income from retail shops	1.7	0.4	325.0%
Service fees	(68.2)	(91.1)	-25.1%
Total rental income for the Trust Group	483.9	615.5	-21.4%

Total service fees are comprised of: i) hotel management fees, ii) licence fee and iii) global marketing fee paid to the hotel management company. Hotel management fees are comprised of a base management fee, which is calculated at 1.5% of total hotel revenue, and an incentive fee on 5% of adjusted gross operating profit of the Hotels. Licence fee is calculated based on 1% of total revenue of the Hotels, and global marketing fee is calculated at 2% of total room revenue of the Hotels. It should be noted that when calculating distributable income, global marketing fee is paid in cash. As for hotel management fees and

licence fee, the Hotel Manager can elect to be paid in the form of Share Stapled Units, cash or a combination of both. For 2019, the Hotel Manager has elected to be paid wholly in the form of Share Stapled Unit for the payment of hotel management fees and licence fee.

Due to the reduction in revenues, global marketing fee dropped 28.9%, licence fee dropped 17.2% and hotel management fee dropped 26.2%. In combination, overall service fees payable to the hotel management company dropped by 25.1% to HK\$68.2 million in 2019.

(in HK\$ million)	2019	2018	Change
Hotel management fees	41.2	55.8	-26.2%
Licence fee	13.5	16.3	-17.2%
Global marketing fee	13.5	19.0	-28.9%
Total service fees	68.2	91.1	-25.1%

CEO'S REVIEW

Hotel properties' related expenses rose by 24.9% to HK\$35.6 million in 2019, mainly driven by increase in government rates. The Trust Group's net property income

dropped by 23.6% to HK\$448.3 million in 2019 after accounting for the increase in properties related expense.

(in HK\$ million)	2019	2018	Change
Total rental income after service fees	483.9	615.5	-21.4%
Hotel properties related expenses	(35.6)	(28.5)	24.9%
Net property income	448.3	587.0	-23.6%

We continue to protect the Trust Group from the negative impact of interest rates hikes by fixing the interest rate of HK\$4,000 million of bank loans. These four-year interest rate swap contracts started in early November 2016 through June 2018 at weighted average swap rate of 1.65%. As a result, the Trust Group's total finance costs were reduced by HK\$7.9 million in 2019, as compared with a net increase of HK\$11.4 million in 2018.

Nonetheless, as interest expense climbed during the year, interest expense on the bank loan rose by 26.7% to HK\$202.0 million in 2019. Taking into account the amortisation of loan upfront fee of HK\$26.1 million, net interest settlement income of HK\$7.9 million, total finance costs came to HK\$220.2 million in 2019, representing a year-on-year increase of 16.6%.

(in HK\$ million)	2019	2018	Change
Breakdown of Finance costs			
Interest expense including other borrowing costs	(202.0)	(159.4)	26.7%
Amortisation of loan upfront fee	(26.1)	(18.0)	45.0%
Interest income/(expense) on interest rate swaps	7.9	(11.4)	-169.3%
Total Finance costs	(220.2)	(188.8)	16.6%

There was a decrease in fair value of investment properties (Hotel portfolio) amounting to HK\$2,788.4 million in 2019's results. This non-cash item turns the Trust Group's profit to a loss attributable to Holders of Share Stapled Units of HK\$2,634.7 million in 2019. Included

in 2019 results was a decrease in fair value of derivative financial instruments amounting to HK\$14.9 million, which reflects a decrease in the market value of the interest rate swap contracts.

CEO'S REVIEW

Excluding the impact of the above two non-cash items, profit attributable to Holders of Share Stapled Units was

HK\$168.6 million in 2019, representing a drop of 45.9% year-on-year.

(in HK\$ million)	2019	2018	Change
Net property income	448.3	587.0	-23.6%
Interest and other income	2.4	0.2	n.m.
(Decrease)/increase in fair value of investment properties (Hotel portfolio)	(2,788.4)	594.2	-569.3%
Fair value change on derivative financial instruments (interest rate swaps)	(14.9)	(10.2)	46.1%
Finance costs	(220.2)	(188.8)	16.6%
Trust and other expenses	(13.4)	(12.0)	11.7%
(Loss)/Profit before tax	(2,586.2)	970.4	-366.5%
Income tax expense	(48.5)	(74.8)	-35.2%
(Loss)/Profit attributable to Holders of Share Stapled Units	(2,634.7)	895.6	-394.2%

To derive the Trust Groups distributable income, net loss is adjusted for the following two non-cash items namely; decrease in fair value of investment properties and decrease in fair value on the derivative financial instruments. Furthermore, we adjust for the Hotel Management fees and Licence fee being paid in Share Stapled Units, the amortization of the upfront loan fee

and deferred tax. Lastly, we deduct the contribution to Furniture, Fixtures and Equipment reserve.

Distributable income of the Trust Group, based on a 100% distribution payout for 2019, dropped by 36.9% to HK\$259.1 million.

(in HK\$ million)	2019	2018	Change
(Loss)/Profit attributable to Holders of Share Stapled Units	(2,634.7)	895.6	-394.2%
Add:			
Hotel management fees and Licence fee paid in Share Stapled Units	54.7	72.1	-24.1%
Change in fair value of investment properties	2,788.4	(594.2)	-569.3%
Amortization of upfront loan fee, a non-cash cost	26.1	18.0	45.0%
Deferred tax	30.0	33.2	-9.6%
Decrease in fair value on derivative financial instruments	14.9	10.2	46.1%
Less:			
Furniture, fixtures and equipment reserve	(20.3)	(24.4)	-16.8%
Distributable income	259.1	410.5	-36.9%

CEO'S REVIEW

In 2019, distribution per Share Stapled Unit was HK12.1 cents (based on share stapled units outstanding as at end of 2019), representing a year-on-year decline of 37.9%

when compared with a distribution per Share Stapled Unit of HK19.5 cents achieved for 2018.

Hotel Performance

	Average Daily Rooms Available		Occupancy		Average Room Rate (in HK\$)		RevPAR (in HK\$)	
	2019	2018	2019	2018	2019	2018	2019	2018
The Langham, Hong Kong	497	498	75.3%	91.2%	1,955	2,336	1,472	2,130
<i>year-on-year growth</i>			<i>-15.9ppt</i>		<i>-16.3%</i>		<i>-30.9%</i>	
Cordis, Hong Kong	667	666	73.1%	95.0%	1,656	1,806	1,210	1,715
<i>year-on-year growth</i>			<i>-21.9ppt</i>		<i>-8.3%</i>		<i>-29.4%</i>	
Eaton HK	465	405	71.6%	87.0%	950	1,114	679	969
<i>year-on-year growth</i>			<i>-15.4ppt</i>		<i>-14.7%</i>		<i>-29.9%</i>	
Hotel Portfolio	1,629	1,569	73.3%	91.7%	1,553	1,804	1,139	1,654
<i>year-on-year growth</i>			<i>-18.4ppt</i>		<i>-13.9%</i>		<i>-31.1%</i>	

Hong Kong Hotel Markets	Occupancy		Average Room Rate (in HK\$)		RevPAR (in HK\$)	
	2019	2018	2019	2018	2019	2018
High Tariff A	74.0%	89.0%	1,982	2,154	1,467	1,917
<i>year-on-year growth</i>	<i>-15.0ppt</i>		<i>-8.0%</i>		<i>-23.5%</i>	
High Tariff B	79.0%	91.0%	992	1,177	784	1,071
<i>year-on-year growth</i>	<i>-12.0ppt</i>		<i>-15.7%</i>		<i>-26.8%</i>	

Revenue breakdown (in HK\$ million)	The Langham, Hong Kong	Cordis, Hong Kong	Eaton HK	Total
Rooms	267.4	294.6	115.3	677.3
Food & Beverages	214.9	286.7	128.5	630.1
Others	10.5	18.8	14.2	43.5
Total revenue	492.8	600.1	258.0	1,350.9

CEO'S REVIEW

For the hotel portfolio as a whole, the number of guest nights from Mainland China dropped by 19.4% in 2019

and this market accounted for 35.9% of total room nights.

	Trust Group's hotel portfolio	Hong Kong
Year-on-year growth in room nights/overnight arrivals from Mainland China	-19.4%	-18.5%
% of room nights/overnight arrivals from Mainland China	35.9%	68.3%

Performance of the individual hotels

At **The Langham, Hong Kong** although already reporting a first half decline in RevPAR of 5.1%, this reduction quickened in the second half due to the social unrest and finished with a full year decline in RevPAR of 30.9%. Significant drops in room rate were required in the second half to match the market and hold onto occupancy that finished at 60.8% in the second half and 75.3% for the full year. The full year occupancy is 75.3%, compared to the Hong Kong High Tariff A Hotels of 74.0%.

As our food and beverage operation is focused on the local Hong Kong market it fared better than accommodation through the protests, although it still recorded a 10.7% decline on previous year. Maintaining 3-Michelin Stars for T'ang Court in 2020 will help support the hotels' reputation for exceptional Chinese cuisine.

Cordis, Hong Kong was performing in line with last year in the first half although it was severely impacted in the second half. The social unrest made the transport systems unreliable and as a result the hotels' airline crew business repositioned to airport hotels. Coupled with decline from other market segments the hotel recorded an occupancy of 52.1% in the second half well down from over 90% the year before. The full year occupancy is 73.1%, compared to the Hong Kong High Tariff A Hotels of 74.0%. RevPAR declined 29.4% for the full year.

As our food and beverage operation is focused on the local Hong Kong market it fared better than accommodation through the protests, although it still recorded a 8.5% decline on previous year. Maintaining 1-Michelin Stars for Ming Court in 2020 will help support the hotels' reputation for excellent Chinese cuisine.

Eaton HK was refurbished in 2018 and repositioned as a 'life-style' hotel focusing more on individual travellers and Millennial market segment. It has gained a great deal of publicity in 2019 for its efforts to support the community and its cultural programming.

Like other Hotels in the portfolio, Eaton was severely affected by the protests and recorded an occupancy of 56.8% in the second half down from over 84.1% the year before. The full year occupancy is 71.6%, compared to the Hong Kong High Tariff B Hotels of 79.0% although the change in room rate in Eaton at -14.7% fared better than the market at -15.7%. RevPAR for the year declined 29.9% but room revenue only declined 19.6% due to the increased inventory in 2019 (refurbishment in 2018).

Food and beverage for the full year increased by 45.9% over last year as the new outlets developed a strong following. Particularly successful has been The Astor (all-day dining venue) and the Foodhall. Maintaining 1-Michelin Stars for Yat Tung Heen in 2020 will help support the hotels' reputation for excellent Chinese cuisine.

In summary, the civil unrest started in June 2019 and quickly worsened and continued through year ended 2019. Therefore, the whole year 2019 combined 3 hotels' drop in RevPAR of about 31.1% does not reflect the second half 2019 combined 3 hotels' drop in RevPAR of about 55.5%.

CEO'S REVIEW

FINANCIAL REVIEW

Distributions

Total distributable income of the Trust Group for the year ended 31 December 2019 was HK\$259,064,000, which represents 100% of total distributable income (2018: HK\$410,491,000, which represents 100% of total distributable income).

Distribution per Share Stapled Unit for the six months ended 31 December 2019 based on 100% payout ratio was HK3.4 cents (six months ended 31 December 2018: HK10.5 cents). With an interim Distribution per Share Stapled Unit of HK8.7 cents (2018: HK9.0 cents), Total Distribution per Share Stapled Unit for the year amounted to HK12.1 cents (2018: HK19.5 cents). Based on the closing Share Stapled Unit price of HK\$2.36 as at 31 December 2019, Total Distribution per Share Stapled Unit is equivalent to a distribution yield of 5.1%. As approved by the Board, in order to increase cash reserves of the business, the payout ratio will be reduced from the previous 100% of distributable income to not less than 90% from the financial year 2020 onwards.

Net Assets Attributable to Holders of Share Stapled Units

Net Assets Attributable to Holders of Share Stapled Units was HK\$9,989.8 million or HK\$4.68 per Share Stapled Unit as at 31 December 2019 (2018: HK\$12,958.6 million or HK\$6.14 per Share Stapled Unit) which represents a 98.3% premium to the closing Share Stapled Unit price of HK\$2.36 as at 31 December 2019.

Debt Profile

Total outstanding borrowings of the Trust Group as at 31 December 2019 were HK\$7,152 million (2018: HK\$6,965 million). Secured term loans of HK\$6,800 million (2018: HK\$6,800 million) were on a floating-rate interest basis and repayable in full in 2023 (2018: in 2020). Revolving loans of HK\$352 million (2018: HK\$165 million) were also on a floating-rate interest basis and repayable in early 2020, which may be redrawn in the revolver until maturity of the term loans.

In order to mitigate the interest rate exposure, the Trust Group entered into several four-year interest rate swap transactions during 2016 to 2018. Total HK\$4,000 million or 55.9% (2018: 57.4%) of the outstanding borrowings are fixed.

The Trust Group will continue to monitor interest rate movements and may, depending on market conditions, consider to further mitigate its interest rate exposure on part of the remaining bank debt.

As at 31 December 2019, total gross assets of the Trust Group were HK\$17,612.0 million (2018: HK\$20,366.2 million). Gearing ratio, calculated as total outstanding borrowings as a percentage of gross assets, was 40.6% (2018: 34.2%).

Cash Position

As at 31 December 2019, the Trust Group had a cash balance of HK\$75.7 million (2018: HK\$86.9 million) to satisfy a portion of asset enhancement of Eaton HK, as well as its working capital and operating requirements. In addition, the Trust Group had unused revolving loans amounting to HK\$348 million as of 31 December 2019 (2018: HK\$235 million).

Pledge of Assets

As at 31 December 2019, investment properties of the Trust Group with a fair value of HK\$17,500 million (2018: HK\$20,177 million), together with assignments of sales proceeds, insurance proceeds, rental income, revenues and all other income generated from the properties, were pledged to secure a HK\$7,500 million term and revolving loan facilities granted to the Trust Group.

Commitments

As at 31 December 2019, the Trust Group had authorised capital expenditures for investment properties which were not provided for in these consolidated financial statements amounting to HK\$4,330,000 (2018: HK\$49,293,000), of which HK\$2,495,000 (2018: HK\$42,195,000) were contracted for.

Other than that, the Trust Group did not have any significant commitments at the end of the reporting period.



Brett Stephen Butcher
Chief Executive Officer

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

Dr. LO Ka Shui

Chairman and Non-executive Director

Dr. LO Ka Shui, aged 73, has been the Chairman and Non-executive Director of the Trustee-Manager and the Company since 2013. He is a Member of the Remuneration Committee and of the Nomination Committee of the Company, and is also a Director of the subsidiaries of the Company. He is the Chairman and Managing Director of Great Eagle Holdings Limited, and the Chairman and Non-executive Director of the Manager of the publicly listed trust, Champion Real Estate Investment Trust. He is also a Vice President of the Real Estate Developers Association of Hong Kong and a member of the Board of Trustees of The Hong Kong Centre for Economic Research. Dr. Lo graduated from McGill University with a Bachelor of Science Degree and from Cornell University with a Doctor of Medicine (M.D.) Degree. He was certified in Internal Medicine and Cardiology. He has over three decades of experience in property and hotel development and investment both in Hong Kong and overseas. Dr. Lo is the father of Mr. LO Chun Him, Alexander, being a Non-executive Director of the Trustee-Manager and the Company.

Mr. LO Chun Him, Alexander

Non-executive Director

Mr. LO Chun Him, Alexander, aged 34, has been a Non-executive Director of the Trustee-Manager and the Company since February 2017. He is also a Director of the subsidiaries of the Company. Mr. Lo is an Executive Director of Great Eagle Holdings Limited, which is listed on the Main Board of the Stock Exchange. Prior to joining the Great Eagle Group in 2010, he had worked at Citibank's investment banking division with a focus on Hong Kong's market. Mr. Lo is also a member of the Management Committee of The Federation of Hong Kong Hotel Owners Limited. He graduated from Washington University in St. Louis with a Bachelor of Arts in Psychology. Mr. Lo is a son of Dr. LO Ka Shui, being the Chairman and Non-executive Director of the Trustee-Manager and the Company.

Mr. Brett Stephen BUTCHER

Chief Executive Officer and Executive Director

Mr. Brett Stephen BUTCHER, aged 60, has been the Chief Executive Officer and Executive Director of the Trustee-Manager and the Company since April 2019. He is also a Director of the subsidiaries of the Company. Mr. Butcher has over 39 years' extensive hotel business experience in both hotel operations and sales and marketing in Asia, the Pacific and North America. He is the chief executive officer of the hotel asset management arm of Great Eagle Holdings Limited ("Great Eagle", being the substantial Holder of Share Stapled Units of the Trust Group) principally overseeing the management of all hotel assets of Great Eagle worldwide. Mr. Butcher holds a Bachelor's Degree in Business (Hospitality Management) from University of Queensland Lawes Campus.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Professor CHAN Ka Keung, Ceajer ***Independent Non-executive Director***

Professor CHAN Ka Keung, Ceajer, aged 63, has been an Independent Non-executive Director of the Trustee-Manager and the Company since August 2018. He is the Chairman of the Company's Remuneration Committee, a Member of the Company's Nomination Committee and a Member of the Audit Committees of the Trustee-Manager and the Company. Professor Chan is an Adjunct Professor and a Senior Advisor to the Dean at HKUST Business School. He was appointed as the Secretary for Financial Services and the Treasury of the Government of the Hong Kong Special Administrative Region from July 2007 to June 2017. Prior to that, he was Dean of Business and Management in the Hong Kong University of Science and Technology (HKUST). Before joining the HKUST Business School in 1993, Professor Chan had spent nine years teaching at Ohio State University in the United States. Professor Chan is currently a Non-executive Director of Hong Kong Mortgage Corporation Limited and a member of Competition Commission of Hong Kong. He serves as an Independent Non-executive Director on the Board of Guotai Junan International Holdings Limited, a company listed on the Main Board of Hong Kong Stock Exchange and is also a Senior Advisor to Welab Holdings Limited. Professor Chan was a Non-executive Director of MTR Corporation Limited.

Professor Chan received his bachelor's degree in economics from Wesleyan University and both of his M.B.A. and Ph.D. in finance from The University of Chicago. He specialised in assets pricing, evaluation of trading strategies and market efficiency and has published numerous articles on these topics.

Professor LIN Syaru, Shirley ***Independent Non-executive Director***

Professor LIN Syaru, Shirley, aged 51, has been an Independent Non-executive Director of the Trustee-Manager and the Company since 2013. She is the Chair of the Company's Nomination Committee, a Member of the Company's Remuneration Committee and a Member of the Audit Committees of the Trustee-Manager and the Company. Previously, she was as a Partner at Goldman Sachs, where she led the firm's efforts in private equity and venture capital in Asia. In addition, Professor Lin was involved in the privatisation of state-owned enterprises in China, Singapore and Taiwan. She has served on the boards of numerous private and public companies and is currently an Independent Non-executive Director of Goldman Sachs Asia Bank Limited, a restricted licence bank in Hong Kong, and Mercuries Life Insurance Co., Ltd., a public company listed on the Taiwan Stock Exchange. She was appointed by the Hong Kong government to the Hong Kong Committee for Pacific Economic Cooperation and serves on the board of the Focused Ultrasound Foundation.

Professor Lin is Compton Visiting Professor in World Politics at the Miller Center of Public Affairs at the University of Virginia. She is also a faculty member at the Chinese University of Hong Kong. Her book on the impact of the evolution of Taiwanese identity on cross-strait economic policy was published by Stanford University Press in 2016. She is currently working on the challenges facing the advanced economies in East Asia that have entered the high income trap. Her commentary frequently appears in English and Chinese media. She received her master's degree in International and Public Affairs with distinction and her Ph.D. in Politics and Public Administration from the University of Hong Kong and her A.B. from Harvard College, *cum laude*.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Mr. WONG Kwai Lam

Independent Non-executive Director

Mr. WONG Kwai Lam, aged 70, has been an Independent Non-executive Director of the Trustee-Manager and the Company since 2013. He is the Chairman of the Audit Committees of the Trustee-Manager and the Company, and a Member of each of the Company's Remuneration Committee and Nomination Committee. Mr. Wong is an Independent Non-executive Director, a Member of each of the Audit Committee and Designated (Finance) Committee of ARA Asset Management (Prosperity) Limited, the Manager of publicly listed Prosperity Real Estate Investment Trust on the Main Board of the Stock Exchange. He is also an Independent Non-executive Director and a Member of each of the Remuneration Committee and Nomination Committee of K. Wah International Holdings Limited, a company listed on the Main Board of the Stock Exchange, and an Independent Non-executive Director of Hutchison Port Holdings Management Pte. Limited, as trustee-manager of Hutchison Port Holdings Trust, listed on the Stock Exchange of Singapore. From July 2011 to November 2018, Mr. Wong was an Independent Non-executive Director and the Chairman of the Remuneration and Appraisal Committee and a Member of the Audit Committee of China Merchants Bank Co., Ltd.. Mr. Wong is currently the Chairman of IncitAdv Consultants Ltd., a member of the Advisory Board of Continuing and Professional Studies, The Chinese University of Hong Kong ("CUHK") and a Vice Chairman of the Board of Trustees and a Member of the Investment Sub-committee of the Board of Trustees of New Asia College, CUHK. He is a Member of the Hospital Governing Committee of the Prince of Wales Hospital and

a Director of the CUHK Medical Centre Limited. Mr. Wong has been appointed as Chairman of The Chamber of Hong Kong Listed Companies. He was formerly a Member of the Advisory Committee and a Member of the Real Estate Investment Trust (REIT) Committee of the Securities and Futures Commission in Hong Kong and a Member of the China Committee of the Hong Kong Trade Development Council.

Mr. Wong has over 30 years of experience in the commercial and investment banking industry. He worked with Merrill Lynch (Asia Pacific) Ltd. from May 1993 to August 2009 where he served as a Managing Director in the Asia Investment Banking Division since January 1995. He was appointed as a Senior Client Advisor to Merrill Lynch (Asia Pacific) Ltd. in September 2009 and served in that position for one year. Prior to that, Mr. Wong had been a Director in the Investment Banking Division of CS First Boston (Hong Kong) Ltd. and a Director and the Head of Primary Market in Standard Chartered Asia Limited.

Mr. Wong holds Bachelor of Arts Degree and Honorary Fellowship from The Chinese University of Hong Kong and a Ph. D from Leicester University, England.

Directors' interests in the Trust Group and/or the substantial Holders of Share Stapled Units of the Trust Group are set out in the Report of the Directors in this Annual Report.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

SENIOR MANAGEMENT

Mr. LI Man Wai, Alexander **Chief Financial Officer**

Mr. LI Man Wai, Alexander, aged 65, has been the Chief Financial Officer of the Company since 2013. He joined the Great Eagle Group in 1999 as the financial controller of The Langham, Hong Kong and was promoted to regional director of finance – Hong Kong of the Hotel Manager in 2012 overseeing the finance department of all Hong Kong properties, namely The Langham, Hong Kong, Cordis, Hong Kong, Eaton HK and Eaton serviced apartments, as well as the Chinese restaurant, Yat Tung Heen (renamed as Ming Court in January 2020), in Wanchai. He has extensive experience in the hospitality industry of around 40 years and held various positions in the finance department in international hotel chains including Mandarin Oriental, Shangri-la and Regal before joining the Great Eagle Group.

Ms. LIANG Lai Yee, Lisa **Finance and Office Administration Manager**

Ms. LIANG Lai Yee, Lisa, aged 46, has been the Finance and Office Administration Manager of the Company since 2013. She is primarily responsible for the financial reporting and general office administration of the Group. With over 23 years' accounting and audit experience, Ms. Liang had previously worked as accounting manager of various commercial companies. Earlier in her career, she was employed by a reputable certified public accountants firm to perform external audit duties. Prior to joining the Group, she was an accountant of Eagle Asset Management (CP) Limited (Manager of the publicly listed Champion Real Estate Investment Trust on the Main Board of the Stock Exchange) since March 2008. Her duties include preparing consolidated accounts, maintaining profit and cashflow forecasts and performing financial reporting duties. Ms. Liang holds a Master of Science Degree in Professional Accounting and Corporate Governance from City University of Hong Kong. She is a fellow of the Association of Chartered Certified Accountants and an associate member of Hong Kong Institute of Certified Public Accountants.

Ms. TANG Wai Yan, Carmen **Head of Investor Relations**

Ms. TANG Wai Yan, Carmen, aged 42, has been the Head of Investor Relations of the Company since 2013. She is also the investment services director of Great Eagle Holdings Limited, and is responsible for facilitating communications and liaison with its shareholders and investors. Ms. Tang has 18 years of experience in the real estate sector in Hong Kong and China. Prior to joining Great Eagle in 2008, she worked as an analyst with an international investment bank covering the real estate investment trusts (REITs) and hospitality sector in Hong Kong and China. Ms. Tang graduated from the University of Cambridge with a MPhil in Finance Degree, and holds a Bachelor of Science (First Class Honours) Degree in Business Economics from Queen Mary and Westfield College, the University of London.

COMPANY SECRETARY

Ms. WONG Mei Ling, Marina

Ms. WONG Mei Ling, Marina, aged 53, has been the Company Secretary of the Trustee-Manager and the Company since 2013. She is responsible for the company secretarial and compliance function of the Trust Group. Ms. Wong is the Company Secretary of Great Eagle Holdings Limited and is also responsible for the company secretarial matters of Eagle Asset Management (CP) Limited (Manager of the publicly listed Champion REIT). Ms. Wong is a Fellow both of The Chartered Governance Institute and The Hong Kong Institute of Chartered Secretaries and is a holder of a Master Degree in Laws from The Chinese University of Hong Kong, a Master Degree in Business Administration jointly awarded by the University of Wales and the University of Manchester and a Bachelor of Arts Degree in Accountancy from City Polytechnic of Hong Kong respectively. Ms. Wong had over 30 years of experience in company secretarial and compliance.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

At LHIL, together with the Hotel Manager (Langham Hospitality Group LHG), we are committed to being a sustainable company. Sustainability is embedded into our hotel operations by engaging our major stakeholders through CONNECT, which is LHG corporate social responsibility programme. In this report, we share CONNECT activities and developments in four priorities areas; Environment, Community, Colleagues, and Governance.



In 2019, LHIL signed 4-year sustainability-linked loan facility totalling HK\$7.5 billion with 11 banks in Britain, China, Hong Kong, Japan and Singapore. The syndicated sustainability-linked loan is the first raised by a listed company in the Asian hospitality sector. We will be eligible for reductions on interest rates when specific sustainability objectives have been met, or otherwise rates if not met. The new sustainability-linked loan facility reflects our commitment to create a positive change for the environment, and to hold ourselves financially accountable for the impact on the environment.

ENVIRONMENT

The Hotel Manager has implemented a systematic approach to managing environmental issues at the hotels through a partnership with EarthCheck. EarthCheck provides the holistic environmental management systems used by the travel and tourism industry as benchmarks and certification of operational practices. Environmental policies were developed to identify the material issues that are related to our hotel operations. Independent third-party verification by EarthCheck ensures our compliance with the relevant legislation and continuous improvement in our environmental and social performance, including energy and water consumption, carbon emission, and waste management.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

EarthCheck certification is the mandatory key performance indicator for our hotels. In 2019, Cordis achieved EarthCheck Platinum Certification as its sustainability efforts have been recognised for at least ten years. The Langham and Eaton maintained the status of Gold-Certified EarthCheck Hotels for over five years' of consistent sustainability efforts. Besides, Eaton HK has achieved the Gold Rating of LEED v4 Interior Design and Construction Hospitality Certification by the US Green Building Council, and Cordis, Hong Kong is accredited with an ISO 14001:2015 certification.

The Hotels also participated at various programmes and charters by the Environment Bureau and Environmental Protection Department of HKSAR Government, including the following:

- Energy Saving Charter
- Charter on External Lighting
- Wastewi\$e Certification
- Foodwise Charter

Performance Monitoring

Total electricity consumption of the Hotels was 144,340 GJ in 2019, representing a 1.5% decrease compared to 2018 (146,484 GJ). Total gas/fuel consumption of the Hotels in 2019 was 44,078 GJ, a decrease of 5.8% compared to 2018 (46,773 GJ). Total water consumption was 445,347 CuM, representing a 7% decrease compared to 2018 (478,874 CuM). The decrease in consumption is mainly due to the on-going energy and water-saving initiatives and also the lower occupancy in the hospitality sector in Hong Kong. Total Greenhouse Gas emission (Scope 1 and Scope 2) of the Hotels in 2019 was 22,785 tonnes CO₂-eq.

Energy and Water

The use of power in the operation of the Hotels is one of our most significant environmental aspects and is the largest contributor to greenhouse gas emissions. To address this, we identified energy saving opportunities by optimising the operational efficiency of plant and equipment. Efficient lighting and air conditioning systems are always our top priority for green hotel operation. For example, Cordis, Hong Kong upgraded the Building Management System (BMS) to manage the chiller plant more efficiently and installed the heat recovery system for laundry steam boiler for heat exchange. The Langham, Hong Kong installed over 2,000 LED lights and enhanced the air-conditioning system in the guestroom area.



LED lights in The Langham, Hong Kong

The Hotels are responsible for reducing the water footprint by installing water-efficient equipment and raising staff awareness on water conservation. In 2019, Cordis, Hong Kong installed an additional water pump in the Chinese kitchen to facilitate a more water-efficient defrosting process. We continue to actively seek energy and water-saving initiatives to ensure an even more efficient operation.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT



Refillable glass water bottle in Eaton HK

Material Use and Waste

Waste generation is unavoidable in all business operations. The Hotels have been implementing waste minimisation initiatives including recycling/reusing (paper, metal, plastics, cardboard, glass bottles, cooking oil, printer cartridges, wet amenities, soap, wine corks), food waste donation and composting, and donated items (furniture, fabric items, electronic equipment).

Since 2018, the Hotel Manager has globally launched the 'phase-out' plan of single-use plastics in hotels. Single-

use plastics have been posing significant adverse impact on our environment, particularly to our marine system. The Hotels have phased out the disposable plastic straws, cocktail sticks, stirrers, bags etc. Also, Eaton HK leads and sets the example by offering self-produced filtered water and sterilised glass bottles with bottle washer for reusability. Single-use washroom amenities were replaced with bulk-size reusable amenities by Grown Alchemist (100% natural and chemical-free).

The Hotels also designed and built sustainable Christmas trees made out of recycled and waste materials collected from the hotels to engage our colleagues and guests in our commitment to sustainability. Cordis utilised an array of re-purposed materials such as used headboards, recycled wine corks, and beer bottles to decorate the tree. The wooden framework of the tree is made of used wine boxes from wine suppliers. Over 150 used beer caps are colourfully painted and upcycled to beautiful Christmas garlands. The Langham transformed used coffee capsules into 81 adorable Christmas elves to form a unique 4-tier Christmas tree. Our objective is to spread the message of reuse and recycle through these Christmas trees while celebrating the joyful festive season.



Sustainable Christmas trees created by the Hotels

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT



Organic Veg Sales from Local Farmer in Eaton HK

Engagement – Colleagues, Guests and Suppliers

The Hotels actively engaged with colleagues, guests and suppliers who are our key stakeholders to drive continuous improvement in the sustainability journey. “Loving Earth Month” is the featured CONNECT environment event introduced in 2015. Throughout the month, the Hotels offered sustainable seafood and meatless dishes at restaurants and colleague cafeterias to promote a healthy and sustainable diet. Colleagues were also encouraged to walk more and use less transportation with the 10,000 steps challenge within the Hotels.



Sustainable seafood at Bostonian Seafood & Grill of The Langham, Hong Kong



Green Monday partnership with Ming Court of Cordis, Hong Kong

The Hotels promote dishes with sustainable seafood and plant-based alternative ingredients to invite our guests to join our sustainability journey. Bostonian Seafood & Grill at The Langham, Hong Kong offers an excellent selection of sustainable seafood. In addition, the Michelin-starred Cantonese restaurant Ming Court unveiled a seasonal menu with Hong Kong locally-sourced ingredients, and joined hands with Green Monday and created a series of unique vegetarian and vegan dishes with Omnipork, Gardein Chicken, Beyond Burger and Beyond Sausage.



“Water for Free” refilling station in the hotel lobby of Cordis, Hong Kong

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Taking sustainability to the next level, Cordis, Hong Kong launched the new “Green Meetings by Cordis” program, offering meeting planners sustainable meeting solutions which offset environmental and social impacts from their events. This program features green meeting venues, sustainable food and beverage, and carbon-neutral meetings. The carbon footprint of the conference is calculated and offset via our partner. A carbon-neutral certificate in the guests’ company name and project fact sheet, will be presented at the beginning of the meeting.

Since 2013, the Hotel Manager and the Hotels introduced sustainable supply chain management in phases following the initiative of our parent company. They focused on raising the corporate social responsibility awareness of our significant suppliers by communicating with them about our Supplier Code of Conduct. The Hotel Manager also developed the Responsible Purchasing Policy, which enables manage most of strategic environmental and social issues in our supply chain.

COMMUNITY

We are no strangers to the community where we operate. The Hotel Manager encourages recruiting the right talent and buying products and services from the local precincts. The Hotels have also maintained close relationships with the local business community and academic institutions, which are crucial for the sustainability of our business.

The Hotel Manager’s Community Engagement Policy offers guidance on how to contribute to local communities, not merely through philanthropy, but also in other ways, including donations and visits, free or in-kind sponsorships and employee volunteering. In 2019, our colleagues delivered over 2,500 hours of support to charitable and other social initiatives. Both the Hotel Manager and the Hotels have received accreditation for the past decade and are recognised as Caring Companies.

In 2019, Eaton HK was awarded the distinguished Hotel Investment Conference Asia Pacific (HICAP) 2019 Sustainable Hotel Award in the Positive Community

Impact category. The annual awards ceremony highlights hotels in the Asia Pacific whose innovative methods, groundbreaking strategies and use of technology in the face of the world’s current sustainability challenges. During June 2018 to July 2019, Eaton, through its cultural department, hosted over 300 community events gathering together a community of tens of thousands of people in the process.



HICAP Sustainable Hotel Awards

The following sections highlight some of the major community engagement activities in 2019:

Support of the Arts and Children

Building strategic partnerships for community investment enables us to witness and measure our lasting impacts on the local community. The Hotel Manager and the Hotels have been partnering with Hope worldwide in Hong Kong since 2013. The children programme of Hope worldwide Hong Kong gives children from low-income families the opportunity to reach their potential and break the cycle of inter-generational poverty. This year, we jointly organised our annual summer event “The Summer Workshop” at Eaton HK. Forty children from local low-income families were invited to discover how to be a global citizen through various workshops and hotel experiences.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT



Hope worldwide Hong Kong Summer Event at Eaton HK



The Langham, Hong Kong visited Heep Hong Society Center

Both The Langham and Cordis, Hong Kong participated in the Youth Work Explorer (Y-WE) programme for the second consecutive year. Through the real-life experience of the Y-WE, they join hands with Child Development Initiative Alliance to help our next generation broaden their horizon and unleash their potential, and eventually to build their capacities for the betterment of our future community. By providing a week of work experience, one of the students from the programme can have more understanding of the operations in a hotel.

The Langham, Hong Kong has been supporting Heep Hong Society for years. Heep Hong implements different service schemes to support the youth in need, including career planning, vocational skills assessment, training and work placements to increase their employment opportunities and promote their developmental needs. Apart from the regular hotel visit of their students, our volunteers also visited the Heep Hong Society Center to celebrate the festive seasons with the children.

Support of the Environment

We raised our colleagues' awareness of protecting the environment and promoting the beauty of nature. In addition to our on-going support for global environmental events such as Earth Hour and Earth Day, the Hotels also organised different volunteer activities for green groups such as meal box preparation at Food Angel and beach clean-up.

Since 2018, the Hotels have been supporting "Water for Free Project" which provided free water dispensers and education talks to schools and community centres, encouraging the general public to bring their bottles. In 2019, they continued supporting the project and offered in-kind support to the campaign by providing Kino, a private theatre at Eaton HK for the ceremony.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT



Water for Free project at Eaton HK

Cordis, Hong Kong also volunteered at Soapcycling, our long term recycling partner who provides recycled soap to charities for hygiene and sanitation projects throughout Asia by collecting and sanitising used soaps and other sanitation amenities from hotels. Our colleagues helped to prepare and scraping the used soap for their further processing.



Soapcycling volunteer event at Cordis, Hong Kong

Support Local Community

Local communities have their social concerns, and it is our responsibility to make our neighbourhoods better places to live. Our volunteers serve the community of the elderly, the hungry, the poor, the underprivileged, minority groups, and people with illnesses.

Since 2010, our colleagues at Cordis, Hong Kong, partnered with the Hong Kong Playground Association and Po Leung Kuk, where they volunteered for the annual elderly home cleaning activities in preparation for Chinese New Year. It is the Chinese tradition to cleanse the home before the Lunar New Year. We provided household cleaning service at nine homes in the neighbourhood.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

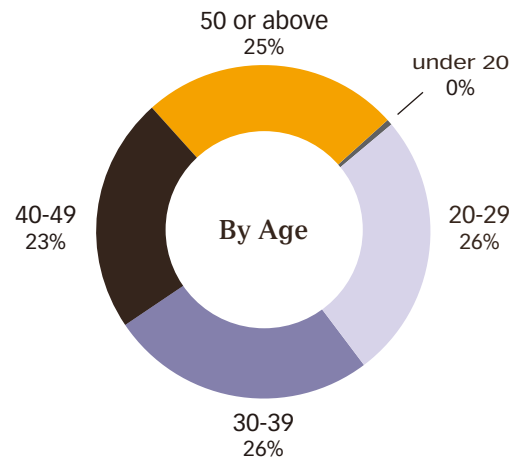
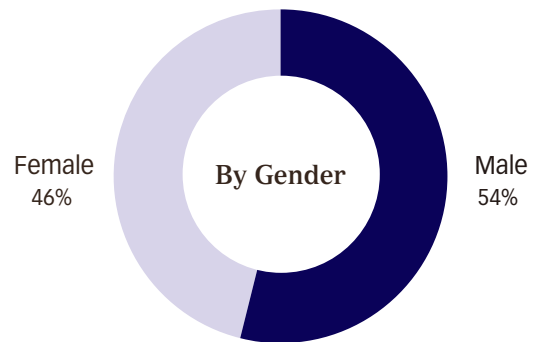


Hosted at The Langham's Palm Court lobby lounge, the Magic Pink Afternoon Tea set, featured a selection of pink sweet and savoury treats presented on elegant Wedgwood teaware and a traditional three-tier English afternoon tea stand. For every Afternoon Tea set sold, there was a donation of HK\$10 to the Hong Kong Breast Cancer Foundation to support their dedicated efforts to combat the disease in the local community.

COLLEAGUES

The Hotel Manager and the Hotels are committed to fostering an engaging and respectful work environment for our colleagues to unleash their full potential and inspire them to become our true ambassadors in delivering genuine service to our guests. Colleagues, therefore are our most valuable assets for driving business success. The Hotel Manager continues to be recognised with the award "Manpower Developer 1st" in the Manpower Developer Scheme by the Employees Retraining Board (ERB) Hong Kong. In 2019, the Hotels also participated in the Talent-Wise Employment Charter and Inclusive Organisations Recognition Scheme by the Labour and Welfare Bureau. The Langham, Hong Kong also received the MPF Good Employer Award 2018-19 by the Mandatory Provident Fund Scheme Authority.

As of 31 December 2019, the number of employees in the Hotels decreased slightly to 1,369 (2018: 1,380). The following charts show the composition of employees of the Hotels as of 31 December 2019:



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Colleague Wellness

The health, safety and wellness of our colleagues remain a top priority. The Hotels maintain their health and safety systems with policies, committees, training and incident reporting. These systems were overseen by the senior management, human resources directors and security departments. The effectiveness of the system is monitored in conjunction with the Key Performance Indicators (KPI) system so that our improvement teams can analyse the data, find the root of the problems, implement improvement action plans and follow up on the results.

The Hotels organise the Colleague Wellness Week every year, as part of the global awareness programme initiated by the Hotel Manager. A week in the fourth quarter was designated for activities that increase colleagues' awareness of their wellbeing and support them in developing a healthy lifestyle. Wellness promotion programmes included; healthy menu at staff cafeteria, natural moisturizing lip balm DIY class, health test, boxing and yoga classes, gym equipment tutorial, fun game day, beach cleanup and green outings.



Hydroponic kale sale for colleagues at Eaton HK

In 2019, the health and safety related key performance indicators (KPIs) has improved, compared to the previous year. The Hotels proactively reinforced the colleagues' awareness on these topics during safety briefings, and also reviewed the overall training and awareness programme. There were no deaths due to work activities. The Hotels will continue to monitor the performance and enhance staff awareness in workplace health and safety.

KPI	2018	2019
Lost Time Injury Frequency Rate (LTIFR) ¹	35	21
Incident Rate ²	8.3	6.3

1. LTIFR is the number of reported lost-time accidents for every 1 million working hours.
2. Incident rate is the number of reported accidents per 100 employees.

Employee Training

The Hotel Manager is committed to creating an environment for our colleagues to achieve their career aspiration and at the same time, nurture a team of competent and motivated colleagues. The fundamental learning and development system is made up of the First60 Certification programme, Langham Curriculum Certification (LCC), and Advanced Programme for Executives (APEX). These programmes help our colleagues gain new skills, knowledge and experiences which will be useful in their current and future jobs.

In addition, the Hotels regularly review and prioritise their training focus, responding to the evolving business and operational needs. In 2019, The Langham, Hong Kong expanded its talent development programme with an emphasis on developing and retaining younger talent. The Graduate Trainee Programme for Rooms Experience Ambassador is a 24-months programme and was first launched in 2017. The Ambassadors are expected

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

to acquire all-round experience in Rooms Division of the hotel. They have unique opportunities to receive rotational training in various roles such as Front Desk, and Concierge. The second batch of the Graduate Trainee Programme was taken in 2019. Another Management Trainee Programme for Food & Beverage Supervisory Trainees was initiated in 2019. Similar to the Rooms Experience Ambassador, this Programme is an 18-months rotation among the three prominent dining outlets to have hands-on experience about the F&B operation.



Natural dyeing workshop at Eaton HK

Eaton HK is committed to creating an environment for colleagues to achieve their career aspiration and at the same time, nurture a team of competent and motivated colleagues. We designed the 18 months MIT training programme and First90 days onboarding programmes. The MIT programme provides a career development opportunity to selected potential talent, and the First90 days' onboarding programme is to ensure the new joiner are settling well. Moreover, they nurtured our colleagues with art and culture awareness such as coffee dye workshop to experienced natural dyeing with used coffee grounds. Gender Diversity & Inclusion seminar was introduced to enhance colleague awareness.

The Hotels achieved an average of 26 training hours per colleague (21.8 in 2018) and 100% of colleagues received training in 2019. The average training hour for Executive Committee and Head of Department was 9.3, and the average training hour for Manager, Supervisor and General Colleague was 26.4 in 2019. There is an increase in the training hours per employee compared to the previous reporting year due to the enhanced training program in the Hotels and formal launch of learning and development programmes at Eaton HK.

GOVERNANCE

Governance in the Hotel Manager's CONNECT programme is about how we run our business and do the right thing. We are accountable and act responsibly at all times on behalf of our stakeholders – from our guests, partners, suppliers and colleagues, to governments, regulators and the local community. We value the trust of our stakeholders in pursuit of expanding our business and operations sustainably. To maintain trust, we must ensure we always conduct our business ethically and responsibly.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT



The Hotel Manager pledges to adhere to good corporate governance and business integrity in our business activities. We have clearly articulated the principles in our Code of Ethics which explains the basic standards of behaviour expected of our colleagues in line with their official duties. The Code of Ethics guides the acceptance, soliciting or offering of advantages, declaration of conflicts of interest, fraud and bribery, gambling, fair dealing, and handling of confidential information. All new colleagues receive the Code during the induction training at the First60 Certification programme. Depending on the job responsibilities of each colleague, they will also receive regular communication, refresher training, and team briefings on various aspects of our compliance programme. All colleagues are also aware that they have a duty to report any breaches of our Code of Ethics.

In 2019, the Hotel Division launched a global programme on Data Protection and General Data Protection Regulation (GDPR) Awareness Training in all of the hotels as well as the global and regional offices. Two levels of training were introduced – general awareness for all colleagues and an

advanced version for managers and relevant colleagues who might have the opportunity to handle personal data. All colleagues were required to complete this training by the end of 2019.

The Hotel Manager organised an annual Global CONNECT Event relating to internal review and refresher training on a selected topic concerning corporate ethics and risk management across the group. In 2019, the Hotel Manager launched the first Risk Preparedness Video Competition to develop the culture on risk preparedness in hotels for our colleagues and relevant stakeholders. Each hotel created fun videos to promote how colleagues can prepare and manage to minimise the risks to life and safety when natural disaster may occur. The commonly found natural disasters includes earthquake, typhoon, hurricane and snowstorm.



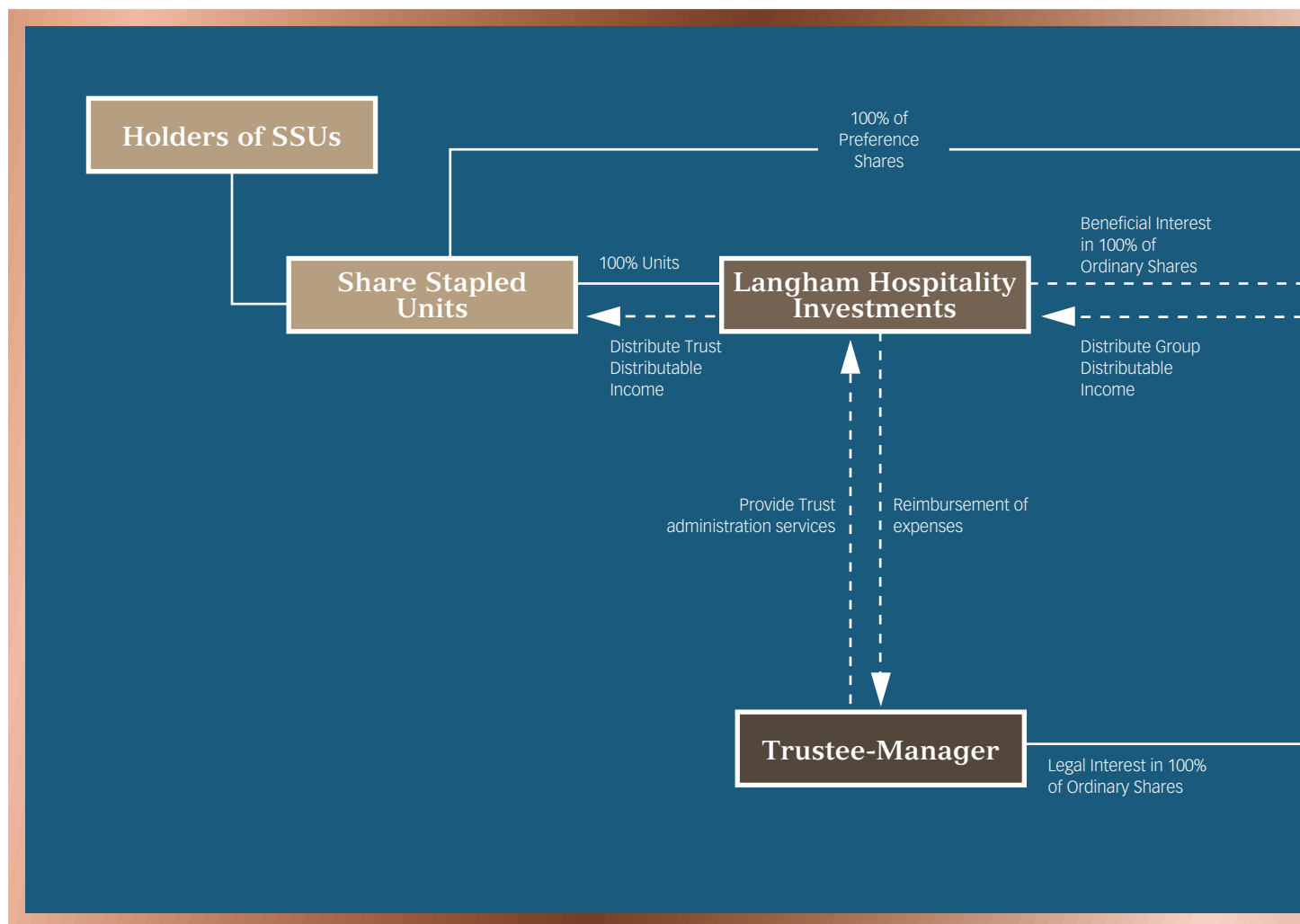
Cordis, Hong Kong received the Best Video Award of Risk Preparedness Video Competition

CORPORATE GOVERNANCE REPORT

Langham Hospitality Investments, LHIL Manager Limited and Langham Hospitality Investments Limited are committed to maintaining and developing high standards of corporate governance practices that are designed to enhance corporate image, create value for our Unitholders, minimize risk in fraudulent practices and address potential conflict of interest issues. This combined Corporate Governance Report of the Trust and the Company set out a summary of the key processes, systems and measures that have been used in implementing this corporate governance framework being adopted by the Trust, Trustee-Manager and the Company for the year ended 31 December 2019.

STRUCTURE OF THE TRUST GROUP

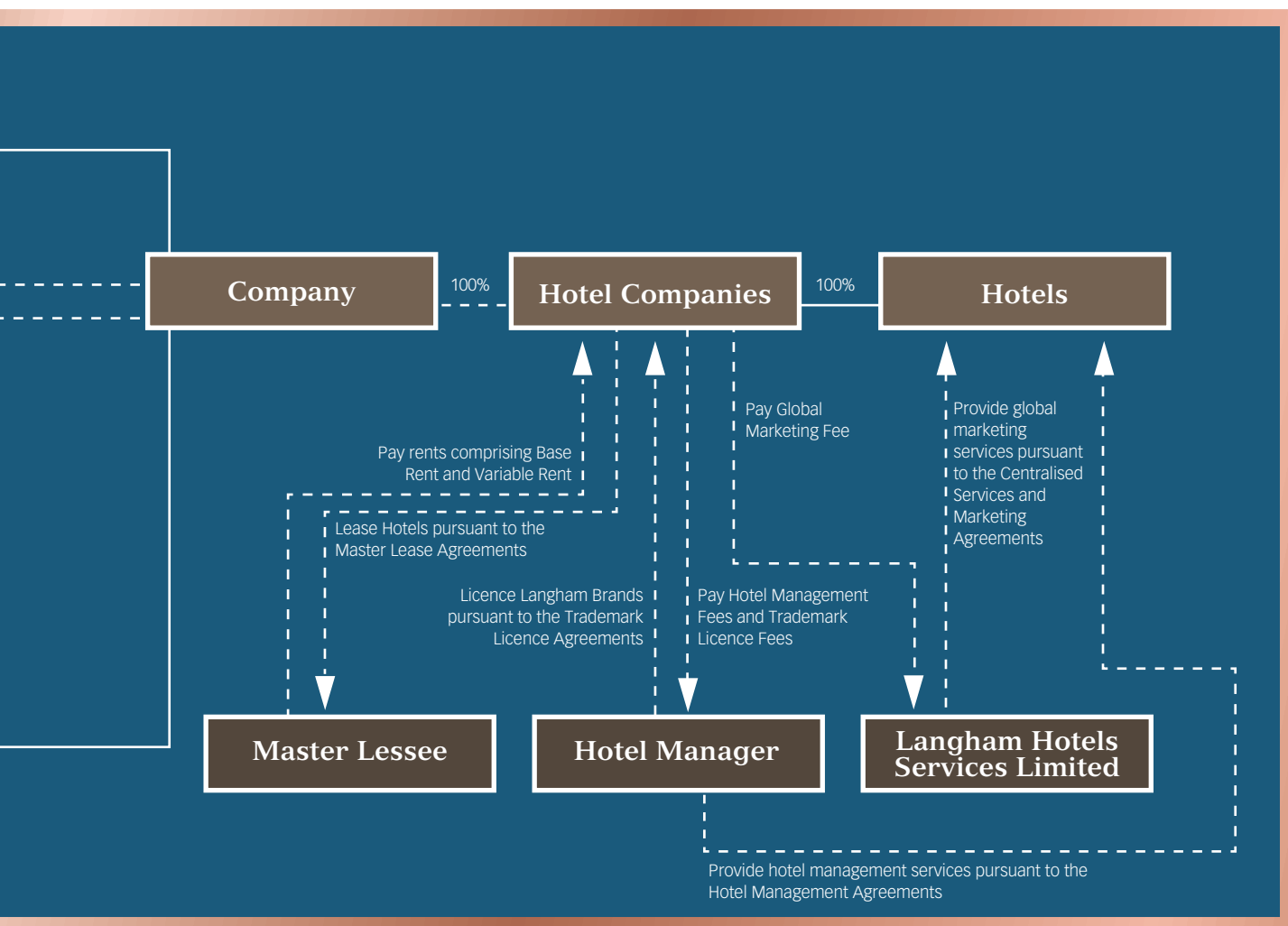
The chart below illustrates a simplified version of the structure of the Trust Group.



CORPORATE GOVERNANCE REPORT

The major activities during the year 2019 and subsequent change as at the date of this report are set out below:

- Changes in Board Composition**
 During the year, Mr. Brett Stephen Butcher was appointed as the Executive Director and Chief Executive Officer of both the Trustee-Manager and the Company in place of Mr. Ip Yuk Keung, Albert with effect from 1 April 2019. In accordance with the Trust Deed and the Company's Articles of Association, Mr. Butcher retired from office and being re-elected by the Holders of Share Stapled Units at the 2019 AGM of the Trust Group.
- General Mandate to Issue Share Stapled Units of the Trust and the Company**
 General mandate to allot, issue and deal with no more than 20% of the issued Share Stapled Units of the Trust and the Company was granted by the Holders of Share Stapled Units at the AGM of the Trust and the Company held on 10 May 2019. The mandate shall only remain in effect until the conclusion of the next AGM of the Holders of Share Stapled Units, or the expiration of the period within which such AGM is required to be held, or until revoked, renewed or varied by an ordinary resolution of Holders of Share Stapled Units, whichever occurs first.



CORPORATE GOVERNANCE REPORT

- **Results of Market Rent Review of the Hotels**

In accordance to the Master Lease Agreements entered into between the Trust Group and GE (LHIL) Lessee Limited on 10 May 2013, the Company has appointed, Vigers, an independent property valuer to conduct a rental review to determine the market rental package of the Hotels (including the market rent of the Hotels and the applicable percentage of the Variable Rent) for period from 1 January 2020 to 31 December 2023. Based on the rental review of Vigers, it was determined that no change shall be made to the market rental package of the Hotels for the period from 1 January 2020 to 31 December 2023. Under the Master Lease Agreements, a further rental review will be performed for the period from 1 January 2024 for the remaining term of the Master Lease Agreements. A formal announcement in relation to the rent review has been made by the Trust Group on 30 September 2019.

- **Change of Principal Place of Business in Hong Kong**

The Company's principal place of business in Hong Kong has been changed to Suite 3001, 30th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong with effect from 12 January 2020. Formal announcement in relation thereto was published.

Langham Hospitality Investments is constituted by laws of Hong Kong governing the Trust Deed entered into between the Trustee-Manager and the Company as a fixed single investment trust, meaning that the Trust may only invest in the securities and other interests in a single entity, being the Company.

The Trustee-Manager is a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of Great Eagle. In its capacity as trustee-manager of the Trust, the Trustee-Manager has a limited role only in the administration of the Trust and is not involved in the management of the operations of the Group.

The Company is a company incorporated in the Cayman Islands as an exempted company with limited liability. It is the holding company of the hospitality business carried on by the Group and currently owns and controls the Hotels indirectly through its subsidiaries.

CORPORATE GOVERNANCE REPORT

Capital Structure of the Trust and the Company

Share Stapled Units are jointly issued by the Trust and the Company and each Share Stapled Unit is comprised of the following three components which, subject to the provisions in the Trust Deed, can only be dealt with together and cannot be traded individually:

- (a) a unit in the Trust;
- (b) a beneficial interest in a specifically identified Ordinary Share in the Company held by the Trustee-Manager, which is “linked” to the unit in the Trust; and
- (c) a specifically identified Preference Share in the Company which is “stapled” to the unit in the Trust.

As the components of the Share Stapled Units, all of the units in the Trust, the Ordinary Shares and the Preference Shares of the Company in issue are listed on the Stock Exchange. However, for so long as the Share Stapled Units are listed on the Stock Exchange, trading on the Stock Exchange will only take place in the form of Share Stapled Units and there is only a single price quotation on the Stock Exchange for a Share Stapled Unit. No price is quoted for the individual components of a Share Stapled Unit.

Business Relationship with Great Eagle

Apart from the parent-subsiary relationship, the Trust Group maintains close business ties with the Great Eagle Group, which are governed by various formal agreements being entered into between the two groups as summarized in the chart on pages 38 to 39. These contractual arrangements also constitute continuing connected transactions of the Trust and the Company under the Listing Rules. Details of the transactions which are subject to disclosure and reporting requirements are provided in the Report of the Directors contained in this Annual Report on pages 73 to 81.

From the revenue perspective, each of the Hotels (excluding certain retail shops at Eaton HK) is leased to the Master Lessee, an indirect wholly-owned subsidiary of Great Eagle, pursuant to the Master Lease Agreements. In return, the Master Lessee pays rents, which represents the major source of income, to the Trust Group. Based on the rental review of Vigers in accordance with the provisions in the Master Lease Agreements, Vigers determined that the market rental package for the Hotels for the period from 1 January 2020 to 31 December 2023 is the same as the one for the current period and comprised of (i) a Base Rent being fixed at HK\$225 million per annum under the Master Lease Agreements, and (ii) a Variable Rent being 70% to the Hotels’ aggregate Gross Operating Profit before deduction of the Global Marketing Fees payable by each of the Hotel Companies on an annual basis.

From the expense perspective, all the Hotels are managed by the Hotel Manager, another indirect wholly-owned subsidiary of Great Eagle, pursuant to the Hotel Management Agreements, and the Trust Group pays hotel management fees to the Hotel Manager. In addition, the Trust Group has entered into the Trademark Licence Agreements and the Centralised Services and Marketing Agreements in respect of each of the Hotels with the Hotel Manager and Langham Hotels Services Limited (an indirect wholly-owned subsidiary of Great Eagle) respectively and thus incurs licence fee and global marketing fees when carrying on the hospitality business.

These business relationships and the fact that some of the Directors and senior management members also hold directorships and/or roles in the Great Eagle Group might give rise to potential conflicts of interests between the Group and the Great Eagle Group. The Trustee-Manager Board and the Company Board believe that the potential conflicts can be sufficiently reduced as follows:

- the Group focuses on optimizing the performance of the three existing hotel properties, adopting a growth strategy of investing in completed stand-alone hotels in Asia. The Great Eagle Group, on the other hand, focuses on further capitalizing on its resources and expertise in developing its hotel management services operations and brand building.

CORPORATE GOVERNANCE REPORT

- the Group is among the major contributors to the performance of the Great Eagle Group, any reliance that the Group may have on the Great Eagle Group in relation to its performance and growth will be mutually complementary.
- the Great Eagle Group has granted to the Company a Deed of Right of First Refusal pursuant to which the Group will have the first right to participate and to acquire completed stand-alone hotels in Asia (excluding Australia and New Zealand) should Great Eagle Group wish to sell or have the opportunity to invest in these hotels.
- various corporate governance measures are established seeking to address any potential conflicts of interest thereby safeguarding the interests of independent Unitholders. Details of which are set out in the section headed "Corporate Governance Measures to address Potential Conflicts of Interest" in this Corporate Governance Report.
- Corporate Governance Measures in respect of the operation of the Right of First Refusal granted by Great Eagle Holdings Limited
- Schedule of Matters Reserved for the Board
- Segregation of Duties between Chairman and Chief Executive Officer
- Policy on the Preservation and Prevention of Misuse of Inside Information
- Unitholder Communication Policy
- Employee's Code of Conduct
- Code of Conduct regarding Securities Transactions by Directors and Relevant Employees

CORPORATE GOVERNANCE POLICIES AND PRACTICES

The Trustee-Manager Board and the Company Board play a central support and supervisory role in the respective corporate governance duties of the Trust and the Company. The Boards are responsible for reviewing the overall corporate governance arrangements, approving governance policies and reviewing disclosures in Corporate Governance Report prepared on a combined basis.

Corporate Governance Practices

Taking into account the structure of the Trust Group, in particular the business relationship with its holding company, the following policies and procedures are established and constituted the core elements of the governance framework of the Trust Group:

- Reporting and Monitoring Policy on Connected Transactions

Compliance with Corporate Governance Code

Pursuant to the Trust Deed, each of the Trustee-Manager and the Company must co-operate with each other to ensure that each party complies with the Listing Rules and other relevant rules and regulations.

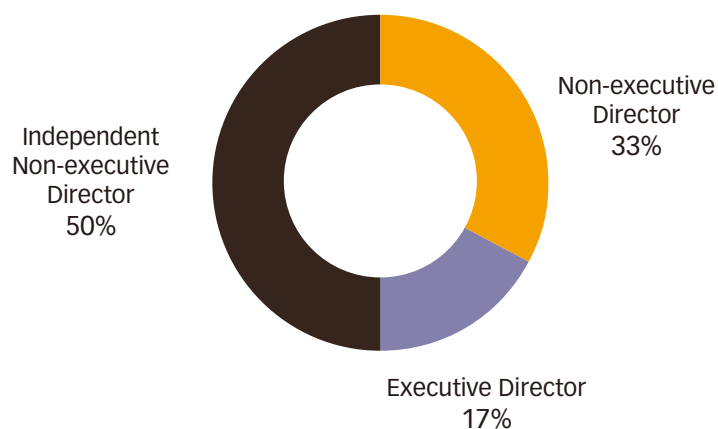
Throughout the year under review, the Trust (via the Trustee-Manager) and the Company had complied with all applicable code provisions, and where appropriate, adopted some of the recommended best practices as set out in the Corporate Governance Code. The requirement to establish a Nomination Committee is not relevant to the Trustee-Manager because the Trust Deed requires that the Directors of the Trustee-Manager shall at all times comprise the same individuals who serve as Directors of the Company. The requirement to establish a Remuneration Committee is also not relevant to the Trustee-Manager as its Directors are not entitled to any remuneration payable by the Trust nor the Trustee-Manager, and the Trustee-Manager does not have any employee.

CORPORATE GOVERNANCE REPORT

BOARD OF DIRECTORS

Board Composition

Pursuant to the Trust Deed, the Directors of the Trustee-Manager shall at all times be the same individuals who serve as Directors of the Company.



The Trustee-Manager Board and the Company Board currently comprise two Non-executive Directors, being Dr. Lo Ka Shui (Chairman) and Mr. Lo Chun Him, Alexander; one Executive Director being Mr. Brett Stephen Butcher (Chief Executive Officer) (appointed on 1 April 2019); and three Independent Non-executive Directors, namely Professor Chan Ka Keung, Ceajer, Professor Lin Syaru, Shirley and Mr. Wong Kwai Lam respectively.

Mr. Ip Yuk Keung, Albert retired as the Executive Director and Chief Executive Officer of both the Trustee-Manager and the Company on 1 April 2019 as he wishes to devote more time towards universities, which has long been a passion.

Biographical details of the Directors of the Trustee-Manager and the Company are set out in this Annual Report on pages 23 to 25.

Dr. Lo Ka Shui, being the Non-executive Chairman of the Trustee-Manager and the Company and also a substantial shareholder, the Chairman and Managing Director of Great Eagle, the holding company of the Trust Group, is the father of Mr. Lo Chun Him, Alexander. Saved as disclosed above, there are no other financial, business, family or other material or relevant relationships between board members.

CORPORATE GOVERNANCE REPORT

Set out below is a summary of expertise and responsibilities of each Board member.

	Expertise	Responsibilities
Non-executive Directors		
LO Ka Shui (Chairman)	Property and hotel development and investment both in Hong Kong and overseas	Overseeing the operations and affairs of the Board's effectiveness and the relationships among the Board, management and stakeholders; leading the Board in formulating the corporate and financial strategy in the best interest of the Group by taking into account, among other things, the opportunities and risks of the business of the Group; enhancing further synergies between the Group and Great Eagle; and for the overall supervision of the policies governing the conduct of the Group's business
LO Chun Him, Alexander	Property development, financial investments, business and project development	Formulation of strategic directions and high level oversight of the financial management and operations of the Group
Executive Director		
Brett Stephen BUTCHER (Chief Executive Officer)	Hotel business experience in both hotel operations and sales and marketing in Asia, the Pacific and North America	Responsible for all day-to-day management decisions and for leading the development and implementing the long and short term strategy and plans; identifying potential risks and opportunities of the Group and implementing appropriate policies; developing procedures designed to ensure compliance with the overall risk management policies; acting as a direct liaison between the Board and management and communicating to the Board on behalf of management

CORPORATE GOVERNANCE REPORT

	Expertise	Responsibilities
Independent Non-executive Directors		
CHAN Ka Keung, Ceajer	Assets pricing, evaluation of trading strategies and market efficiency	Chairing the Remuneration Committee; scrutinizing and monitoring the Group's performance; giving independent judgment, strategic advice and guidance on the business and operations; and reviewing the financial control and systems of risk management and compliance
LIN Syaru, Shirley	International affairs and global investment	Chairing the Nomination Committee; scrutinizing and monitoring the Group's performance; giving independent judgment, strategic advice and guidance on the business and operations; and reviewing the financial control and systems of risk management and compliance
WONG Kwai Lam	Commercial and investment banking	Chairing the Audit Committee; scrutinizing and monitoring the Group's performance; giving independent judgment, strategic advice and guidance on the business and operations; and reviewing the financial control and systems of risk management and compliance

The Boards recognize the importance and benefits of diversity in the boardroom. The Nomination Committee of the Company is responsible for reviewing Board composition, identifying candidates and making recommendations to the Company Board. Further details on the Nomination Policy and Board Diversity Policy are set out in the section headed "Nomination Committee" of this report.

Board Responsibilities

Notwithstanding the fact that the Directors of the Trustee-Manager and the Directors of the Company must always be the same individuals pursuant to the Trust Deed as mentioned above, the Trustee-Manager Board and the Company Board have distinct responsibilities.

It is the responsibility of the Trustee-Manager Board to ensure that the Trustee-Manager discharges its duties under the Trust Deed, which include but not limited to administering the Trust, keeping safe custody of all the property and rights of any kind whatsoever that are held on trust for the Unitholders and exercising all due diligence and vigilance in protecting the rights and interests of the Unitholders. A Director of the Trustee-Manager shall act in good faith in the best interests of all unitholders. The Trustee-Manager Board exercises a number of reserved powers such as approval of the financial statements of the Trust and the Trustee-Manager, approval of the annual and interim reports and results announcements of the Trust and the Company, declaration of distributions to the Unitholders, approval of terms of reference of the Trustee-Manager's Board Committee(s), and monitoring of the corporate governance of the Trust.

CORPORATE GOVERNANCE REPORT

The Company Board, on the other hand, is responsible for setting out the overall strategies and business objectives of the Group and providing oversight of their implementation by the management team to promote the long-term success of the Group and create sustainable value for the Unitholders. While day-to-day management and operation of the business activities of the Group are delegated to senior management who is accountable for the execution of business strategies and initiatives adopted by the Company Board, specific functions reserved to the Company Board are set out in the Schedule of Matters Reserved for the Board and where appropriate shall also be applicable to the Trustee-Manager Board. The schedule is reviewed periodically to ensure that the arrangements remain appropriate to the Group's needs. Provided below is a summary of the key reserved matters which should be discharged by the full Board:

- Approval of long-term objectives and corporate strategy
 - Extension of business activities into new business of material nature
 - Decision of ceasing to operate all or any material part of the business
 - Approval of the annual and interim reports and results announcements of the Trust and the Company
 - Declaration of distributions to the Trust
 - Approval of any significant changes in accounting policies or practices
 - Approval of substantial acquisitions or disposals
 - Approval of connected transactions
 - Approval of major capital expenditures
 - Approval of terms of reference of the Company's Board Committees
- Approval of governance policies
 - Review of corporate governance arrangements
 - Appointment of membership of the Company's Board Committees
 - Appointment or removal of the Company Secretary

Board Independence

Independence is a vital element for Directors fulfilling their duty in overseeing the management of the business and affairs of the Trust and the Company. The Nomination Committee of the Company is accountable for assessing whether any relationships or circumstances would likely to interfere with the exercise of objective and unfettered judgment by relevant Directors. It reviews all relevant facts and circumstances in making an independence determination such as length of service, interlocking, competing businesses and other significant commitment that might potentially impose an impact on Directors' judgment. To be considered independent, an Independent Non-executive Director must also meet the independence guidelines set out in Rule 3.13 of the Listing Rules.

Currently, three out of a total of six Board members are Independent Non-executive Directors. Their participation brings independent and objective judgment on the affairs of the Trust Group including but not limited to issues relating to the Trust Group's strategy, performance, conflicts of interest and management process, thus ensuring that the Trust Group operates in the best interests of Unitholders. Besides, all the Independent Non-executive Directors have the appropriate accounting or related financial management expertise for the purpose of Rule 3.10 of the Listing Rules, which can provide further assurance to the Unitholders that the financial performance of the Trust Group shall be professionally reviewed and monitored. The Independent Non-executive Directors are required to declare his/her independence in respect of the independence guidelines set out in Rule 3.13 of the Listing Rules on an annual basis.

CORPORATE GOVERNANCE REPORT

Chairman and Chief Executive Officer

Dr. Lo Ka Shui and Mr. Brett Stephen Butcher hold the positions of Chairman and Chief Executive Officer respectively. As announced by the Trust and the Company on 14 February 2019, Mr. Brett Stephen Butcher was appointed as Chief Executive Officer in place of Mr. Ip Yuk Keung, Albert with effect from 1 April 2019. The Chairman is responsible to oversee the operations and affairs of the Board's effectiveness and the relationships among the Board, management and stakeholders. He is accountable to the Board for leading the Board in formulating the corporate and financial strategy in the best interest of the Group by taking into account, among other things, the opportunities and risks of the business of the Group and enhancing further synergies between the Group and its parent company and for the overall supervision of the policies governing the conduct of the Group's business. Chief Executive Officer entails being ultimately responsible for all day-to-day management decisions and for leading the development and implementing the long and short term strategy and plans. He is accountable for identifying potential risks and opportunities of the Group and implementing appropriate policies, and developing procedures designed to ensure compliance with the overall risk management policies. He also acts as a direct liaison between the Board and management and communicating to the Board on behalf of management.

Appointment, Re-election and Rotation of Directors

According to the Company's Articles, no less than one-third of all the Directors shall retire from office by rotation at each Annual General Meeting of the Company, provided that every Director shall be subject to retirement by rotation at least once every three years and any Director appointed either to fill a casual vacancy or as an addition to the Board, shall hold office only until the next following AGM and shall then be eligible for re-election. The provisions of retirement by rotation applicable to the Company Board are also applied, indirectly, to the

Trustee-Manager Board in accordance with the Trust Deed. Each of the Non-executive Directors (including the Independent Non-executive Directors) has entered into a letter of appointment with the Company for an initial term of 3 years, renewable automatically for a further term of 3 years on the expiry of such term and every successive period of 3 years thereafter, subject to the provisions of the Company's Articles, the Trust Deed and the Listing Rules. The Nomination Committee of the Company will make recommendations to the Board on the appointment or re-appointment of directors.

According to the rotation record, Dr. Lo Ka Shui and Mr. Wong Kwai Lam will retire as the Directors at the forthcoming AGM and are eligible for re-election.

Directors' Orientation and Continuing Development

The Company Secretary shall assist the Chairman and the Chief Executive Officer to manage and oversee the induction process for a new director and continuing development of Directors and senior management. An induction pack will be provided to the new Director to ensure he has a proper understanding of the Trust Group's operations and business. To keep Directors abreast of their responsibilities and infuse them with new knowledge relevant to the Trust Group's business and operating environment, information packages comprising the latest developments in the legislations, industry news and materials relevant to the roles, functions and duties as a director are provided to each Director by the Company Secretary periodically to foster the continuous development and ongoing updating of Board members' skills and knowledge.

CORPORATE GOVERNANCE REPORT

During the year ended 31 December 2019, the Directors received information packages on the subject areas of Conduct and Duties of Directors, Risk Management in particular Cyber Risk and ESG Risk, Market News and Enforcement Newsletter of the Stock Exchange. Apart from the continuous development program organized by the Trust Group internally, individual Director also attended seminars or workshops relevant to his/her profession and duties as director. All Directors had provided confirmation on their respective training records to the Trustee-Manager and the Company and each of them had participated in no less than 10 training hours during the year ended 31 December 2019.

The senior management had provided confirmation on their respective training records to the Trustee-Manager and the Company and each of them had participated in no less than 10 training hours during the year ended 31 December 2019.

BOARD COMMITTEES

Directors attend Board meetings and make fruitful contribution by sharing views, advices and experiences on matters material to the Trust Group's affairs, on the basis of the shared goal in further enhancing the interests of the Trust Group and the Unitholders as a whole. Board meetings of the Trustee-Manager and the Company are held regularly at least four times a year at approximately quarterly intervals. Proposed dates of the regular Board and Board Committee meetings for each new calendar year are set out in a schedule and notified to all Board members before the beginning of the year concerned to facilitate their attendance. Additional meetings are convened as and when circumstances warrant.

Board Committees

To provide effective oversight, the Trustee-Manager Board and the Company Board have established the following Board Committees with their own terms of reference that have been approved by the respective Boards and are reviewed periodically to ensure that they comply with the latest legal and regulatory requirements and reflect developments in recommended best practices. Each Committee reports its decisions and recommendations to the respective Board. The terms of reference of the Committees setting out in detail their duties and responsibilities are posted on our website and the website "HKExnews".

Audit Committee

The composition of each of the Audit Committees of the Trustee-Manager and of the Company comprises three Independent Non-executive Directors:

Chairman:

Mr. Wong Kwai Lam

Members:

Professor Chan Ka Keung, Ceajer
Professor Lin Syaru, Shirley

None of the Audit Committee members is a former or existing partner of the external auditor of the Trustee-Manager and the Company.

The Audit Committee of the Trustee-Manager and the Company shall, amongst other things, review the reports and proposals from management and make recommendations to the respective Boards in respect of the financial reporting and other statutory obligations, risk management and internal control systems, and audit process with a view to assisting the respective Boards to fulfill their duties in relation to risk management, internal control and financial management.

CORPORATE GOVERNANCE REPORT

During the year ended 31 December 2019, the Audit Committee of the Trustee-Manager and the Company each held two meetings with all members present. The following is a summary of the major work done categorized by the primary areas of duties of the Committee:

Primary areas of duties	Summary of major work done of the Audit Committee in 2019
Disclosure of financial information	<ul style="list-style-type: none"> • reviewed and approved the draft 2019 Interim Report and interim results announcement of the Trust and the Company for the period ended 30 June 2019 • reviewed and approved the draft 2018 Annual Report and final results announcement of the Trust and the Company for the year ended 31 December 2018 • reviewed the unaudited financial statements of the Trust and the Company and the unaudited financial statements of the Trustee-Manager for the period ended 30 June 2019, and the audited financial statements of the Trust and the Company and the audited financial statements of the Trustee-Manager for the year ended 31 December 2018, with particular regard to the qualitative aspects of the Trust Group's accounting practices including the following major judgmental issue: <ol style="list-style-type: none"> (1) the methods of valuation of the three investment properties of the Trust Group. (2) the valuation technique for determining the fair value of derivate financial instrument that is not quoted in active markets. (3) assessment of going concern basis in connection with the net current liabilities status.
Risk management and internal control	<ul style="list-style-type: none"> • reviewed the significant findings and recommendations from the internal auditor • reviewed the effectiveness of the risk management and internal control systems of the Trust, the Company and the Trustee-Manager
Reports from external auditor	<ul style="list-style-type: none"> • considered the reports from Deloitte Touche Tohmatsu on interim review of the financial information and annual audit of the financial statements of the Trust and the Company and of the Trustee-Manager
Re-appointment of external auditor	<ul style="list-style-type: none"> • reviewed and considered the re-appointment of Deloitte Touche Tohmatsu as the external auditor and approved its remuneration
Connected Transaction	<ul style="list-style-type: none"> • reviewed and monitored connected transactions through half-yearly reports submitted by management to ensure compliance with the terms of the waivers granted by the Stock Exchange and all other applicable rules and regulations
Great Eagle ROFR Deed	<ul style="list-style-type: none"> • reviewed and adopted the corporate governance measures in respect of the operation of the Great Eagle ROFR Deed • reviewed the implementation and compliance of the Great Eagle ROFR Deed

CORPORATE GOVERNANCE REPORT

Nomination Committee

The composition of the Nomination Committee of the Company currently comprises three Independent Non-executive Directors and one Non-executive Director:

Chairwoman:

Professor Lin Syaru, Shirley*

Members:

Professor Chan Ka Keung, Ceajer*

Dr. Lo Ka Shui#

Mr. Wong Kwai Lam*

* Independent Non-executive Director

Non-executive Director

The Nomination Committee focuses on strengthening, broadening, balancing and understanding the range of skills, experience and diversity on the Company Board. The Committee shall formulate policy and make recommendations to the Company Board on nomination, appointment or re-appointment of Directors and board succession.

• **Board Diversity Policy**

The Nomination Committee adopted a diversity policy (the "Diversity Policy") during the year. The Company believes that increasing diversity at the Board level is an important part of achieving its strategic objectives and to attract and retain the best people. Appointments to the Board shall be on merit, in the context of the skills and experience the Board as a whole requires to be effective, and against objective criteria and with due regard for the benefits of diversity. There are many considerations that factor into the Nomination Committee's nomination process including legal requirements, best practices, and skills required to complement the Board's skill set and the number of Directors needed to discharge the duties of the Board and its Committees. But it will not set any restrictions like gender, age, cultural or educational background when short listing candidates. The Company believes that a truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background and other qualities of Directors. The Nomination Committee shall review the diversity of the Board

at least annually taking into account the Group's business model and specific needs and shall monitor the implementation of the Diversity Policy and, if appropriate, make recommendations on proposed changes to the Board to complement the Company's corporate strategy.

• **Nomination Policy**

The Nomination Committee recommends candidates for nomination to the Board, which approves the final choice of candidates. The Nomination Committee was responsible to maintain the Nomination Policy of the Company and review the same regularly. The objective of the Nomination Policy is to assist the Company in fulfilling its duties and responsibilities as provided in its terms of reference. This Nomination Policy sets out, inter alia, the selection criteria and the evaluation procedures in nominating candidates to be appointed or re-appointed as Directors of the Company.

The Nomination Committee shall consider any and all candidates recommended as nominees for Directors to the Committee by any Directors or shareholders of the Company in accordance with the Company's Articles and the Trust Deed. The Nomination Committee may also undertake its own search process for candidates and may retain the services of professional search firms or other third parties to assist in identifying and evaluating potential nominees. The Nomination Committee shall endeavour to find individuals of high integrity who possess the qualifications, qualities, skills, experience and independence (in case of Independent Non-executive Directors) to effectively represent the best interests of all shareholders. Candidates will be selected for their ability to exercise good judgment, and to provide practical insights and diverse perspectives. The Nomination Committee may use any process it deems appropriate for the purpose of evaluating candidates including personal interviews, background checks, written submission by the candidates and third party references. As far as practicable, nominees for each election or appointment of Directors shall be evaluated using a substantially similar process. The Nomination Committee shall review the Nomination Policy from time to time.

CORPORATE GOVERNANCE REPORT

During the year ended 31 December 2019, one physical Nomination Committee meeting was held with full attendance of the Committee members. The following is a summary of the major work done categorized by the primary areas of duties of the Committee:

Primary areas of duties	Summary of major work done of the Nomination Committee in 2019
Board composition	<ul style="list-style-type: none">reviewed the size, structure and composition of the Company Board by taking into account the diversity of skills, knowledge and experience of the Board membersreviewed Directors' time commitment to the affairs of the Trust and the Company through, inter alia, their meeting attendance and other listed companies' directorships
Independence of Independent Non-executive Directors	<ul style="list-style-type: none">assessed independence of all the Independent Non-executive Directors
Appointment or re-appointment of Directors	<ul style="list-style-type: none">reviewed and approved the nomination of Mr. Brett Stephen Butcher, Mr. Lo Chun Him, Alexander, Professor Chan Ka Keung, Ceajer and Professor Lin Syaru, Shirley, being the retiring Directors for re-election at the 2019 AGMreviewed and approved the nomination of Mr. Brett Stephen Butcher in place of Mr. Ip Yuk Keung, Albert as the Executive Director and Chief Executive Officer of the Trustee-Manager and the Company after considering his skills, expertise, experience and background and made recommendation to the Company Board.

The requirement to establish of a Nomination Committee is not relevant to the Trustee-Manager as the Trust Deed requires that the Directors of the Trustee-Manager shall at all times comprise the same individuals who serve as Directors of the Company.

Remuneration Committee

The composition of the Remuneration Committee of the Company comprises three Independent Non-executive Directors and one Non-executive Director:

Chairman:

Professor Chan Ka Keung, Ceajer*

Members:

Dr. Lo Ka Shui#

Professor Lin Syaru, Shirley*

Mr. Wong Kwai Lam*

* Independent Non-executive Director

Non-executive Director

The Remuneration Committee set up formal and transparent procedures for setting policy on Executive Director's remuneration and for fixing the remuneration packages for all Directors and senior management and to ensure remuneration levels are sufficient to attract and retain Directors to run the Company successfully without paying more than necessary.

CORPORATE GOVERNANCE REPORT

During the year ended 31 December 2019, one physical Remuneration Committee meeting was held with full attendance of the Committee members. Below is a summary of major work done categorized under the primary areas of duties of the Committee:

Primary areas of duties	Summary of major work done of the Remuneration Committee in 2019
Remuneration packages of Executive Director and senior management	<ul style="list-style-type: none">• approved the salary review and discretionary bonus distribution for the year 2019 and other remuneration packages of the Executive Director and senior management of the Company
Remuneration of Directors	<ul style="list-style-type: none">• reviewed the market trend of the remuneration package generally offered to non-executive directors and independent non-executive directors of comparable companies listed in Hong Kong. Reviewed the remuneration package offered to non-executive directors and independent non-executive directors of the Company and recommended that no adjustment should be made for the year 2019.

The requirement to establish of a Remuneration Committee is not applicable to the Trustee-Manager as its Directors are not entitled to any remuneration payable by the Trust nor the Trustee-Manager, and the Trustee-Manager does not have any employees.

Board and Board Committee Meetings

Apart from understanding the respective responsibilities of the Trustee-Manager Board and the Company Board, the Directors must be able and willing to devote the required amount of time to the affairs of the Trust and the Company, including attendance at Board meetings and Board committee meetings. The Non-executive Directors and the Independent Non-executive Directors had confirmed to the Trustee-Manager and the Company that they had given sufficient time and attention to the affairs of the Trust and the Company throughout 2019.

Board Proceedings for Board and Board Committee Meetings

- At least 14 days' formal notice of regular Board and Board Committee Meetings will be given to all Directors, and all Directors are invited to include any matters for discussion in the agenda.
- Directors are provided with the meeting agenda and the relevant board papers at least 3 days in advance of every regular Board and Board Committee meeting, containing complete, adequate and timely information to enable full deliberation on the issues to be considered at the respective meetings.
- To safeguard the interests of the Trust Group and the Unitholders, Directors are required to declare their direct/indirect interests, if any, in any business proposals to be considered at the meetings and, where appropriate, they are required to abstain from voting.
- Minutes of all Board and Board Committee meetings recording key deliberations and decisions taken are kept by the Company Secretary and are available for Directors' inspection. Draft and final versions of minutes are sent to all Directors in a timely manner for their comment and record.

CORPORATE GOVERNANCE REPORT

In addition to Board meetings, the Chairman schedules a meeting annually with Independent Non-executive Directors without the presence of other Directors to discuss the affairs of the Trust Group.

During the year under review, each of the Trustee-Manager and the Company held four physical Board meetings. Directors attended the physical meetings either in person or by means of telephone in accordance with the Trustee-Manager's articles of association and the Company's Articles. The attendance of individual Directors at all the physical Board and Board Committee meetings and AGM held during the year ended 31 December 2019 is set out below:

Number of physical Meeting(s) Attended/Eligible to Attend in 2019

Name of Directors	Board	Audit Committee	Nomination Committee	Remuneration Committee	2019 Annual General Meeting
<i>Non-executive Directors</i>					
LO Ka Shui (<i>Chairman</i>)	4/4	–	1/1	1/1	✓
LO Chun Him, Alexander	4/4	–	–	–	✓
Attendance Rate	100%	–	100%	100%	
<i>Executive Directors</i>					
IP Yuk Keung, Albert (<i>Chief Executive Officer</i>) (<i>retired on 1 April 2019</i>)	1/1	–	–	–	N/A
Brett Stephen BUTCHER (<i>Chief Executive Officer</i>) (<i>appointed on 1 April 2019</i>)	3/3	–	–	–	✓
Attendance Rate	100%	–	–	–	
<i>Independent Non-executive Directors</i>					
CHAN Ka Keung, Ceajer	4/4	2/2	1/1	1/1	✓
LIN Syaru, Shirley	4/4	2/2	1/1	1/1	–
WONG Kwai Lam	4/4	2/2	1/1	1/1	✓
Attendance Rate	100%	100%	100%	100%	
Overall Attendance Rate	100%	100%	100%	100%	

Note: The Board and Board Committee meetings of the Trustee-Manager and the Company were held on a concurrent basis

CORPORATE GOVERNANCE REPORT

REMUNERATION OF DIRECTORS

The framework of the remuneration offered to the Executive Director and senior management of the Company is a combination of pre-determined elements plus discretionary components:

Remuneration Framework

Basic compensation	<ul style="list-style-type: none">• includes basic salary, retirement benefits and other allowances• it is fixed and set to be at the level sufficient to retain and motivate employees, taking into account the scope and complexity of responsibilities, individual performance as well as market pay levels
Bonus and incentives	<ul style="list-style-type: none">• vital to align the interest of the executives with that of Holders of Share Stapled Units• the level is determined by reference to factors such as the financial performance and profitability of the Trust and the Company, individual performance, prevailing market conditions and remuneration benchmark in the industry

As discussed above, Directors of the Trustee-Manager are not entitled to any remuneration payable by the Trust nor the Trustee-Manager. The Directors' fees entitled to be received by each Director of the Company and the members of the respective Board Committees of the Company for the year 2019 are set out hereinbelow. The remuneration levels were proposed with reference to the time involved, specific duties and services of individual directors and the prevailing market conditions.

Further details of Directors' emoluments are provided in note 14 to the consolidated financial statements of the Trust and the Company.

Director's Fee and Board Committee Remuneration

Capacity	Annual Fee (HK\$)
Board of Directors	
• Executive Director	50,000
• Non-executive Director	170,000
• Independent Non-executive Director	220,000
• Chairman	270,000
Audit Committee	
• Chairman	100,000
• Committee Member	50,000
Remuneration Committee	
• Chairman	50,000
• Committee Member	25,000
Nomination Committee	
• Chairman	30,000
• Committee Member	20,000

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE MEASURES TO ADDRESS POTENTIAL CONFLICTS OF INTEREST

Given the unique nature of the Group's business structure and its close relationship with the Great Eagle Group as discussed above, various corporate governance measures have been established to seek to address any potential conflicts of interest and competition between the two groups so as to safeguard the interests of independent Unitholders:

- any conflicted Directors must abstain from voting and will not be counted in the quorum of the relevant Board meeting in the event of any conflict issues;
 - pursuant to Article 90 of the articles of association of the Trustee-Manager, a Director of the Trustee-Manager must give priority to the interest of all the Unitholders as a whole over the interest of the Trustee-Manager in the event of a conflict between the interest of all the Unitholders as a whole and that of the Trustee-Manager;
 - potential connected transactions between the Great Eagle Group and the Group and the existing continuing connected transactions are reviewed and reported annually by the Independent Non-executive Directors and auditors of the Company;
 - where the Trustee-Manager Board and the Company Board are required to determine matters under the Great Eagle ROFR Deed, such matters will be referred to the Independent Non-executive Directors and/or to those Directors who do not have a material interest in the matter; and
- specific corporate governance measures have also been put in place in respect of the operation of the Great Eagle ROFR Deed as follows:
 - (i) as part of the Trustee-Manager's and the Company's respective internal control systems, each has maintained a register of all opportunities/transactions arising from the implementation of the Great Eagle ROFR Deed;
 - (ii) as part of its internal audit plan, each of the Trustee-Manager and the Company will, through the internal audit function, review the implementation of the Great Eagle ROFR Deed each year;
 - (iii) the Audit Committee of the Company will review the implementation of the Great Eagle ROFR Deed to ascertain that the terms of the Great Eagle ROFR Deed have been complied with. The review will include an examination of supporting documents and such other information deemed necessary by the Audit Committee; and
 - (iv) the Independent Non-executive Directors will review on an annual basis compliance by Great Eagle with the terms of the Great Eagle ROFR Deed and will disclose in the annual report of the Trust and the Company their findings on the compliance by Great Eagle with the terms of the Great Eagle ROFR Deed and any decision made by the Group regarding any exercise of the right of first refusal and the basis of such decision subject to not breaching any of the Group's or Great Eagle's contractual or legal obligations.

CORPORATE GOVERNANCE REPORT

The Audit Committees of the Trustee-Manager and the Company shall be responsible for overseeing the implementation of the above measures. During the year 2019, there were no properties or investment opportunities being acquired by or made available to the Great Eagle Group that were subject to the Great Eagle ROFR Deed.

The Trustee-Manager with the Company (on the one hand) and Great Eagle (on the other hand) have boards of directors that function independently of each other. Notwithstanding that Dr. Lo Ka Shui and Mr. Lo Chun Him, Alexander, Directors of the Trustee-Manager and the Company, are also directors of the Great Eagle Group, given adequate corporate governance measures are in place, the three Independent Non-executive Directors of the Trustee-Manager Board and the Company Board would have sufficient expertise to manage the Trust Group in the event that Dr. Lo and Mr. Lo are required to abstain from voting on matters relating to the Great Eagle Group.

RISK MANAGEMENT AND INTERNAL CONTROL

The Trustee-Manager Board and the Company Board are entrusted with the overall responsibility on an ongoing basis for ensuring that appropriate and effective risk management and internal control systems are established and maintained for the Trustee-Manager and the Company. The systems are designed to provide reasonable but not absolute assurance against material misstatement or loss, and to manage rather than eliminate risk of failure to meet the business objectives. The following have been established and executed to ensure there are appropriate and effective risk management and internal control systems within the Trustee-Manager and the Company:

- (a) a good control environment including well defined organizational structure, limit of authority, reporting lines and responsibilities;

- (b) Risk Management Self-Assessment and Internal Control Self-Assessment conducted annually by the Trustee-Manager and the Company;
- (c) appropriate risk mitigating activities including clear and written company policies and procedures that can manage risks to an acceptable level for the achievement of the business objectives;
- (d) effective information platforms to facilitate internal and external information flow; and
- (e) structured internal audit function to perform independent appraisal of major operations on an ongoing basis.

Through the Audit Committees of the Trustee-Manager and the Company and the Great Eagle Group's Internal Audit Department, the Trustee-Manager Board and the Company Board have conducted an annual review on the effectiveness of the risk management and internal control systems for the year ended 31 December 2019.

With adoption of a risk-based approach, the Internal Audit Department takes the lead to evaluate the risk management and internal control systems of the Trustee-Manager and the Company by reviewing all their major operations on a cyclical basis. The audit reviews cover all material controls including financial, operational and compliance controls. The 3-year audit plan of the Internal Audit Department is approved by the Audit Committees. The Head of Internal Audit Department reports directly to the Audit Committees and the Chairman of the Trustee-Manager and the Company. Results of the audit reviews in the form of audit reports are submitted to the members of the Audit Committees for discussion at the Audit Committee meetings. The internal audit reports are also followed up by the Internal Audit Department to ensure that findings previously identified have been properly resolved.

CORPORATE GOVERNANCE REPORT

Based on the results of the internal audit reviews for the year ended 31 December 2019 and the assessment of the Audit Committees thereon, no significant irregularity or deficiency in the risk management and internal control systems has drawn the attention of the Audit Committees.

The Trustee-Manager Board and the Company Board therefore are satisfied that the Trust (together with the Trustee-Manager) and the Company have maintained appropriate and effective risk management and internal control systems for the year ended 31 December 2019.

HOLDERS OF SHARE STAPLED UNITS

Communication with Holders of Share Stapled Units

We recognize the importance of maintaining an ongoing dialogue with our Unitholders. The Unitholder Communication Policy has been adopted to promote effective engagement with individual Unitholders, institutional investors and other stakeholders.

Our corporate website (www.langhamhospitality.com) is one of the key channels by which the Unitholders and potential investors can find a wealth of information about the Trust Group. All corporate communications of the Trust and the Company, including but not limited to annual and interim reports, announcements, circulars, key corporate governance policies, terms of reference of the various Board Committees, press releases and other corporate information, are made available on this website. For Unitholders who have supported the use of environmentally-friendly means in receiving corporate communications, our website provides the most convenient way for locating the desired information. We also address the needs of those Unitholders who are more accustomed to reading offline by sending corporate communications to them in printed form free of charge upon receipt of their election in writing as such.

To facilitate a two-way dialogue with Unitholders and other stakeholders, the corporate communications and website are supplemented by various briefings and conferences. The management and the Head of Investor Relations meet existing and potential investors, financial analysts and media regularly at road shows, analyst briefings, investor conferences and one-on-one group meetings where our senior executives can exchange and share views and opinions with the participants and address any queries that they may have about the business development and corporate strategies of the Trust Group based on publicly available information. Relevant presentation materials from analyst briefings on annual and interim results are also posted on our website so as to deliver a more in-depth understanding on the Trust Group's financial performance and position.

Unitholders may at any time direct their enquiries about the Trust and the Company to the Trustee-Manager Board and the Company Board by writing to the Company's principal place of business in Hong Kong or by email to enquiry@langhamhospitality.com.

General Meeting

The Trustee-Manager Board and the Company Board recognise the significance of general meetings which provide the best opportunity for a genuine dialogue between the Directors and our Unitholders. General meetings of the Trust and the Company are held on a combined basis, proceedings of general meetings as summarized hereinbelow are reviewed from time to time to ensure that the best appropriate corporate governance practices are followed.

CORPORATE GOVERNANCE REPORT

The 2019 AGM of the Trust and the Company was held on 10 May 2019 at Yat Tung Heen, 2nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong. The matters resolved thereat are listed below:

- Received and adopted the audited consolidated Financial Statements of the Trust and the Company for the year ended 31 December 2018, the audited Financial Statements of the Trustee-Manager for the year ended 31 December 2018, together with their respective Reports of the Directors and the Independent Auditor.
- Declared a final distribution of HK10.5 cents per Share Stapled Unit for the year ended 31 December 2018.
- Re-elected Mr. Brett Stephen Butcher as Executive Director, Mr. Lo Chun Him, Alexander as Non-executive Director and Professor Chan Ka Keung, Ceajer and Professor Lin Syaru, Shirley as Independent Non-executive Directors.
- Authorized the Directors of the Company to fix their remuneration.
- Re-appointed Messrs. Deloitte Touche Tohmatsu as Auditor of the Trust, the Trustee-Manager and the Company, and authorized the Directors of the Trustee-Manager and the Company to fix their remuneration.
- Approved the grant of a general mandate to the Directors of the Trustee-Manager and the Company to allot, issue and deal with additional Share Stapled Units not exceeding 20% of the issued number of Share Stapled Units.

The General Mandate will remain in effect until the conclusion of the next AGM of the Holders of Share Stapled Units, or the expiration of the period within which such AGM is required to be held, or until revoked, renewed or varied by an ordinary resolution of Holders of Share Stapled Units, whichever occurs first. Although the General Mandate granted may not be utilized during the valid period as mentioned above, this gives the Company the flexibility when needed without proposing second and subsequent refreshments of a general mandate in any one year. The Company will use the mandate sparingly and in the interest of the Holders of Share Stapled Units. Set out below is the utilization rate of the General Mandate granted by the Holders of Share Stapled Units for the last five validity periods:

Year of AGM	Mandate Validity Period	Number of Issued Share Stapled Units under General Mandate	% of Issued Share Stapled Units ⁽¹⁾
2014	30/4/2014 to 20/4/2015	20,515,246	1.019
2015	20/4/2015 to 22/4/2016	24,263,355	1.194
2016	22/4/2016 to 25/4/2017	21,644,050	1.052
2017	25/4/2017 to 18/4/2018	20,287,099	0.976
2018	18/4/2018 to 10/5/2019	22,678,703	1.080

Note:

- (1) This percentage is based on the number of issued Share Stapled Units as at the dates of the relevant annual general meetings.

CORPORATE GOVERNANCE REPORT

Proceedings of General Meetings

- Notice of general meetings together with other relevant corporate communications in printed form (or the notification letters for receiving the said corporate communications by electronic means through our corporate website, as the case may be) will be despatched to Holders of Share Stapled Units (i) no less than 20 clear business days prior to the AGM and general meeting where a special resolution is proposed for consideration and (ii) no less than 10 clear business days for all other general meetings.
- The Chairman of the Trustee-Manager Board and the Company Board as well as the chairmen of each of the Board Committees or, in their absence, their duly appointed delegates or other members of the respective Committees are available to answer questions at the general meetings.
- The chairman of the independent board committee or, in his/her absence, his/her duly appointed delegates or other member(s) of the committee will be available to answer questions at any general meetings at which approval for a connected transaction or approval from independent Holders of Share Stapled Units for any other transaction is sought.
- The external auditor will attend the AGM to answer questions relating to the audit.
- To safeguard the interests and rights of the Holders of Share Stapled Units, separate resolutions are proposed at the general meetings on each substantial issue, including the election/re-election of each individual Director.
- Holders of Share Stapled Units will be provided opportunities to ask questions for each of the proposed resolutions at general meetings.
- All votes of the Holders of Share Stapled Units at general meetings will be taken by poll. The procedures for conducting a poll will be clearly explained at the meeting.
- Poll results will be made available by way of an announcement, which will be published on our corporate website and the website "HKExnews" on the same day after the general meeting.

CORPORATE GOVERNANCE REPORT

Rights of Holders of Share Staped Units

Right to Convene/Call a General Meeting

Pursuant to Article 12.3 of the Company's Articles, general meetings shall be convened on the written requisition of any two or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists hold as at the date of deposit of the requisition not less than, for as long as the Trust Deed remains in force, 10% of the paid up capital of the Company which carries the right of voting at general meetings of the Company. Within 21 days from the date of deposit of the requisition, the Company Board shall proceed to convene the meeting to be held with such notice in accordance with Article 12.4.

Right to Appoint/Remove Trustee-Manager

Pursuant to Clause 23.1 of the Trust Deed, holders of Units of the Trust may (i) by requisition convene a meeting to vote on a resolution to remove the trustee-manager and (ii) nominate a company which has consented in writing to serve as the replacement trustee-manager for appointment at general meeting by serving

the requisition/nomination on the incumbent trustee-manager, provided that the holders of Units making such requisition and/or nomination hold not less than 5% of the total voting rights of all holders of Units at the date of the requisition/nomination.

Proposing a Person for Election as a Director

Pursuant to Article 16.5 of the Company's Articles, two members of the Company (not including the person to be proposed) together representing not less than 10% of the total voting rights of all the members are entitled to propose a person for election as a Director of the Company at the general meeting by lodging a written notice with the principal office of the Company in Hong Kong of their such intention together with the consent of the nominated person at least 7 days before the date of the general meeting.

EXTERNAL AUDITORS

Auditor's responsibilities for the financial statements

The statement by the Auditor about its reporting responsibilities for the Trust Group and the Trustee-Manager are set out in the Independent Auditor's Report on pages 86 to 90 and pages 152 to 154 respectively of this Annual Report.

Auditor's Remuneration

During the year ended 31 December 2019, the total fees in respect of audit and non-audit services provided to the Trust Group and the Trustee-Manager by the external auditor, Messrs. Deloitte Touche Tohmatsu, are set out as follows:

Services rendered	For the year ended 31 December 2019	
	Trust Group HK\$'000	Trustee-Manager HK\$'000
Audit services	1,398	20
Non-audit services		
Interim review fee	386	–
Other review fees including continuing connected transactions review, etc	98	2
Total:	1,882	22

Note: The total amounts of Auditor's Remuneration as disclosed in note 13 to the consolidated financial statements of the Trust and the Company and note 4 to the financial statements of the Trustee-Manager are HK\$1,398,000 and HK\$20,000 respectively and do not include the fees in respect of non-audit services

CORPORATE GOVERNANCE REPORT

CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2019, there was no change to the Trust Deed and the Company's Articles, the current version of which are available for download from our website and the website "HKExnews".

CONNECTED TRANSACTIONS AND/OR CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 December 2019, the Trust Group and the Trustee-Manager entered into certain connected transactions and/or continuing connected transactions. Disclosure requirements in accordance with the Listing Rules were fully complied with.

Details of the connected transactions and/or continuing connected transactions entered into during the year under review and the annual review are set out in the Report of the Directors contained in this Annual Report on pages 73 to 81.

SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

The Trust Group has adopted its own Code of Conduct for Securities Transactions on terms no less exacting than the required standard set out in the Model Code and the same is updated from time to time in accordance with the Listing Rules requirements.

Having made specific enquiry, all members of the Board and relevant employees of the Company confirmed that they had fully complied with the Code of Conduct for Securities Transactions during the year ended 31 December 2019. The Directors' interests in the securities of the Trust and the Company and the associated corporations (within the meaning of the SFO) as at 31 December 2019 are set out in the Report of the Directors.

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Trustee-Manager Board and the Company Board, supported by the Accounts and Finance Department, are responsible for the preparation of the financial statements of the Trust Group and the Trustee-Manager for the year ended 31 December 2019.

DIRECTORS' AND OFFICERS' INSURANCE

During the year ended 31 December 2019, appropriate Directors' and Officers' liabilities insurance coverage had been arranged in respect of legal action that might be taken against the Directors and officers of the Trustee-Manager and the Company.

PUBLIC FLOAT

So far as the Trustee-Manager Board and the Company Board are aware of, as at the date of this report, the Trust and the Company had maintained a sufficient public float with more than 25% of the issued and outstanding Share Stapled Units being held by the public.

RELATED PARTY TRANSACTIONS

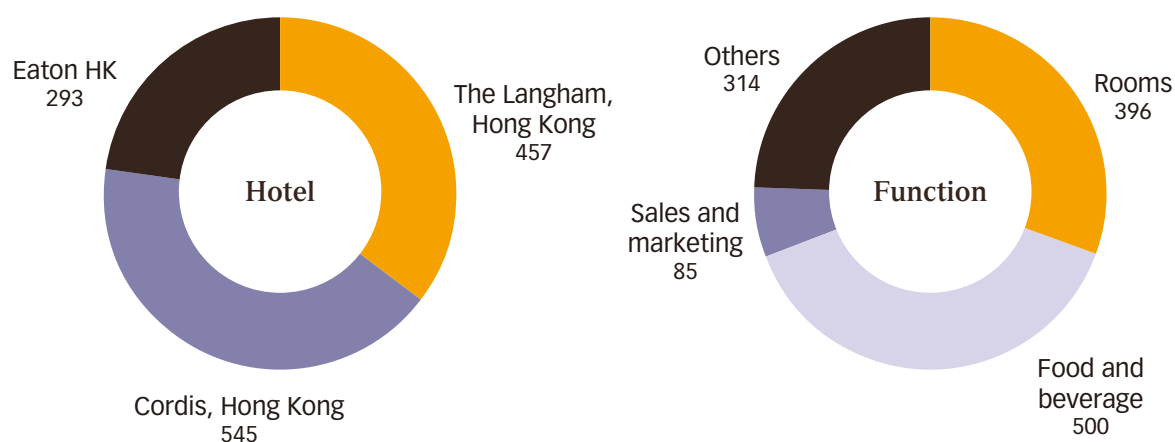
During the year ended 31 December 2019, the Trust Group and the Trustee-Manager also entered into certain transactions with parties regarded as "related parties" under the applicable accounting standards. Several of these related party transactions also constituted connected transactions as defined under the Listing Rules. Details of related party transactions are disclosed in note 36 to the consolidated financial statements of the Trust and the Company.

CORPORATE GOVERNANCE REPORT

HOTEL MANAGER AND EMPLOYEES

The Trust Group does not manage the daily operations of the Hotels. The Hotel Manager is responsible for the management of and all sales, marketing and advertising activities in relation to the Hotels pursuant to the Hotel Management Agreements. The Hotel Manager has a team of well-experienced operational staff exclusively dedicated in providing services to the Hotels. The Hotels control the payroll and related expense in accordance with the business level and also continuously review the process for higher efficiency. Comparing to 31 December 2018, there is a decrease of 53 headcounts as at 31 December 2019.

The following charts show the breakdown of the employees of the Hotel Manager and its subsidiaries who were engaged in the operation and management of the Hotels as at 31 December 2019:



Salary levels of the Hotel Manager's employees are competitive, and discretionary bonuses are granted based on performance of the Hotels as well as achievement of departmental key performance indicators. Other employee benefits include educational allowance, insurance, medical scheme and provident fund schemes. The Hotel Manager and its subsidiaries are required to contribute an amount equivalent to 5% of the employees' basic salary (subject to the cap as stipulated under the applicable laws) to the Mandatory Provident Fund Scheme as mandatory contribution.

The Company has employed a team of five professional staff members to maintain an effective operation of the Trust Group. Great Eagle Group provides certain administrative and non-management services to the Trust Group, which include but not limited to, legal and corporate secretarial support, finance, accounting and

taxation support, human resources support, information technology support, internal audit support and general office administrative support on a cost-sharing basis under the Administrative Support Services Agreement. The remuneration package of our employees includes salary, bonuses, allowances and various retirement benefit schemes for the benefit of the staff. All staff members are signed up with the Mandatory Provident Fund Scheme in accordance with the applicable laws and regulations.

The total remuneration of the senior management (including the Chief Executive Officer) borne by the Company for the year ended 31 December 2019 are provided in note 14 to the consolidated financial statements of the Trust and the Company.

REPORT OF THE DIRECTORS

The Trustee-Manager Board and the Company Board have pleasure in presenting the annual report together with the audited consolidated financial statements of the Trust Group for the year ended 31 December 2019.

The Trustee-Manager Board also presents its audited financial statements of the Trustee-Manager for the year ended 31 December 2019.

PRINCIPAL ACTIVITIES

The Trust

The Trust is constituted, upon and subject to the terms and conditions of the Trust Deed entered into between the Trustee-Manager and the Company, as a fixed single investment trust in Hong Kong. The scope of activity of the Trust is limited to investing in the Company.

The Company

The principal activities of the Group are primarily to own and invest in a portfolio of hotels, with a focus on completed hotels located in Asia. The current hotel portfolio of the Group comprises: The Langham, Hong Kong, Cordis, Hong Kong and Eaton HK.

The principal activities and other particulars of the Company's principal subsidiaries as at 31 December 2019 are set out in note 38 to the consolidated financial statements of the Trust Group.

The Trustee-Manager

The Trustee-Manager has a specific and limited role to administer the Trust. The Trustee-Manager is not actively engaged in running the businesses operated by the Trust Group.

BUSINESS REVIEW

Business Performance and Future Prospects

A detailed review on the Trust Group's business performance during the reporting period, as well as the future prospects of the Trust Group are set out in the Chairman's Statement and CEO's Review on pages 14 to 22 of this Annual Report, the discussions thereof form part of this Directors' Report.

The Trust Group is committed to the preservation of its reputation and integrity through compliance with applicable laws, rules and regulations ("Laws"). Control procedures are in place to ensure compliance with the Laws which have a significant impact on the Group in conduct of its business including Securities and Futures Ordinance, the Listing Rules, the Takeovers Code and those related to personal data privacy, copyrights and intellectual property, anti-money laundering, occupational health and safety, environmental protection, hotel operations and business licenses. The Trust Group will not be obliged to do anything if by doing so it would or might cause the Group to breach any applicable laws. The Trust Group has also adopted its own Code of Conduct for Securities Transactions on terms no less exacting than the required standard set out in the Model Code and the same is updated from time to time in accordance with the Listing Rules requirements.

Risks and Uncertainties

The Trustee-Manager Board and the Company Board are aware that the Trust Group is exposed to various risks, including some which are specific to the Trust Group or the hospitality industry as well as others that are common to most if not all other businesses. The Trustee-Manager Board and the Company Board have established a practice to ensure that significant risks which may adversely affect the Trust Group's performance are identified, reported, monitored, and managed on a continuous basis. The following principal risks and uncertainties are considered to have the potential to adversely affect the Trust Group's performance if they are not managed effectively.

REPORT OF THE DIRECTORS

Stability of Revenue

The Company's primary source of income is rental payments payable for the lease of the Hotels under the Master Lease Agreements, which will comprise the Base Rent and the Variable Rent. The Variable Rent payable under the Master Leases is expected to constitute the majority of the Trust Group's total revenue and will vary according to the level of Gross Operating Profit before deduction of the Global Marketing Fee of each Hotel. The basis for calculating the amount of Variable Rent payable only applies until 31 December 2019 and thereafter the Variable Rent will be calculated on a basis to be determined by an independent property valuer, to be appointed by the Company.

The Company has appointed an independent property valuer, Vigers, acting as an expert and not as an arbitrator, to conduct a rental review to determine the market rental package of the Hotels (including the market rent of the Hotels and the applicable percentage of the Variable Rent) for period from 1 January 2020 to 31 December 2023.

Based on the Rental Review of the Valuer in accordance with the provisions in the Master Lease Agreements, the Valuer determines that the market rental package for the Hotels for the period from 1 January 2020 to 31 December 2023 is comprised of (i) a Base Rent being fixed at HK\$225 million per annum under the Master Lease Agreements, and (ii) a Variable Rent being 70% to the Hotels' aggregate Gross Operating Profit before deduction of the Global Marketing Fees payable by each of the Hotel Companies on an annual basis as determined by Vigers. The market rental package of the Hotels for the period from 1 January 2020 to 31 December 2023 is the same as the one of the last period ended 31 December 2019. Under the Master Lease Agreements, a further rental review will be performed for the period from 1 January 2024 for the remaining term of the Master Lease Agreements.

There can be no assurance that the Variable Rent will be consistent from year to year. Variable Rent fluctuation depends on the actual performance of the hotels. To mitigate the risk, we have adopted the Active Asset Management Strategy and the following are the major measures:

- Supervise the Master Lessee and the Hotel Manager to enhance the quality and value of the Hotels, and achieve growth in operating performance.
- Meeting with the Hotel General Manager to monitor and control hotels' performance.
- Regularly review on hotels' performance.
- Review future 3 months' outlook and booking pace.

Valuation of the Hotels

The Hotels are classified as investment properties of the Trust Group in its financial statement and they are stated at fair value based on a valuation carried out by an independent professional property valuer. The results of operations of the Trust Group will include unrealized revaluation adjustments and therefore the future fair value of the Hotels is likely to fluctuate from time to time and may increase or decrease significantly. Such decrease may have a material negative impact on our balance sheet and profitability and compliance with financial covenants.

In the case of losses arising from changes in the fair value of the Hotels, this could have an adverse impact on our ability to comply with the financial covenants under the loan facility as well as any external borrowings we may incur in the future, and may also lead to an adverse market perception of the performance of our business, even though such losses are not realised. Failure on our part to comply with the financial covenants may cause our lenders to accelerate our repayment obligations. The value of our hotel properties fluctuates from time to time, there can be no assurance that it will not decrease more than expected as a result of factors outside of our control, such as economic and political development, regulatory changes or the outbreak of any severe contagious disease or pandemic within Hong Kong or any neighboring region.

Fair value gains (or losses) will not change our cash position and therefore do not increase or decrease respectively our liquidity in spite of the increased or decreased profit. Therefore, fair value gains would not generate a flow of funds from which distributions could be paid.

REPORT OF THE DIRECTORS

The Trust Group will closely monitor its debt and cash position. Cash flow forecasts with sensitivity analysis will be prepared to ensure that all sources of liquidity risk are identified to evaluate the impact of different levels of business activity in relation to the existing loan facilities.

Funding for Renovation of Hotels

The Hotels may need to undergo renovation works from time to time to retain their attractiveness and may also require ad hoc maintenance or repairs in respect of faults or problems that may develop or because of new planning laws or regulations. Such repairs, redevelopment or renovation of the Hotels may have a material effect on our ability to attract hotel guests and customers for our catering business and restaurants and in some circumstances may require partial closure of a hotel or the restaurants or other facilities within that hotel. As a result, during the period of any such repairs, redevelopment or renovation, the Trust Group may experience a reduction in the occupancy rate and/or RevPAR of the Hotels and/or the number of customers using our restaurants and catering facilities.

The cost of maintaining the Hotels, the need to renovate or redevelop and the risk of unforeseen maintenance or repair requirements tend to increase over time as the Hotels age. If the operation of the Hotels or the restaurant or catering facilities is disrupted as a result of such repairs and/or maintenance, this will adversely affect the results of operations of the Hotels and reduce the level of Variable Rent payable to the Trust Group. In view of the above, the following control activities are identified and implemented by the Trust Group:

- The Trust Group has obtained additional revolving banking facility to meet the unforeseen renovations.
- The Trust Group will communicate with the Project Manager on cash requirements for hotel renovation on an on-going basis and the renovation progress report will be reviewed regularly.
- The cash position of the Trust Group will be reviewed on a regular basis.

Hong Kong Hospitality Industry

The Hong Kong hospitality industry has been, and will continue to be, significantly impacted by potential customers travelling to Hong Kong and is closely linked to the development of tourist activity in Hong Kong. Potential customers' desire and willingness to travel to and stay in Hong Kong may be affected by a number of external factors which are outside our control, including adverse global, regional or local economic conditions, social factors, travel warnings issued by other countries, travel disruptions, viral epidemics and fluctuations in the Hong Kong dollar exchange rate against other currencies. The Trustee-Manager Board and the Company Board cannot predict the occurrence of these events and the extent to which they will, directly or indirectly, impact the hospitality industry in Hong Kong.

The attractiveness of Hong Kong to corporations and firms and their employees and the associated business-related travel is influenced by economic conditions, political and economic stability of Hong Kong and China, Hong Kong's regulatory, legal, tax and financial framework, Hong Kong's environment and levels of pollution, and Hong Kong's transport and infrastructure and other amenities. In addition, travel disruptions arising from natural disasters, adverse weather conditions, terrorist acts, riots or civil commotions may adversely impact the number of travellers coming to Hong Kong.

Changes in travel patterns can be erratic and this may adversely affect the performance of the Hotels. The Trust Group will adopt Active Asset Management Strategy as mentioned above to monitor the situation.

Risks pertaining to Hotel Operations

A substantial portion of the Trust Group's revenue is derived from Variable Rent which provides exposure to the underlying performance of the hotels. Since hotel guests are short-term occupants of hotel rooms, they are generally not committed to contracts of medium-term or long-term rental payment. Consequently, a hotel's occupancy rate and room rate are subject to a high degree of fluctuations due to factors including seasonality, social stability, politics, natural hazards, disease and economic condition as well as the nature of hotel business.

REPORT OF THE DIRECTORS

In this respect, the Trust Group regularly assesses changes in economic environment and keeps alert to market needs and competitors' reaction. The management will closely monitor hotels performance and booking pace. Besides, the Trust Group shall continue to improve its hotel services and facilities to ensure the provision of unforgettable experience for our customers.

Risk of Cyber-Attacks

Loss of data and leakage of confidential information are the largest costs from cyber-crime that the hotels are facing. The cost of recovering from cyber attacks, including reputational damage, where the trust in a company decreases and their brand loses value, is considerable. To mitigate the risk of cyber-attacks, the vulnerabilities of the hotel's IT infrastructure are regularly scanned and patched. Risky external IP addresses are blocked. All servers and user computers are equipped with antivirus or endpoint protection. Emails are filtered for spam and malware. Password control and user access to the systems and network elements are regularly updated and reviewed. System backup and DR facilities provide additional layers of protections. All these measures increase the difficulty for a hacker. In addition, the respective business units have also acquired appropriate insurance which also help mitigating risk exposure by offsetting costs involved with recovery after a cyber-related security breach or similar event.

Risks associated with the Group's financial instruments

The Groups' major financial instruments include derivative financial instruments, receivable from Master Lessee, lease receivable, other debtor, bank balances, trade creditors, other payables, construction fee payables, secured bank loans and lease liabilities. Details of the financial instruments are disclosed in respective notes. The risks associated with the Groups' financial instruments include market risk (currency risk and interest rate risk), credit risk and impairment assessment and liquidity risk. Details of the same and the policies on how to mitigate these risks are set out in note 29 to the consolidated Financial Statements contained in this Annual Report. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Stability of Distributions

The parent group has agreed, under the Distribution Waiver, to waive its entitlement to receive any distributions payable in respect of certain numbers of Share Stapled Units for the period ended 31 December 2017. The Distribution Waiver elevates the distribution of Share Stapled Units in respect of which distributions have not been waived to a level which is higher than would otherwise be the case based solely on the Trust Distributable Income. Furthermore, pursuant to the Hotel Management Agreements and the Trademark Licence Agreements, the fees payable thereunder for the period ended 31 December 2017 would be settled by way of an issue of Share Stapled Units. From 1 January 2018 onwards, the fees shall be settled by way of cash, the issue of Share Stapled Units, or a combination or both, at the election of the Hotel Manager.

The Distribution Waiver had expired and if the Hotel Manager elects to receive the Manager fees in the form of cash, the distribution of the Share Stapled Units will be adversely affected. We had sought the approval from the independent Holders of Share Stapled Units to grant a specific mandate relating to the issue of Share Stapled Units as payment of the Manager Fees under the Hotel Management Agreements and the Trademark Licence Agreements on 18 April 2018. Unless otherwise requested by the Hotel Manager in writing in accordance with the provisions of the Hotel Management Agreements and Trademark Licence Agreements, the fees payable therefrom for the years ended 31 December 2020 shall be settled by way of the issue of Share Stapled Units. Furthermore, Active Asset Management Strategy as mentioned above has been adopted with an aim to further enhance the financial performance of the Trust Group.

DISTRIBUTION

Distributable Income

Total distributable income is the profit for the year attributable to Holders of Share Stapled Units as adjusted to eliminate the effects of adjustments (as set out in the Trust Deed). Details of which are set out in notes 11 and 12 to the consolidated financial statements to the Trust Group.

REPORT OF THE DIRECTORS

Distribution per Share Stapled Unit

The Trustee-Manager Board and the Company Board have recommended the payment of a final distribution of HK3.4 cents per Share Stapled Unit for the year ended 31 December 2019 to Holders of Share Stapled Units whose names appear on the Share Stapled Units Register on 22 May 2020. Subject to the approval of the Holders of Share Stapled Units at the forthcoming 2020 AGM, the payment of the final distribution will be made on 29 May 2020. Taken together with the interim distribution of HK8.7 cents per Share Stapled Unit paid in September 2019, the total distribution per Share Stapled Unit for the year 2019 is HK12.1 cents.

FINANCIAL SUMMARY

A summary of the results and of the assets and/or liabilities of the Trust Group is set out on page 162 of this Annual Report.

MOVEMENTS IN RESERVES

Details of the movements in the reserves of the Trust Group during the year ended 31 December 2019 are set out in the consolidated statement of changes in equity.

ISSUED SHARE STAPLED UNITS

As at 31 December 2019, the total number of issued Share Stapled Units of the Trust and the Company was 2,135,606,495. As compared with the position as at 31 December 2018, a total of 25,890,556 new Share Stapled Units were issued during the year, representing 1.21% of the total number of issued Share Stapled Units as at 31 December 2019.

FIXED ASSETS

Details of the movements in the property, plant and equipment of the Trust Group during the year are set out in note 17 to the consolidated financial statements of the Trust Group.

INVESTMENT PROPERTIES

Movements in the investment properties of the Trust Group during the year ended 31 December 2019 are set out in note 18 to the consolidated financial statements. All of the Trust Group's investment properties were revalued by independent professional property valuer as at 31 December 2019 adopting income approach by using discounted cashflow analysis and market approach by using comparison method of valuation to arrive the valuation of investment properties.

Details of the investment properties of the Trust Group as at 31 December 2019 are set out in the Schedule of Investment Properties on page 161 of this Annual Report.

Date	Particulars	No. of Share Stapled Units
31 December 2018	Total number of issued Share Stapled Units	2,109,715,939
1 March 2019	Issue of new Share Stapled Units at the price of HK\$3.250 per Share Stapled Unit as payment of the Hotel Management Fees and Licence Fee (collectively the "Hotel Manager's Fees") to the Hotel Manager of approximately HK\$39,150,000 for the second half of 2018	12,046,202
22 August 2019	Issue of new Share Stapled Units at the price of HK\$2.530 per Share Stapled Unit as payment of the Hotel Manager's Fees to Hotel Manager of approximately HK\$35,026,000 for the first half of 2019	13,844,354
31 December 2019	Total number of Issued Share Stapled Units	2,135,606,495

REPORT OF THE DIRECTORS

BUY-BACK, SALE OR REDEMPTION OF SHARE STAPLED UNITS

Pursuant to the Trust Deed, the Trustee-Manager shall not buy-back or redeem any Share Stapled Units on behalf of the Trust unless and until expressly permitted to do so by relevant codes and guidelines issued by the Securities and Futures Commission from time to time. Accordingly, the Trust and the Company are not allowed to buy-back or redeem their own Share Stapled Units.

During the year ended 31 December 2019, none of the Trust, the Trustee-Manager, the Company nor the Company's subsidiaries had bought back, sold or redeemed any Share Stapled Units.

DIRECTORS

In accordance with clause 29.1(a) of the Trust Deed, the Directors of the Trustee-Manager shall be the same individuals who serve as Directors of the Company. The Directors of the Trustee-Manager Board and the Company Board during the year 2019 are set out as follows:

Non-executive Directors

Dr. LO Ka Shui (*Chairman*)
Mr. LO Chun Him, Alexander

Executive Director

Mr. Brett Stephen BUTCHER (*Chief Executive Officer*)
(*appointed on 1 April 2019*)
Mr. IP Yuk Keung, Albert (*Chief Executive Officer*)
(*retired on 1 April 2019*)

Independent Non-executive Directors

Professor CHAN Ka Keung, Ceajer
Professor LIN Syaru, Shirley
Mr. WONG Kwai Lam

In accordance with clause 29.2(m) of the Trust Deed and Article 16.21 of the Company's Articles, Dr. Lo Ka Shui and Mr. Wong Kwai Lam shall retire from office at the 2020 AGM and, being eligible, offer themselves for re-election.

Mr. Brett Stephen Butcher was appointed as the Executive Director and Chief Executive Officer of the Trustee-Manager and the Company in place of Mr. Ip Yuk Keung, Albert with effect from 1 April 2019.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

The biographical details of the Directors of the Trustee-Manager and the Company, and the Senior Management of the Company are set out on pages 23 to 26 of this Annual Report.

DIRECTORS' SERVICE CONTRACTS

None of the Directors has a service contract with the Trustee-Manager or the Company or any of the subsidiaries of the Company which is not determinable by the employer within one year without payment of compensation (other than statutory compensations).

DIRECTORS' EMOLUMENTS

Details of emoluments of the Directors of the Company are set out in note 14 to the consolidated financial statements of the Trust Group.

Pursuant to the terms of letters of appointment/employment contract, all emoluments of the Directors shall be borne by the Company.

PERMITTED INDEMNITY

The Trust Deed, the Company's Articles and the articles of association of Trustee-Manager provide that every Director is entitled to be indemnified out of the assets of the Trust or the Company against all losses or liabilities incurred or sustained by him/her as a Director of the Trustee-Manager and the Company.

Pursuant to the Trust Deed, the Trustee-Manager shall, save in the case of fraud, wilful default or negligence, be entitled to have recourse to the Trust Property (as defined in the Trust Deed) and shall incur no personal liability in respect of any losses or liabilities which may arise directly or indirectly from such engaging in any Authorised Business (as defined in the Trust Deed).

During the year ended 31 December 2019, appropriate Directors' and Officers' liabilities insurance coverage had been arranged in respect of legal action that might be taken against the Directors and Officers of the Trustee-Manager and the Company.

REPORT OF THE DIRECTORS

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARE STAPLED UNITS, UNDERLYING SHARE STAPLED UNITS AND DEBENTURES

As at 31 December 2019, the interests and short positions of the Directors of the Trustee-Manager and the Company in the Share Stapled Units, underlying Share Stapled Units and debentures of the Trust and the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Trustee-Manager, the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) and the Model Code, or which were recorded in the register required under Section 352 of the SFO are as follows:

Long Positions in Share Stapled Units and Underlying Share Stapled Units

Name of Director	Capacity	Nature of Interests	Number of SSUs/Underlying SSUs Held	Total	Percentage of Issued SSUs ⁽²⁾
Lo Ka Shui	Beneficial Owner	Personal Interests	8,073,500		
	Interests of Controlled Corporations	Corporate Interests	1,357,002,495 ⁽¹⁾		
	Settlor and a Member of the Advisory Committee and Management Committee of a Charitable Trust	Trust Interests	44,100,000	1,409,175,995	65.98
Brett Stephen Butcher	Beneficial Owner and Jointly with Spouse	Joint Interests	475,000	475,000	0.02

Notes:

- (1) These 1,357,002,495 Share Stapled Units comprise the following:
- (i) 1,354,942,495 Share Stapled Units respectively held by LHIL Assets Holdings Limited as to 1,283,432,495 Share Stapled Units (60.10%), Fine Noble Limited as to 58,596,500 Share Stapled Units (2.74%), Great Eagle Nichemusic Limited as to 5,965,000 Share Stapled Units (0.28%) and The Great Eagle Company, Limited as to 6,948,500 Share Stapled Units (0.33%), all of the said companies are wholly-owned subsidiaries of Great Eagle. Dr. Lo Ka Shui is a substantial shareholder, the Chairman and Managing Director of Great Eagle. His interests in Great Eagle are disclosed below on page 70; and
 - (ii) 2,060,000 Share Stapled Units (0.10%) were held by two companies wholly-owned by Dr. Lo Ka Shui who is also a director of these companies.
- (2) This percentage has been compiled based on 2,135,606,495 Share Stapled Units of the Trust and the Company in issue as at 31 December 2019.

REPORT OF THE DIRECTORS

LONG POSITIONS IN SHARES AND UNDERLYING SHARES OF ASSOCIATED CORPORATIONS

Great Eagle

As at 31 December 2019, Great Eagle owned 63.45% interests in the Trust and the Company and therefore is an associated corporation of the Trust and the Company. The interests of Directors of the Trustee-Manager and the Company in Great Eagle as at 31 December 2019 are disclosed as follows:

Name of Director	Capacity	Nature of Interests	Number of Ordinary Shares/ Underlying Shares Held	Total	Percentage of Issued Share Capital ⁽²⁾
Lo Ka Shui	Beneficial Owner	Personal Interests	51,924,916		
	Interests of Controlled Corporations	Corporate Interests	83,082,446 ⁽¹⁾		
	Discretionary Beneficiary of a Discretionary Trust	Discretionary Trust Interests	236,340,550		
	Founder of a Discretionary Trust	Trust Interests	61,705,359		
	Beneficial Owner	Share Options	1,386,000	434,439,271	61.33
Lo Chun Him, Alexander	Beneficial Owner	Personal Interests	25,376		
	Beneficial Owner	Share Options	808,000	833,376	0.12
Brett Stephen Butcher	Beneficial Owner	Personal Interests	52,000		
	Beneficial Owner	Share Options	250,000		
	Beneficial Owner and Jointly with Spouse	Joint Interests	31,433	333,433	0.05

Notes:

(1) These interests were held by certain companies wholly-owned by Dr. Lo Ka Shui who is also a director of these companies.

(2) This percentage has been compiled based on 708,382,048 shares of Great Eagle in issue as at 31 December 2019.

REPORT OF THE DIRECTORS

Champion Real Estate Investment Trust (“Champion REIT”)

Champion REIT is accounted for as a subsidiary of Great Eagle, the holding company of the Trust and the Company. As at 31 December 2019, Great Eagle owned 66.22% interests in Champion REIT. While the definition of “associated corporation” under the SFO caters only to corporations, for the purpose of enhancing the transparency, the holdings of Directors of the Trustee-Manager and the Company in Champion REIT as at 31 December 2019 are disclosed as follows:

Name of Director	Capacity	Nature of Interests	Number of Units/ Underlying Units Held	Percentage of	
				Total	Issued Units ⁽²⁾
Lo Ka Shui	Beneficial Owner	Personal Interests	3,592,007		
	Interests of Controlled Corporations	Corporate Interests	3,891,942,965 ⁽¹⁾		
	Settlor and a Member of the Advisory Committee and Management Committee of a Charitable Trust	Trust Interests	19,115,000	3,914,649,972	66.66

Notes:

(1) These 3,891,942,965 units comprise the following:

- (i) 3,888,684,355 units (66.22%) were indirectly held by Great Eagle of which Dr. Lo Ka Shui is a substantial shareholder, the Chairman and Managing Director. His interests in Great Eagle are disclosed above on page 70; and
- (ii) 2,579,000 units (0.04%) and 679,610 underlying units (0.01%) were held by certain companies wholly-owned by Dr. Lo Ka Shui who is also a director of these companies.

(2) This percentage has been compiled based on 5,872,789,311 units of Champion REIT in issue as at 31 December 2019.

Save as disclosed above, as at 31 December 2019, none of the Directors of the Trustee-Manager and the Company were taken to be interested or deemed to have any other interests or short positions in Share Stapled Units, underlying Share Stapled Units or debentures of the Trust and the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Trustee-Manager, the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO and the Model Code, or which were recorded in the register required under Section 352 of the SFO.

REPORT OF THE DIRECTORS

DIRECTORS' INTEREST IN COMPETING BUSINESSES

The interests of Directors (other than Independent Non-executive Directors) in a business apart from the business of the Trust Group which competes or is likely to compete either directly or indirectly with the Trust Group's business as informed by the relevant Directors pursuant to Rule 8.10(2) of the Listing Rules are as follows:

- (i) Dr. Lo Ka Shui, being the Chairman and Non-executive Director of the Trustee-Manager and the Company, is a substantial shareholder, the Chairman and Managing Director of Great Eagle and a director of various subsidiaries of Great Eagle including LHIL Assets Holdings Limited, a substantial Holder of Share Stapled Units of the Trust and the Company, and Langham Hospitality Group Limited, the parent company of the Hotel Manager of the three hotels of the Trust Group, namely the Langham, Hong Kong, Cordis, Hong Kong and Eaton HK.
- (ii) Mr. Lo Chun Him, Alexander, being a Non-executive Director of the Trustee-Manager and the Company, is an Executive Director of Great Eagle and holds directorships in various subsidiaries of Great Eagle, including LHIL Assets Holdings Limited.
- (iii) Mr. Brett Stephen Butcher, being the Executive Director and Chief Executive Office of the Trustee-Manager and the Company, is the chief executive officer of the hotel asset management arm of Great Eagle principally overseeing the management of all hotel assets of Great Eagle worldwide.

Great Eagle Group, as an associated corporation of the Trust and the Company and a controlling Holder of Share Stapled Units, develops, invests in and manages high quality offices, retail, residential, furnished apartments, hotel properties and restaurants in Asia, Australia, New Zealand, North America and Europe. The interests of Dr. Lo and Mr. Lo held in Great Eagle are disclosed in the section headed "Long Positions in Shares and Underlying Shares of Associated Corporations".

As mentioned in the Corporate Governance Report under the section headed "Business Relationship with Great Eagle", Great Eagle Group and the Trust Group have distinct business focuses of their own and adopt different development strategy. While the existing properties of the Trust Group are situated in Hong Kong where the Great Eagle Group maintains no similar business operations, to further maintain a clear delineation of the geographical location of their hotel properties in and outside Asia, Great Eagle ROFR Deed was entered into between Great Eagle and the Company to ensure the Trust Group would have the first right to participate and to acquire completed stand-alone hotels in Asia (excluding Australia and New Zealand) should Great Eagle Group wish to sell or is given the opportunity to invest in these hotels.

As for daily operation, the Executive Director and Chief Executive Officer of the Trustee-Manager and the Company is primarily responsible for the overall day-to-day management of the Group and has oversight of the performance of the Master Lessee and the Hotel Manager. The management team and staff of the Group report directly to the Executive Director and Chief Executive Officer and he is accountable to the Trustee-Manager Board and Company Board, operates and manages the Trust Group under various corporate governance measures and the Schedule of Matters Reserved for the Board with due care and in the best interest of the Trust Group and Unitholders.

In addition, the Trust Group has established various corporate governance measures to address any potential conflict of interest of the common Directors of the Trust Group and the Great Eagle Group. For details, please refer to the Corporate Governance Report.

In view of the above, the Directors believe that the Trust Group is able to operate independently with the Great Eagle Group and has been capable of carrying on its businesses at arm's length from the businesses of Great Eagle Group.

REPORT OF THE DIRECTORS

DIRECTORS' INTEREST IN CONTRACTS OF SIGNIFICANCE

Details of the connected transactions and continuing connected transactions are set out in this report and note 36 to the consolidated financial statements. Save for the above, no contracts of significance to which the Trustee-Manager, the Company or any of its subsidiaries, substantial Unitholders, holding company or fellow subsidiaries was a party and in which a Director of the Trustee-Manager and the Company or his/her connected entity had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

MANAGEMENT AND/OR ADMINISTRATION CONTRACT

On 10 May 2013 (date of listing), the Company and Great Eagle entered into an Administrative Support Services Agreement pursuant to which Great Eagle Group provides certain administrative and non-management services to the Trust Group, including but not limited to legal and corporate secretarial support, finance, accounting and taxation support, human resources support, information technology support, internal audit support and general office administrative support on a cost-sharing basis for an initial term of 3 years and shall be automatically renewed for a further term of 3 years each upon expiration of any such term, subject to compliance with the applicable disclosure and reporting requirements under the Listing Rules. The sharing of the above administrative services is an exemption connected transaction under Rule 14A.98 of the Listing Rules.

Great Eagle is a controlling Holder of Share Stapled Units of the Trust and the Company. Dr. Lo Ka Shui, being the Chairman and Non-executive Director of the Trustee-Manager and the Company, is a substantial Shareholder, the Chairman and Managing Director of Great Eagle. Mr. Lo Chun Him, Alexander, being a Non-executive Director of the Trustee-Manager and the Company, is an Executive Director of Great Eagle. Details of the interests and shareholdings of Dr. Lo and Mr. Lo in Great Eagle are disclosed in the sections headed "Directors' Interest in Competing Businesses" and "Long Positions in Shares and Underlying Shares of Associated Corporations".

Saved as disclosed above, no contracts concerning the management and administration of the whole or any substantial part of the business of the Trustee-Manager or the Company were entered into or existing during the year.

DISCLOSURE OF CONNECTED TRANSACTION AND/OR CONTINUING CONNECTED TRANSACTIONS PURSUANT TO CHAPTER 14A OF THE LISTING RULES

Continuing Connected Transactions subject to Waivers granted by the Stock Exchange

As disclosed in the initial public offering prospectus dated 16 May 2013, agreements in relation to the continuing connected transactions as set out in paragraphs 1 to 5 below were entered prior to the listing of the Trust and the Company and waivers by the Stock Exchange from strict compliance with, if applicable, the announcement and approval of independent Holders of Share Stapled Units requirements of the Listing Rules had been granted. Principal details and conditions of the waivers are disclosed in the latter section headed "Waivers".

REPORT OF THE DIRECTORS

	Aggregate Transaction Amount for the year 31 December 2019 (HK\$'000)
1. Master Lease Agreements ^(a)	
– Base Rent	225,000
– Variable Rent ^(b)	325,420
2. Hotel Management Agreements ^{(a)(b)(c)}	
– Base fee	20,263
– Incentive fee	20,879
3. Centralized Services and Marketing Agreements ^{(a)(b)}	
– Reimbursement of Cost ^(d)	7,463
– Global Marketing Fee	13,545
– Reservation fees ^(d)	2,840
4. Trademark Licence Agreements ^{(a)(b)(c)}	13,509
5. Deed of Mutual Covenant and Management Agreement ^(a)	2,816

Notes:

- (a) Obtained waiver from the requirements of making announcement and/or obtaining independent Holders of Share Stapled Units' approval.
- (b) Obtained waiver from the requirement to set a monetary cap.
- (c) Obtained approval from independent Holders of Share Stapled Units to settle the fees payable for the three financial years ending 31 December 2020 in the form of Share Stapled Units subject to the election of the Hotel Manager.
- (d) Reimbursement of Costs and Reservation fees are included in the operating expenses of the Hotels.

REPORT OF THE DIRECTORS

1. **Master Lease Agreements** – three separate lease agreements each dated 10 May 2013 entered into between each of the Hotel Companies as the Lessors and GE (LHIL) Lessee Limited as the Master Lessee. The Master Lessee, being an indirect wholly-owned subsidiary of Great Eagle, which is a controlling Holder of Share Stapled Units of the Trust and the Company, is a connected person of the Company under the Listing Rules.

Pursuant to the Master Lease Agreements, each of the Lessors has agreed to lease the hotel owned by it (excluding two retail outlets at Eaton HK) to the Master Lessee for a term of 14 years from and including 30 May 2013 (date of listing) and shall, subject to the compliance with the relevant requirements of the Listing Rules by the Company, be renewable by mutual agreement of the parties. The Master Lessee assumes all responsibilities as “owner” under the Hotel Management Agreements and bears all operating expenses in respect of the Hotels (other than payment of the Hotel Management Fees, the License Fee, the Global Marketing Fee, etc), and delegates the management and operations obligations to the Hotel Manager of the respective Hotels on terms of the Hotel Management Agreements.

Under the Master Lease Agreements, the Master Lessee has agreed to pay the Lessors an aggregate fixed base rent of HK\$225 million per annum (pro rata for any period of less than one year) and a variable rent for the whole term. Until 31 December 2019, the variable rent shall be calculated on the basis of 70% of the Hotels’ aggregate gross operating profit before deduction of the Global Marketing Fee payable by each of the Hotel Companies.

The basis for calculating the amount of Variable Rent payable only applies until 31 December 2019 and thereafter the Variable Rent will be calculated on a basis to be determined by an independent property valuer, to be appointed by the Company. The Company has appointed an independent property valuer, Vigers, acting as an expert and not as an arbitrator, to conduct a rental review to determine the market rental package of the Hotels (including the market rent of the Hotels and the applicable percentage of the Variable Rent) for period from 1 January 2020 to 31 December 2023.

In the event that the independent property valuer determines that the Variable Rent payable under the Master Lease Agreements for such periods shall be calculated on the basis of less than 70% of the Hotels’ aggregate Gross Operating Profit before deduction of the Global Marketing Fee payable, the Company shall re-comply with the reporting announcement and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules in respect of Master Lease Agreements.

An annual cap in respect of the base rent payable by the Master Lessee to the Lessors under the Master Lease Agreements is HK\$225 million. The cap for the variable rent under the Master Lease Agreements is determined by reference to the formulae for determining the variable rent.

REPORT OF THE DIRECTORS

2. **Hotel Management Agreements** – three separate hotel management agreements each dated 10 May 2013 entered into among each Hotel Company, the Master Lessee, Langham Hotels International Limited as the Hotel Manager, the Trustee-Manager and the Company. As the Hotel Manager and the Master Lessee are both indirect wholly-owned subsidiaries of Great Eagle which is a controlling Holder of Share Stapled Units of the Trust and the Company, they are connected persons of the Company under the Listing Rules.

Pursuant to the Hotel Management Agreements, the Master Lessee has agreed to engage the Hotel Manager as the sole and exclusive manager of the Hotels to supervise, direct and control the businesses and day-to-day operations of the Hotels in accordance with agreed standards of the relevant Hotel and to formulate and manage the annual plan and budget for each Hotel for an initial term of 30 years from and including 30 May 2013 (the date of listing) and may, subject to compliance with the relevant Listing Rules at the relevant time, be renewed for a further term of 10 years by notice at the election of the Hotel Manager. Thereafter, the Hotel Management Agreements may be renewed for successive 10-year terms by mutual agreement of the parties subject to compliance with the relevant Listing Rules requirements at the relevant time. The service fee payable to the Hotel Manager under the Hotel Management Agreements shall be linked to the operating profit and revenue of the Hotels on the following basis:

- *Base Fee:* a fixed percentage of 1.5% of total revenue of the relevant Hotel.
- *Incentive Fee:* a fixed percentage of 5% of the adjusted gross operating profit (being gross operating profit less the base fee (as mentioned above) and Licence Fee payable under the relevant Trademark Licence Agreement).

The cap for the fees payable under the Hotel Management Agreements is determined by reference to the formulae for determining the fees payable pursuant to the Hotel Management Agreements as described above.

3. **Centralized Services and Marketing Agreements** – three separate centralized services and marketing agreements each dated 10 May 2013 entered into among each Hotel Company, the Master Lessee, Langham Hotels Services Limited as the Service Provider, the Trustee-Manager and the Company. As the Master Lessee and the Service Provider are both indirect wholly-owned subsidiaries of Great Eagle which is a controlling Holder of Share Stapled Units of the Trust and the Company, they are connected persons of the Company under the Listing Rules.

Pursuant to the Centralized Services and Marketing Agreements, the Service Provider has agreed to provide global marketing and advertising services, centralized reservations services and certain hotel specific services of each Hotel for an initial term of 30 years from and including 30 May 2013 (the date of listing) and may, subject to compliance with the relevant Listing Rules requirements at the relevant time, be renewed for a term of 10 years by notice at the election of the Service Provider.

REPORT OF THE DIRECTORS

Thereafter, the Centralized Services and Marketing Agreements may be renewed for successive 10-year terms by mutual agreement of the parties subject to compliance with the relevant Listing Rules requirements at the relevant time. Each of the Centralized Services and Marketing Agreements shall be co-terminous with the Hotel Management Agreement for the same Hotel. The fee and other amounts payable to the Service Provider under each Centralized Services and Marketing Agreement shall be determined on the following basis:

- *Reimbursement of Costs:* at cost to be paid by the Master Lessee as an operating expense of the Hotels.
- *Global Marketing Fee:* a fixed percentage of 2% of the total room revenue of the relevant Hotel to be paid by each Hotel Company.
- *Reservation Fees:* a fixed US\$ amount and percentage of revenue for each materialized reservation, depending on means through which reservation is made, to be paid by the Master Lessee as an operating expense of the Hotels.

The annual caps for the Global Marketing Fee payable under the Centralized Services and Marketing Agreements are determined by reference to the formula for determining the Global Marketing Fee payable pursuant to the Centralized Services and Marketing Agreements as described above.

4. **Trademark Licence Agreements** – three separate trademark licence agreements each dated 10 May 2013 entered into among each Hotel Company, the Hotel Manager as the Licensor, the Master Lessee, the Trustee-Manager and the Company.

Pursuant to the Trademark Licence Agreements, the Licensor has agreed to grant non-exclusive and non-transferable licences to the relevant Hotel Company, the Trustee-Manager, the Company and the Master Lessee to use the Langham brands for branding and marketing activities relating to the Hotels and/or for describing the ownership of the Hotels for an initial term of 30 years from and including 30 May 2013 (date of listing) and may, subject to compliance with the relevant Listing Rules requirements at the relevant time, be renewed for a term of 10 years by notice at the election of the Hotel Manager. Thereafter, the Trademark Licence Agreements may be renewed for successive 10-year terms by mutual agreement of the parties subject to compliance with the relevant Listing Rules requirements at the relevant time. Each of the Trademark Licence Agreements shall be coterminous with the Hotel Management Agreement for the same Hotel. The Licence Fee payable to the Hotel Manager by each Hotel Company under the Trademark Licence Agreements shall be 1% of the total revenue of the relevant Hotel.

The cap for the Licence Fee payable under the Trademark Licence Agreements is determined by reference to the formula for determining the Licence Fee payable pursuant to the Trademark Licence Agreements as described above.

REPORT OF THE DIRECTORS

5. **Property Management Services Agreement**

– a Deed of Mutual Covenant and Management Agreement (“DMC”) dated 27 June 2005 entered into between The Great Eagle Properties Management Company, Limited (“GEPM”) and Cordis Hong Kong Limited (“CHK”), an indirect wholly-owned subsidiary of the Company. As GEPM is an indirect wholly-owned subsidiary of Great Eagle, which is the controlling Holder of Share Stapled Units of the Trust and the Company, it is a connected person of the Company under the Listing Rules.

Pursuant to the Property Management Services Agreement, GEPM shall provide property management services in respect of common areas and facilities at the lot of land on which Cordis, Hong Kong is situated, the cost of which CHK is required to contribute in proportion to the number of management shares allocated to it. The appointment of GEPM for the provision of property management services under the DMC as initially for a term of 2 years and such appointment will continue for an indefinite term until it is terminated pursuant to the terms of the DMC.

The annual service fee payable is determined based on the annual budget prepared by GEPM, taking into account the actual cost incurred, plus remuneration to GEPM and the number of management shares allocated to Cordis, Hong Kong in respect of the lot of land on which it is situated. The fee is in line with the fee charged by GEPM in respect of such services rendered to other tenants in accordance with the allocated management shares.

On 14 February 2017, the Boards approved the renewal of the annual caps of the service fees under the DMC to be contributed by CHK for the years 2017, 2018 and 2019 as below:

Financial Year	Annual Cap
2017	HK\$4,100,000
2018	HK\$4,300,000
2019	HK\$4,900,000

The aggregate value of the services provided by GEPM for the year ended 31 December 2019 was HK\$2.82 million.

Waivers

Requirements to obtain approval of independent Holders of Share Stapled Units and make announcements

The transactions described in paragraphs 1 to 4 above constitute non-exempt continuing connected transactions pursuant to Chapter 14A of the Listing Rules and normally are required to be announced, reported on, subject to annual review and approved by independent Unitholders. Rule 14A.52 of the Listing Rules also requires that the period for the agreement in respect of non-exempt continuing connected transactions must be fixed and, except in special circumstances, must not exceed 3 years.

REPORT OF THE DIRECTORS

The Trustee-Manager and the Company have applied for, and the Stock Exchange has granted to the Trustee-Manager and the Company, a waiver from strict compliance with the announcement and, if applicable, the approval of independent Unitholders requirements of the Listing Rules in respect of each of the above non-exempt continuing connected transactions for the entire duration of each of those transactions, other than, in the case of the Hotel Management Agreements and the Trademark Licence Agreements, the payment of fees payable by way of Share Stapled Units, which shall only be subject to a waiver until 31 December 2017 (but the payment of fees in cash shall be subject to a waiver for the duration of the Hotel Management Agreements and the Trademark Licence Agreements).

From 1 January 2018 onwards, the fees shall be settled by way of cash, the issue of Share Stapled Units, or a combination or both, at the election of the Hotel Manager. The Hotel Manager is a wholly-owned subsidiary of Great Eagle and Great Eagle is the controlling Holders of Share Stapled Units of the Trust and the Company. The Hotel Manager is therefore a connected person of the Company under the Listing Rules. Pursuant to Rule 13.36(1) of the Listing Rules, in respect of the issue of the Share Stapled Units to the Hotel Manager for payment of the Manager Fees for 2018 onwards, approval from the independent Holders of Share Stapled Units shall be required.

An ordinary resolution to grant a specific mandate relating to the issue of Share Stapled Units as payment of the Manager Fees under the Hotel Management Agreements and the Trademark Licence Agreements for the three financial years ending 31 December 2020 has been approved by independent Holders of Share Stapled Units. For details of the special mandate, please refer to the circular to the Holders of Share Stapled Units dated 9 March 2018. Unless otherwise requested by the Hotel Manager in writing pursuant to the Hotel Management Agreements and Trademark Licence Agreements, the fees payable therefrom shall be settled by way of the issue of Share Stapled Units.

Requirement to set a monetary cap

The Trustee-Manager and the Company have also applied for, and the Stock Exchange has granted to the Trustee-Manager and the Company, a waiver from the setting of a monetary cap for the variable rent payable under the Master Lease Agreements and the fees payable under the Hotel Management Agreements, the Centralised Services and Marketing Agreements and the Trademark Licence Agreements for the duration of these agreements more particularly set out in the description of these transactions in paragraphs 1 to 4 above.

Compliance with Rule 13.36(1)(a) of the Listing Rules

Note (1) to Rule 13.36(2)(b) of the Listing Rules provides further that independent shareholders' approval shall be obtained for an issue of securities to a connected person pursuant to a general mandate given to the directors of an issuer by the existing shareholders.

The Trustee-Manager and the Company have applied for, and the Stock Exchange has granted to the Trustee-Manager and the Company, a waiver from strict compliance with Rule 13.36(1)(a) of the Listing Rules in respect of the Share Stapled Units that may be issued to the Hotel Manager pursuant to the Hotel Management Agreements and the Trademark Licence Agreements, during the period from the Listing Date until 31 December 2017.

Further details and the conditions of the waivers are disclosed in the initial public offering prospectus.

REPORT OF THE DIRECTORS

From 1 January 2018 onwards, the fees shall be settled by way of cash, the issue of Share Stapled Units, or a combination of both, at the election of the Hotel Manager, subject to the approval of the independent Holders of Share Stapled Units for the issue of the Share Stapled Units. As disclosed in the announcement of Langham dated 15 December 2017, the Hotel Manager has elected the payment of the Manager Fees wholly by way of Share Stapled Units for the year ending 31 December 2018.

Pursuant to Rule 13.36(1) of the Listing Rules, in respect of the issue of the Share Stapled Units to the Hotel Manager for payment of the Manager Fees from 2018 onwards, approval from the independent Holders of Share Stapled Units shall be required.

Other Continuing Connected Transactions

The following are continuing connected transactions of the Trust Group which were subject to reporting, announcement and, if appropriate, apart from the above continuing connected transactions entered prior to the listing of the Trust Group, during the year 2019, the Trust Group had made the following continuing connected transactions which are subject to annual reporting requirement.

Framework Agreement for Provision of Procurement Services, Project Management Services, and Design and Construction Contracting Services – an agreement dated 11 June 2014 entered into between the Company and Great Eagle, the controlling Holder of Share Stapled Units of the Trust and the Company and thus a connected person of the Company under the Listing Rules.

Pursuant to the Framework Agreement, (i) procurement services, (ii) project management services, and (iii) design and construction contracting services will be provided by Champion Global Services Limited (“CGS”), The Great Eagle Development and Project Management Limited (“GEDPM”), and Keysen Engineering Company, Limited (“Keysen”) and/or its associated companies respectively. CGS is a 94%-owned subsidiary of Great Eagle while GEDPM and Keysen are wholly-owned subsidiaries of Great Eagle.

The service fees payable to CGS, GEDPM and Keysen and/or its associated companies in respect of each type of services under the Framework Agreement are determined on the following basis:

- *Fees for Procurement Services payable to CGS:* at a rate of 5% of (a) the respective budgeted sums of furniture, fixtures and equipment categories for hotel renovation and operating supplies and equipment categories for hotel renovation; and (b) the actual amount of the purchase orders for furniture, fixtures and equipment and operating supplies and equipment categories for hotel maintenance and miscellaneous categories.
- *Fees for Project Management Services payable to GEDPM:* at a rate of 3% of the actual amount of the construction cost for renovation of the Hotels as certified by project quantity surveyor or other consultants.
- *Fees for Design and Construction Contracting Services payable to Keysen and/or its associated companies:* the contract sum for the work of Design and Construction Contracting Services shall be negotiated on an arm’s length basis and determined between Keysen and/or its associated companies and the Trust Group subject to tender or price comparison process to be arranged by the Trust Group in accordance with its internal control policy.

REPORT OF THE DIRECTORS

Annual caps in respect of the aggregate value of the services to be provided by Great Eagle Group under the Framework Agreement for the financial years 2017, 2018 and 2019 are HK\$12 million, HK\$8.4 million and HK\$5.3 million respectively as disclosed in the announcement published by the Trustee-Manager and the Company on 14 February 2017.

During the year ended 31 December 2019, the aggregated transaction amounts incurred under the Framework Agreement was HK\$1.05 million.

Review of Connected Transactions

The Internal Audit Department has conducted review on the connected transactions, including continuing connected transactions, of the Trust Group for the year ended 31 December 2019. It has confirmed to the Trustee-Manager Board and the Company Board that adequate and effective policies and procedures on checking, identifying, recording, monitoring and reporting connected transactions are in place and have been properly complied with during the year. Connected transactions are subject to the approval of the full Board as provided under the Schedule of Matters Reserved for the Board. Continuing connected transactions are reported monthly and reviewed by the Audit Committee half yearly.

In accordance with Rule 14A.55 of the Listing Rules, the Directors (including the Independent Non-executive Directors) of the Trustee-Manager and the Company have reviewed the above continuing connected transactions for the period ended 31 December 2019 and confirmed they have been entered into:

- (1) in the ordinary and usual course of business of the Company;
- (2) on normal commercial terms or on terms no less favourable to the Trust Group than terms available to or obtained from the independent third parties; and

- (3) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Holders of Share Stapled Units as a whole.

The external auditor of the Trustee-Manager and the Company was engaged to report on the above continuing connected transactions of the Trust Group in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the HKICPA. The auditor has issued its unqualified letter containing its findings and conclusions in respect of the continuing connected transactions disclosed above by the Trust Group in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Trustee-Manager and the Company to the Stock Exchange.

The Trustee-Manager Board has also confirmed that the charges paid or payable out of the Trust Property (as defined in the Trust Deed) of the Trust to the Trustee-Manager are in accordance with the Trust Deed; and they are not aware of any violation of duties of the Trustee-Manager which would have a materially adverse effect on the business of the Trust or on the interests of all the Holders of Share Stapled Units as a whole.

REPORT OF THE DIRECTORS

INTERESTS OF SUBSTANTIAL HOLDERS' OF SHARE STAPLED UNITS

As at 31 December 2019, the interests and short positions of persons (other than a Director or the chief executive of the Trustee-Manager and the Company) in the Share Stapled Units or underlying Share Staple Units of the Trust and the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required under Section 336 of Part XV of the SFO as having an interest in 5% or more of the issued Share Stapled Units of the Trust and the Company are as follows:

Name	Capacity	Nature of Interests	Number of SSUs/ Underlying SSUs Held	Total	Percentage of Issued SSUs ⁽³⁾
Great Eagle Holdings Limited	Interests of Controlled Corporations	Corporate Interests	1,354,942,495 ⁽¹⁾	1,354,942,495	63.45
LHIL Assets Holdings Limited	Beneficiary	Corporate Interests	1,283,432,495	1,283,432,495	60.10
HSBC International Trustee Limited	Trustee	Trust Interests	1,329,235,439 ⁽²⁾	1,329,235,439	62.24

Notes:

- (1) These 1,354,942,495 Share Stapled Units were indirectly held by Great Eagle through its wholly-owned subsidiaries in the following manner:
 - (i) the same parcel of Share Stapled Units held by LHIL Assets Holdings Limited as disclosed in the above table;
 - (ii) 58,596,500 Share Stapled Units held by Fine Noble Limited;
 - (iii) 5,965,000 Share Stapled Units held by Great Eagle Nichemusic Limited; and
 - (iv) 6,948,500 Share Stapled Units held by The Great Eagle Company, Limited.
- (2) The disclosure was based on the latest Disclosure of Interest Form (with the date of relevant event as 19 October 2018) received from HSBC International Trustee Limited ("HITL"). HITL in its capacity as a trustee of a discretionary trust held 33.36% interests in Great Eagle as at 31 December 2019.
- (3) This percentage has been compiled based on 2,135,606,495 Share Stapled Units of the Trust and the Company in issue as at 31 December 2019.

Save as disclosed above, as at 31 December 2019, no person (other than Directors of the Trustee-Manager and the Company whose interests are set out on page 69) was interested (or deemed to be interested) or held any short position in the Share Stapled Units or underlying Share Stapled Units of the Trust and the Company which would fall to be disclosed to the Trustee-Manager and the Company under the provisions of Divisions 2 and 3 of Part X of the SFO, or which were recorded in the register required under Section 336 of the SFO.

REPORT OF THE DIRECTORS

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Articles or the laws of the Cayman Islands which would oblige the Company to offer new Share Stapled Units on a pro-rata basis to existing Holder of Share Stapled Units.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2019, the combined value of the Group's contracts with its five largest suppliers, which were not of a capital nature, was about 63.6% of the total value of supplies purchased. Among these five largest suppliers, three of them as tabled below are wholly-owned subsidiaries of Great Eagle, a substantial Unitholders which indirectly owned 63.45% interest in the Trust and the Company as at 31 December 2019.

Suppliers	Nature of Services	Relevant Cost%
1. Langham Hotels International Limited	Hotel Management Fees and Licence Fee	46.6%
2. Langham Hotels Services Limited	Global Marketing Fee	11.6%
3. The Great Eagle Properties Management Company, Limited	Property Management Services Fee	2.4%
4. Deloitte Touche Tohmatsu	Audit services and non-audit services	1.6%
5. Mayer Brown	Legal Fee	1.4%

Total rental income under the adoption of HKFRS15 of the Trust Group for the year ended 31 December 2019 amounted to HK\$482,224,000, 99.7% of which were derived from the leases of the Hotels to the Master Lessee, GE (LHIL) Lessee Limited, a wholly-owned subsidiary of Great Eagle and no more than 1% of the rental income was received from lease of retail shops at Eaton HK. Breakdown of the revenue is set out in note 6 to the consolidated financial statements of the Trust Group contained in this Annual Report.

The business relationship with Great Eagle and the measures to mitigate the potential conflicts of interest between the Trust Group and Great Eagle are disclosed in the Corporate Governance Report.

Save as disclosed above, other suppliers and customers are independent third parties and none of the Directors, their associates or any Holders of Share Stapled Units (which to the knowledge of the Trustee-Manager Board and the Company Board own more than 5% of the issued Share Stapled Units) has any interest in the Trust Group's suppliers and customers.

REPORT OF THE DIRECTORS

AUDITOR

The consolidated financial statements for the year have been audited by Messrs. Deloitte Touche Tohmatsu and a resolution to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Trustee-Manager and the Company will be proposed at the forthcoming AGM to be held on 12 May 2020.

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report, based on information that is publicly available and within the knowledge of the Directors of the Trustee-Manager and the Company, the Trust and the Company maintain a sufficient public float with more than 25% of the issued Share Stapled Units being held by the public.

CORPORATE GOVERNANCE

The Trust, the Trustee-Manager and the Company embraced the importance of maintaining and developing a high standard of corporate governance practices to sustain and protect the interests of Holders of Share Stapled Units. Throughout the year ended 31 December 2019, the Trustee-Manager and the Company have complied with all the applicable code provisions, and where appropriate, adopted some of the recommended best practices as set out in the Corporate Governance Code.

Details on the Company's corporate governance principles and practices are set out in the Corporate Governance Report on pages 38 to 62 of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility is integral to the Trust Group's business. Our commitment to Corporate Social Responsibility stems from a core belief that our business will prosper as the community and environment around us flourish. A report on Environmental, Social and Governance covering the environmental policies and performance of and relationships with the key stakeholders of our Group is set out on pages 27 to 37 of this Annual Report. During the reporting period, the Trust Group made no charitable and other donations.

On behalf of the boards of
LHIL Manager Limited
(as trustee-manager of the Trust) and
Langham Hospitality Investments Limited



LO Ka Shui
Chairman

Hong Kong, 11 February 2020

FINANCIAL INFORMATION

LANGHAM HOSPITALITY INVESTMENTS AND LANGHAM HOSPITALITY INVESTMENTS LIMITED

86	Independent Auditor's Report
91	Consolidated Statement of Profit or Loss and Other Comprehensive Income
92	Consolidated Statement of Financial Position
93	Consolidated Statement of Changes in Equity
94	Consolidated Statement of Cash Flows
96	Notes to the Consolidated Financial Statements

LHIL MANAGER LIMITED

152	Independent Auditor's Report
155	Statement of Profit or Loss and Other Comprehensive Income
155	Statement of Financial Position
156	Statement of Changes in Equity
157	Notes to the Financial Statements

INDEPENDENT AUDITOR'S REPORT OF THE TRUST AND OF THE COMPANY

Deloitte.

德勤

TO THE HOLDERS OF SHARE STAPLED UNITS OF LANGHAM HOSPITALITY INVESTMENTS AND LANGHAM HOSPITALITY INVESTMENTS LIMITED

(Langham Hospitality Investments is a trust constituted under the laws of Hong Kong;

Langham Hospitality Investments Limited is incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Langham Hospitality Investments (the "Trust") and Langham Hospitality Investments Limited (the "Company") and its subsidiaries (collectively referred to as the "Trust Group") and of the Company and its subsidiaries (collectively referred to as the "Group") set out on pages 91 to 151 (hereinafter collectively referred to as "the Trust and the Company's consolidated financial statements"). As explained in note 2 to the Trust and the Company's consolidated financial statements, the consolidated financial statements of the Trust Group and the consolidated financial statements of the Group are presented together. The Trust and the Company's consolidated financial statements together comprise the consolidated statement of financial position of the Trust Group and of the Group as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Trust Group and of the Group for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the Trust and the Company's consolidated financial statements give a true and fair view of the consolidated financial position of the Trust Group and the Group as at 31 December 2019, and of the Trust Group and the Group's consolidated financial performance and their 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 Trust Group and 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 Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were 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 these matters.

INDEPENDENT AUDITOR'S REPORT OF THE TRUST AND OF THE COMPANY

Key audit matter

Valuation of investment properties

We identified the valuation of investment properties as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with significant judgments associated with determining the fair value. As at 31 December 2019, the Trust Group and the Group's investment properties, comprising of The Langham, Hong Kong, Cordis, Hong Kong and Eaton HK, amounted to HK\$17,500 million and represented 99% of the Trust Group and the Group's total assets. Decrease in fair value of investment properties of HK\$2,788 million was recognised in the consolidated statement of profit or loss and other comprehensive income for the year then ended.

As disclosed in note 18 to the consolidated financial statements, these investment properties are stated at fair value based on a valuation carried out by an independent professional property valuer. In determining the fair value of investment properties, the independent professional property valuer adopted income approach by using discounted cash flow analysis for the hotel properties based on an analysis of historical data and on assumptions about future market conditions affecting supply, demand, income, expenses and the potential of risk. Market approach was also considered by comparison on a per room basis to actual sales transactions and offering of comparable properties. The valuation is dependent on certain key inputs that involve management and independent professional property valuer's judgment. The key inputs used in valuing the investment properties by the independent property valuer include market selling price per room, discount rate as adopted in the valuation report and average daily rates per room per night. A table showing the Groups' (as defined in note 2) sensitivity to the fair value measurement is also disclosed in this note.

How our audit addressed the key audit matter

Our procedures in relation to valuation of investment properties included:

- Evaluating the competence, capabilities and objectivity of the independent professional property valuer;
- Obtaining an understanding from the independent professional property valuer about the valuation methodology, the performance of the property markets, significant assumptions adopted, critical judgemental areas on key inputs and data used in the valuation;
- Assessing the reasonableness of source data used in the valuation by benchmarking the assumptions to relevant market information on sales prices and rentals achieved in other similar properties in the neighbourhood;
- Evaluating the reasonableness of the information provided by the management to independent professional property valuer by comparing with average daily rates per room per night and discount rates for valuation of other properties;
- Assessing the integrity of information provided by management to the independent professional property valuer by comparing details of rentals on a sample basis, to the hotel revenue and market data; and
- Reperforming sensitivity analysis on the key inputs to evaluate the magnitude of their impacts to the fair values as disclosed in note 18 to the consolidated financial statements.

INDEPENDENT AUDITOR'S REPORT OF THE TRUST AND OF THE COMPANY

Other Information

The LHIL Manager Limited (the "Trustee-Manager") and the directors of the Company (the "Directors") 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 the Trustee-Manager and the Directors and Those Charged with Governance for the Consolidated Financial Statements

The Trustee-Manager and the Directors 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 Trustee-Manager and 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 Trustee-Manager and the Directors are responsible for assessing the Trust Group and 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 Trustee-Manager and the Directors either intend to liquidate the Trust Group and the Group or to cease operations, or have no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion 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 HKSAs 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.

INDEPENDENT AUDITOR'S REPORT OF THE TRUST AND OF THE COMPANY

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

As part of an audit in accordance with HKSAs, 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 Trust Group and the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Trustee-Manager and the Directors.
- Conclude on the appropriateness of the Trustee-Manager and 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 Trust Group and 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 Trust Group and 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 Trust Group and 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 OF THE TRUST AND OF THE COMPANY

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 period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in the independent auditor's report is Chan Ching Chu.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

11 February 2020

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME OF THE TRUST AND OF THE COMPANY

For the year ended 31 December 2019

	NOTES	2019 HK\$'000	2018 HK\$'000
Revenue	6	483,883	615,500
Property related expenses		(35,584)	(28,498)
Net property income		448,299	587,002
Other income	8	2,438	210
(Decrease) increase in fair value of investment properties	18	(2,788,441)	594,217
Fair value change on derivative financial instruments		(14,891)	(10,190)
Trust and other expenses		(13,410)	(12,017)
Finance costs	9	(220,233)	(188,821)
(Loss) profit before tax		(2,586,238)	970,401
Income tax expense	10	(48,473)	(74,761)
(Loss) profit and total comprehensive (expense) income for the year attributable to holders of Share Stapled Units	13	(2,634,711)	895,640
(Loss) earnings per Share Stapled Unit			
Basic and diluted	16	(HK124 cents)	HK43 cents

CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF THE TRUST AND OF THE COMPANY

At 31 December 2019

	NOTES	2019 HK\$'000	2018 HK\$'000
Non-current assets			
Property, plant and equipment	17	1,383	18
Investment properties	18	17,500,000	20,177,000
Derivative financial instruments	19	4,645	26,923
		17,506,028	20,203,941
Current assets			
Debtors, deposits and prepayments	20	22,144	75,351
Tax recoverable		–	32
Derivative financial instrument	19	8,142	–
Bank balances	21	75,732	86,881
		106,018	162,264
Current liabilities			
Creditors, deposits and accruals	22	56,843	60,642
Secured bank loans due within one year	23	352,000	165,000
Lease liabilities due within one year	24	536	–
Tax payable		54,375	36,086
		463,754	261,728
Net current liabilities		(357,736)	(99,464)
Total assets less current liabilities		17,148,292	20,104,477
Non-current liabilities			
Secured bank loans due after one year	23	6,755,666	6,774,597
Lease liabilities due after one year	24	840	–
Deferred tax liabilities	25	392,355	362,375
Derivative financial instrument	19	9,644	8,889
		7,158,505	7,145,861
NET ASSETS		9,989,787	12,958,616
Capital and reserves			
Issued capital/units	26	2,136	2,110
Reserves		9,987,651	12,956,506
TOTAL EQUITY		9,989,787	12,958,616

The consolidated financial statements on pages 91 to 151 and the statement of financial position of the Company on page 134 were approved and authorised for issue by the Board of Directors on 11 February 2020 and are signed on its behalf by:

LO Ka Shui
DIRECTOR

Brett Stephen BUTCHER
DIRECTOR

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY OF THE TRUST AND OF THE COMPANY

For the year ended 31 December 2019

	Share capital/units HK\$'000	Share premium HK\$'000 (note a)	Other reserve HK\$'000 (note b)	Share-based payment reserve HK\$'000	Property revaluation reserve HK\$'000 (note c)	Retained profits HK\$'000	Total HK\$'000
At 1 January 2018	2,089	8,064,518	(11,562,543)	407	12,598,157	3,308,440	12,411,068
Profit and total comprehensive income for the year	–	–	–	–	–	895,640	895,640
Distribution paid	–	(417,323)	–	–	–	–	(417,323)
Recognition of equity-settled share based payments	–	–	–	292	–	–	292
Issue of Share Stapled Units (see notes 26 and 32)	21	68,918	–	–	–	–	68,939
At 31 December 2018	2,110	7,716,113	(11,562,543)	699	12,598,157	4,204,080	12,958,616
Loss and total comprehensive expense for the year	–	–	–	–	–	(2,634,711)	(2,634,711)
Distribution paid	–	(408,583)	–	–	–	–	(408,583)
Recognition of equity-settled share based payments	–	–	–	289	–	–	289
Issue of Share Stapled Units (see notes 26 and 32)	26	74,150	–	–	–	–	74,176
At 31 December 2019	2,136	7,381,680	(11,562,543)	988	12,598,157	1,569,369	9,989,787

Notes:

- (a) Under the Cayman Islands Companies Law, the share premium of the Company is available for distribution.
- (b) Pursuant to a group reorganisation in May 2013, certain businesses were transferred to the Groups (as defined in note 2). Other reserve represents the difference between the considerations of the transfers and the share capital of the businesses as of the date of the transfer.
- (c) Property revaluation reserve represents the revaluation gain arising from transfer from property, plant and equipment to investment properties which amounted to the difference between the fair value of the investment properties and the carrying amount of the property, plant and equipment at the date of transfer.

CONSOLIDATED STATEMENT OF CASH FLOWS OF THE TRUST AND OF THE COMPANY

For the year ended 31 December 2019

	2019 HK\$'000	2018 HK\$'000
Operating activities		
(Loss) profit before tax	(2,586,238)	970,401
Adjustments for:		
Hotel management fees and licence fee payable in form of Share Stapled Units	54,651	72,132
Fair value change on derivative financial instruments	14,891	10,190
Decrease (increase) in fair value of investment properties	2,788,441	(594,217)
Interest expense	190,393	169,975
Interest income	(86)	(182)
Depreciation on property, plant and equipment	6	10
Amortisation on loan front-end fee	26,069	18,000
Recognition of share-based payments	289	292
Operating cash flows before movements in working capital	488,416	646,601
Decrease in debtors, deposits and prepayments	53,207	40,140
Increase (decrease) in creditors, deposits and accruals	335	(8,078)
Cash generated from operations	541,958	678,663
Interest paid	(184,727)	(169,000)
Hong Kong Profits Tax paid	(172)	(29,124)
Net cash from operating activities	357,059	480,539

CONSOLIDATED STATEMENT OF CASH FLOWS OF THE TRUST AND OF THE COMPANY

For the year ended 31 December 2019

	2019 HK\$'000	2018 HK\$'000
Investing activities		
Additions of investment properties	(101,716)	(242,593)
Interest received	86	182
Proceeds on disposal of property, plant and equipment	5	–
Net cash used in investing activities	(101,625)	(242,411)
Financing activities		
Repayment of bank loans	(7,340,000)	–
Additions of bank loans	7,527,000	165,000
Distribution paid	(408,583)	(417,323)
Payment for loan front end fee	(45,000)	–
Net cash used in financing activities	(266,583)	(252,323)
Net decrease in cash and cash equivalents	(11,149)	(14,195)
Cash and cash equivalents at the beginning of the year	86,881	101,076
Cash and cash equivalents at the end of the year, represented by bank balances	75,732	86,881

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

1. GENERAL

Langham Hospitality Investments (the "Trust") is constituted by a Hong Kong law governed trust deed and as supplemented, amended or substituted from time to time (the "Trust Deed"), entered into between LHIL Manager Limited (the "Trustee-Manager", in its capacity as the trustee-manager of the Trust) and Langham Hospitality Investments Limited (the "Company"). The Company is a company incorporated in the Cayman Islands with limited liability. The share stapled units ("Share Stapled Units") structure comprises: (a) a unit in the Trust; (b) a beneficial interest in a specifically identified ordinary share in the Company which is linked to the unit in the Trust and held by the Trustee-Manager as legal owner in its capacity as trustee-manager of the Trust; and (c) a specifically identified preference share in the Company which is "stapled" to the unit in the Trust. The Share Stapled Units were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 30 May 2013. The Company's parent company is LHIL Assets Holdings Limited, a limited liability company incorporated in the British Virgin Islands. The Trustee-Manager and the Directors of the Company (the "Directors") consider the Trust and the Company's ultimate holding company to be Great Eagle Holdings Limited, a limited liability company incorporated in Bermuda with its shares listed on the Stock Exchange. The addresses of the registered offices of the Trustee-Manager and of the Company and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The Company acts as an investment holding company. The principal activity of the Trust Group (as defined in note 2 below) is property investment.

The consolidated financial statements are presented in Hong Kong dollar, which is also the functional currency of the Company.

2. BASIS OF PRESENTATION AND PREPARATION

In accordance with the Trust Deed, the Trust and the Company are each required to prepare their own sets of financial statements on a consolidated basis. The Trust's consolidated financial statements for the year ended 31 December 2019 comprise the consolidated financial statements of the Trust, the Company and its subsidiaries (collectively referred to as the "Trust Group"). The Company's consolidated financial statements for the year ended 31 December 2019 comprise the consolidated financial statements of the Company and its subsidiaries (collectively referred to as the "Group").

The unitholders of the Trust have beneficial interest in the ordinary shares of the Company and the sole activity of the Trust during the year ended 31 December 2019 was investment in the Company. Therefore, the consolidated results and financial position that would be presented in the consolidated financial statements of the Trust Group are identical to the consolidated financial statements of the Group with the differences being disclosures of capital. The Trustee-Manager and the Directors believe therefore that it is clearer to present the consolidated financial statements of the Trust Group and the Group together. The consolidated financial statements of the Trust Group and the consolidated financial statements of the Group are presented together to the extent they are identical and are hereinafter referred as "the Trust and the Company's consolidated financial statements".

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

2. BASIS OF PRESENTATION AND PREPARATION (CONTINUED)

The consolidated statement of profit or loss and other comprehensive income, consolidated statement of financial position, consolidated statement of changes in equity, consolidated statement of cash flows, significant accounting policies and the related explanatory information of the Trust Group are identical to the Group.

The Trust Group and the Group are referred as the "Groups".

The Trust and the Company's consolidated financial statements have been prepared on a going concern basis because the Trustee-Manager and the Directors of the Company are of the opinion that the Groups will have adequate sources of funding to meet in full its financial obligations, after taking into account the continuous cash flows generated from operating activities, and the availability of undrawn revolving loan facilities amounting to HK\$348,000,000.

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

New and amendments to HKFRSs that are mandatorily effective for the current year

The Groups have applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time in the current year:

HKFRS 16	Leases
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015-2017 Cycle

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

HKFRS 16 "Leases" ("HKFRS 16")

The Groups have applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 "Leases" ("HKAS 17"), and the related interpretations.

Definition of a lease

The Groups have elected 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. Therefore, the Groups have not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Groups apply the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

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

New and amendments to HKFRSs that are mandatorily effective for the current year (continued)

HKFRS 16 "Leases" ("HKFRS 16") (continued)

The Groups as lessee

When applying the modified retrospective approach under HKFRS 16 at transition, the Groups applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- i. relied on the assessment of whether leases are onerous by applying HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets" as an alternative of impairment review;
- ii. elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application of HKFRS16;
- iii. excluded initial direct costs from measuring the right-of-use assets at the date of initial application;
- iv. applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in similar economic environment; and
- v. used hindsight based on facts and circumstances as at date of initial application in determining the lease term for the Groups' leases with extension and termination options.

When recognising the lease liabilities for leases previously classified as operating leases, the Groups have applied incremental borrowing rates of the relevant group entities at the date of initial application.

The Groups as lessor

In accordance with the transitional provisions in HKFRS 16, the Groups are not required to make any adjustment on transition for leases in which the Groups are a lessor but account for these leases in accordance with HKFRS 16 from the date of initial application and comparative information has not been restated.

- (a) Upon application of HKFRS 16, new lease contracts entered into but commenced after the date of initial application relating to the same underlying assets under existing lease contracts are accounted for as if the existing leases are modified as at 1 January 2019. The application has had no impact on the Groups' consolidated statement of financial position at 1 January 2019. However, effective from 1 January 2019, lease payments relating to the revised lease term after modification are recognised as income on straight-line basis over the extended lease term.
- (b) Effective on 1 January 2019, the Groups have applied HKFRS 15 "Revenue from Contract with Customers" ("HKFRS 15") to allocate consideration in a contract to each lease and non-lease components. The change in allocation basis has had no material impact on the consolidated financial statements of the Groups for the current year.

The application of HKFRS 16 has had no material impact on the Groups' 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 TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

3. 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 Groups have not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17	Insurance Contracts ¹
Amendments to HKFRS 3	Definition of a Business ²
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 Material ⁴
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform ⁴

¹ Effective for annual periods beginning on or after 1 January 2021.

² 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 1 January 2020.

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

⁴ Effective for annual periods beginning on or after 1 January 2020.

Amendments to HKAS 1 and HKAS 8 “Definition of Material”

The amendments provide refinements to the definition of material by including additional guidance and explanations in making materiality judgments. In particular, the amendments:

- include the concept of “obscuring” material information in which the effect is similar to omitting or misstating the information;
- replace threshold for materiality influencing users from “could influence” to “could reasonably be expected to influence”; and
- include the use of the phrase “primary users” rather than simply referring to “users” which was considered too broad when deciding what information to disclose in the financial statements.

The amendments also align the definition across all HKFRSs and will be mandatorily effective for the Groups’ annual period beginning on 1 January 2020. The application of the amendments is not expected to have significant impact on the consolidated financial position and performance of the Groups but may affect the presentation and disclosures in the consolidated financial statements.

The Trustee-Manager and the Directors anticipate that the application of all other new and amendments to HKFRSs that are not yet effective will have no material impact on the consolidated financial statements in the foreseeable future.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

4. 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 (the "Listing Rules") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and derivative financial instruments that are measured at fair values at the end of each reporting period, 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 or 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 Groups take 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 accounted for in accordance with HKFRS 16 (since 1 January 2019) or HKAS 17 (before application of HKFRS 16), 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".

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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 significant accounting policies are set out below.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Trust and 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 Groups reassess whether or not they control 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 Groups obtain control over the subsidiary and ceases when the Groups lose control of the subsidiary. Specifically, income and expenses of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Groups gain control until the date when the Groups cease to control the subsidiary.

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

Revenue from contracts with customers

The Groups recognise 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 or 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 Groups' performance as the Groups perform;
- the Groups' performance creates and enhances an asset that the customer controls as the Groups perform; or
- the Groups' performance does not create an asset with an alternative use to the Groups and the Groups have an enforceable right to payment for performance completed to date.

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

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue from contracts with customers (continued)

Principal versus agent

When another party is involved in providing goods or services to a customer, the Groups determine whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Groups are principals) or to arrange for those goods or services to be provided by the other party (i.e. the Groups are agents).

The Groups are principals if the Groups control the specified good or service before that good or service is transferred to a customer.

The Groups are agents if the Groups' performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Groups do not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Groups act as agents, the Groups recognise revenue in the amount of any fee or commission to which the Groups expect to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

Property, plant and equipment

Property, plant and equipment including furniture and fixtures in the supply of 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 is recognised 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 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.

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

Leases

Definition of a lease (upon application of HKFRS 16 in accordance with transitions in note 3)

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Groups assess whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (continued)

The Groups as lessee (upon application of HKFRS 16 in accordance with transitions in note 3)

Short-term leases and leases of low-value assets

The Groups apply the short-term lease recognition exemption to lease of office premise that has a lease term of 12 months or less from the commencement date and do not contain a purchase option. They also apply the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

At 31 December 2019, the Groups had outstanding commitments under non-cancellable operating leases with Moon Yik Company, Limited, a fellow subsidiary, in respect of rented premise which fall due within one year amounted to HK\$20,000.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Groups; and
- an estimate of costs to be incurred by the Groups in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets in which the Groups are reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Groups present right-of-use assets in "property, plant and equipment", the same line item within which the corresponding underlying assets would be presented if they were owned.

The Groups as lessee (prior to 1 January 2019)

Operating lease payments are recognised as an expense on a straight-line basis over the term of the relevant leases. In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (continued)

The Groups as lessor

Classification and measurement of leases

Leases for which the Groups are lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Variable lease payments that do not depend on an index or a rate are recognised as income when they arise.

The Groups as lessor (upon application of HKFRS 16 in accordance with transitions in note 3)

Allocation of consideration to components of a contract

When a contract includes both leases and non-lease components, the Groups apply HKFRS 15 to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

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 recognised 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 at that date.

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

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.

All other borrowing costs are recognised as and included in finance costs in profit or loss in the period in which they are incurred.

Equity-settled share-based payment transactions

Equity-settled share-based payments to employees and others providing similar services are measured at fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Groups' estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based payment reserve).

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Equity-settled share-based payment transactions (continued)

At the end of the reporting period, for share options with non-market performance vesting conditions, the Groups revise their estimates of the number of options that are expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates during the vesting period, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based payment reserve.

When the share options are exercised, the amount previously recognised in share-based payment reserve will be transferred to share premium. When the share options are forfeited after vesting period or are still not exercised at the expiry date, the amount previously recognised in share-based payment reserve will be transferred to retained profits.

Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme are charged as an expense when employees have rendered the service entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the service. All short-term employee benefits are recognised as an expenses unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised in respect for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from the (loss) profit before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Groups' liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax 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 tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from initial recognition of goodwill.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation (continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Groups are 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 tax 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 tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when 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. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Groups expect, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Groups intend to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax 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 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 market place.

Financial assets and financial liabilities are initially measured at fair value except for receivable from GE (LHIL) Lessee Limited ("Master Lessee") arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) 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.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

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.

Interest income is presented as other income.

Financial assets

Classification and subsequent measurement of financial assets

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.

Other financial assets are subsequently measured at fair value through profit or loss.

For financial assets at amortised cost, interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments. 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 (see below). 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.

Impairment of financial assets

The Groups perform impairment assessment under expected credit loss ("ECL") model on financial assets (including receivable from Master Lessee, lease receivable, other debtor and bank balances) which are subject to impairment under HKFRS 9 "Financial Instruments". 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. Assessments are done based on the Groups' 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.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

The Groups always recognise lifetime ECL for receivable from Master Lessee. The ECL on receivable from Master Lessee is assessed individually.

For lease receivable, other debtor and bank balances, the Groups measure the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Groups recognise 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.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Groups compare 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 Groups consider 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, the credit default swap prices for the debtor;
- 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 Groups presume that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Groups have reasonable and supportable information that demonstrates otherwise.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(i) Significant increase in credit risk (continued)

Despite the foregoing, the Groups assume that the credit risk on lease receivable, other debtor and bank balances has not increased significantly since initial recognition if lease receivable, other debtor and bank balances are determined to have low credit risk at the reporting date. The Groups consider 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 Groups regularly monitor 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 Groups consider 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 Groups, in full (without taking into account any collaterals held by the Groups).

Irrespective of the above, the Groups consider that default has occurred when a financial asset is more than 90 days past due unless the Groups have 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;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(iv) Write-off policy

The Groups write 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 Groups' 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 the difference between all contractual cash flows that are due to the Groups in accordance with the contract and the cash flows that the Groups expect to receive, discounted at the effective interest rate determined at initial recognition.

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 Groups recognise an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of receivable from Master Lessee where the corresponding adjustment is recognised through a loss allowance account, if any.

Derecognition of financial assets

The Groups derecognise a financial asset only when the contractual rights to the cash flows from the asset expire. On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity instruments

Debt 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 and the definitions of a financial liability and an equity instrument.

Equity instruments

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

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial liabilities and equity instruments (continued)

Financial liabilities at amortised cost

Financial liabilities (including trade creditors, other payables, construction fee payables and secured bank loans) are subsequently measured at amortised cost, using the effective interest method.

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

Derecognition/non-substantial modification of financial liabilities

The Groups derecognise financial liabilities when, and only when, the Groups' obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liabilities derecognised and the consideration paid and payable is recognised in profit or loss.

The Groups account for an exchange with a lender of a financial liability with substantially different terms as an extinguishment of the original financial liability and the recognition of a new financial liability. A substantial modification of the terms of an existing financial liability or a part of it (whether or not attributable to the financial difficulty of the Groups) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

The Groups consider that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 per cent.

Non-substantial modifications of financial liabilities

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Groups' accounting policies, which are described in note 4, the Trustee-Manager and the Directors 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.

Critical judgments in applying accounting policies

The following are the critical judgments, apart from those involving estimations, that the Trustee-Manager and the Directors have made in the process of applying the Groups' accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred taxation on investment properties

For the purposes of measuring deferred taxation liabilities arising from investment properties that are measured using the fair value model, the Trustee-Manager and the Directors have reviewed the Groups' investment property portfolios and concluded that the Groups' investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. One of the business objectives of the Groups is to enhance the value of hotel portfolios, therefore, in determining the Groups' deferred taxation on investment properties, the Trustee-Manager and the Directors have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted. As a result, the Groups have not recognised any deferred taxation on changes in fair value of investment properties as the Groups are not subject to any income taxes on disposal of its investment properties.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Investment properties

Investment properties are stated at fair value of HK\$17,500,000,000 (2018: HK\$20,177,000,000) based on the valuation performed by an independent professional valuer.

In determining the fair value of investment properties situated in Hong Kong, the valuer adopted income approach by using discounted cash flow analysis for the hotel properties which is an analysis of historical data and on assumptions about future market conditions affecting supply, demand, income, expenses and the potential of risk. Market approach was also considered by using comparisons method which is based on a per unit room basis on actual sales transactions and offering of comparable properties.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty (continued)

Investment properties (continued)

In relying on the valuation report, the Trustee-Manager and the Directors have exercised their judgments and are satisfied that the methods of valuation are reflective of the current market conditions.

The Groups use valuation techniques that include inputs that are not based on observable market data to estimate the fair value of investment properties. Note 18 provides detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of investment properties.

Derivative financial instruments

In addition, as described in note 29, the fair value of derivative financial instruments that is not quoted in active market is provided by a counterparty financial institution and determined by using discounted cash flow method. Valuation technique commonly used by market practitioners is applied. Derivative financial instruments are valued using a discounted cash flow analysis based on assumptions supported, where possible, by observable market prices or rates.

In relying on the valuation provided by a counterparty financial institution, Trustee-Manager and the Directors have exercised their judgment and are satisfied that the method of valuation is reflective of the current market conditions.

Note 29 provides detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of derivative financial instruments.

6. REVENUE

	2019 HK\$'000	2018 HK\$'000
Rental income from Master Lessee		
Base rent	225,000	225,000
Variable rent	257,224	390,125
	482,224	615,125
Rental income from retail shops in Eaton HK	1,659	375
	483,883	615,500

Service fees income of HK\$68,196,000 (2018: HK\$91,083,000) has been netted with the same amount of the corresponding service fees expense (including hotel management fees, licence fee and global marketing fee). Details are set out in note 7.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

7. SEGMENT INFORMATION

The Groups' operating segments, based on information reported to the chief operating decision maker ("CODM"), management of the Trustee-Manager and the Company, for the purpose of resource allocation and performance assessment are more specifically focused on the operating results from leasing of the three hotels, namely The Langham, Hong Kong, Cordis, Hong Kong and Eaton HK (the "Hotels").

The Groups' results are derived from property investment operation, which relates to the operating results from leasing of the Hotels and represents three operating segments under HKFRS 8 "Operating Segments".

Segment revenue and results

The following is an analysis of the Groups' revenue and results by the three investment properties for the years under review.

2019

	The Langham, Hong Kong HK\$'000	Cordis, Hong Kong HK\$'000	Eaton HK HK\$'000	Segment total HK\$'000	Reconciliation HK\$'000 (note)	Consolidated HK\$'000
Segment revenue	198,484	256,622	96,973	552,079	(68,196)	483,883
Segment results	161,712	209,711	76,876	448,299	–	448,299
Other income						2,438
Decrease in fair value of investment properties						(2,788,441)
Fair value change on derivative financial instruments						(14,891)
Trust and other expenses						(13,410)
Finance costs						(220,233)
Loss before tax						(2,586,238)
Income tax expense						(48,473)
Loss for the year attributable to holders of Share Stapled Units						(2,634,711)

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

7. SEGMENT INFORMATION (CONTINUED)

Segment revenue and results (continued)

2018

	The Langham, Hong Kong HK\$'000	Cordis, Hong Kong HK\$'000	Eaton HK HK\$'000	Segment total HK\$'000	Reconciliation HK\$'000 (note)	Consolidated HK\$'000
Segment revenue	279,594	338,145	88,844	706,583	(91,083)	615,500
Segment results	232,413	280,921	73,668	587,002	–	587,002
Other income						210
Increase in fair value of investment properties						594,217
Fair value change on derivative financial instruments						(10,190)
Trust and other expenses						(12,017)
Finance costs						(188,821)
Profit before tax						970,401
Income tax expense						(74,761)
Profit for the year attributable to holders of Share Stapled Units						895,640

Note: Reconciliation represents netting of service fees income of HK\$68,196,000 (2018: HK\$91,083,000) with the same amount of the corresponding service fees expense (including hotel management fees, licence fee and global marketing fee) that has been adjusted from segment revenue.

Segment assets and liabilities

For the purpose of performance assessment, other than the fair values of investment properties, no other segment assets are reviewed by the CODM. At the end of the reporting period, the fair values of The Langham, Hong Kong, Cordis, Hong Kong and Eaton HK were HK\$6,475,000,000, HK\$7,595,000,000 and HK\$3,430,000,000, respectively (2018: HK\$7,550,000,000, HK\$8,515,000,000 and HK\$4,112,000,000, respectively).

No analysis of segment liabilities is presented as they are not regularly provided to the CODM.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

7. SEGMENT INFORMATION (CONTINUED)

Geographical information

All of the Groups' revenue is derived from activities and customers located in Hong Kong and the Groups' non-current assets are all located in Hong Kong.

Information about major customers

Revenue from the Master Lessee is HK\$482,224,000 (2018: HK\$615,125,000), contributing over 10% of the total revenue of the Groups for the year ended 31 December 2019.

8. OTHER INCOME

	2019 HK\$'000	2018 HK\$'000
Interest income on bank deposits	86	182
Compensation from insurance company	1,378	–
Sundry income	974	28
	2,438	210

9. FINANCE COSTS

	2019 HK\$'000	2018 HK\$'000
Interest on bank borrowings	198,317	158,615
Net interest on interest rate swaps	(7,924)	11,360
Loan front-end fee amortisation	26,069	18,000
Other borrowing costs	3,771	846
	220,233	188,821

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

10. INCOME TAX EXPENSE

	2019 HK\$'000	2018 HK\$'000
Current tax:		
Hong Kong Profits Tax:		
Current year	18,573	42,002
Overprovision in prior years	(80)	(424)
	18,493	41,578
Deferred tax (note 25):		
Current year	29,980	32,879
Underprovision in prior years	–	304
	29,980	33,183
	48,473	74,761

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

The tax charge for the year can be reconciled to the (loss) profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

	2019 HK\$'000	2018 HK\$'000
(Loss) profit before tax	(2,586,238)	970,401
Tax at Hong Kong Profits Tax rate of 16.5%	(426,729)	160,116
Tax effect of expenses not deductible for tax purposes	475,297	13,177
Tax effect of income not taxable for tax purposes	(15)	(98,412)
Overprovision in prior years	(80)	(120)
Tax charge for the year	48,473	74,761

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

11. TOTAL DISTRIBUTABLE INCOME

Total distributable income is the (loss) profit for the year attributable to holders of Share Stapled Units as adjusted to eliminate the effects of adjustments (as set out in the Trust Deed) which have been recorded in the consolidated statement of profit or loss and other comprehensive income for the relevant period. The adjustments to arrive at the total distributable income for the current year are set out below:

	2019 HK\$'000	2018 HK\$'000
(Loss) profit for the year attributable to holders of Share Stapled Units	(2,634,711)	895,640
Adjustments:		
Add:		
Depreciation	6	10
Deferred tax	29,980	33,183
Non-cash finance costs	26,069	18,000
Hotel management fees and licence fee payable in form of Share Stapled Units (see notes 32 and 36(c))	54,651	72,132
Decrease in fair value of investment properties	2,788,441	–
Decrease in fair value of derivative financial instruments	14,891	10,190
Less:		
Increase in fair value of investment properties	–	(594,217)
Reserve for furniture, fixtures and equipment	(20,263)	(24,447)
Total distributable income	259,064	410,491

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

12. DISTRIBUTION STATEMENT

	NOTE	2019 HK\$'000	2018 HK\$'000
Interim distribution period (note a)			
Total distributable income in respect of the six months ended 30 June		184,569	188,985
Percentage of distributable income for distribution (note b)		100%	100%
Distributable income for interim distribution period		184,569	188,985
Interim distribution (note c)		184,569	188,985
Final distribution period (note a)			
Total distributable income in respect of the financial year ended 31 December	11	259,064	410,491
Less: distributable income paid for interim distribution period (note d)		(185,798)	(189,875)
Distributable income available for final distribution period		73,266	220,616
Percentage of distributable income for distribution (note b)		100%	100%
Distributable income for final distribution period		73,266	220,616
Final distribution (note c)		73,266	220,616
Distribution per Share Stapled Unit			
Interim distribution per Share Stapled Unit in respect of the six months ended 30 June (note d)		HK8.7 cents	HK9.0 cents
Final distribution per Share Stapled Unit in respect of the six months ended 31 December (note d)		HK3.4 cents	HK10.5 cents

Notes:

- (a) The interim distribution in 2019 was based on total distributable income for the six months ended 30 June 2019.
The final distribution in 2019 is based on total distributable income for the year ended 31 December 2019.
The final distribution in 2018 was based on total distributable income for the year ended 31 December 2018.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

12. DISTRIBUTION STATEMENT (CONTINUED)

Notes: (continued)

(b) The Trust Deed and the articles of association of the Company state that it is the intention of the Trustee-Manager and the Directors to declare and distribute not less than 90% of the total distributable income in respect of each financial year after the financial year ended 31 December 2015. It has been decided to distribute 100% of the total distributable income for the relevant periods.

(c) The interim distribution after 30 June 2019 has not been recognised as a liability as at 30 June 2019.

The final distribution after 31 December 2019 has not been recognised as a liability as at 31 December 2019.

The final distribution after 31 December 2018 has not been recognised as a liability as at 31 December 2018.

(d) **Interim distribution**

Interim distribution per Share Stapled Unit of HK8.7 cents in 2019 is calculated based on interim distribution of HK\$184,569,000 for the period and 2,121,762,141 Share Stapled Units as at 30 June 2019. In consideration of 13,844,354 Share Stapled Units issued as payment of hotel management fees and licence fee for the six months ended 30 June 2019 on 22 August 2019, the number of Share Stapled Units entitled for the interim distribution in 2019 has been adjusted to 2,135,606,495. Total distribution of HK\$185,798,000 in respect of 2019 interim distribution period was paid on 27 September 2019.

Interim distribution per Share Stapled Unit of HK9.0 cents in 2018 is calculated based on interim distribution of HK\$188,985,000 for the period and 2,099,083,438 Share Stapled Units as at 30 June 2018. In consideration of 10,632,501 Share Stapled Units issued as payment of hotel management fees and licence fee for the six months ended 30 June 2018 on 23 August 2018, the number of Share Stapled Units entitled for the interim distribution in 2018 has been adjusted to be 2,109,715,939. Total distribution of HK\$189,875,000 in respect of 2018 interim distribution period was paid on 28 September 2018.

Final distribution

Final distribution per Share Stapled Unit of HK3.4 cents in 2019 is calculated based on distributable income available for final distribution period of HK\$73,266,000 and 2,135,606,495 Share Stapled Units as at 31 December 2019. Final distribution will be paid to holders of Share Stapled Units on or before 29 May 2020.

Final distribution per Share Stapled Unit of HK10.5 cents in 2018 is calculated based on distributable income available for final distribution period of HK\$220,616,000 and 2,109,715,939 Share Stapled Units as at 31 December 2018. In consideration of 12,046,202 Share Stapled Units issued as payment of hotel management fees and licence fee for the six months ended 31 December 2018 on 1 March 2019, the number of Share Stapled Units entitled for final distribution in 2018 had been adjusted to be 2,121,762,141. Total distribution of HK\$222,785,000 in respect of 2018 final distribution period was paid on 5 June 2019.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

13. (LOSS) PROFIT AND TOTAL COMPREHENSIVE (EXPENSE) INCOME FOR THE YEAR ATTRIBUTABLE TO HOLDERS OF SHARE STAPLED UNITS

	2019 HK\$'000	2018 HK\$'000
(Loss) profit and total comprehensive (expense) income for the year has been arrived at after charging:		
Staff costs (including directors' emoluments)	5,435	5,815
Share-based payment expenses (including directors' emoluments) (note a)	289	292
	5,724	6,107
Depreciation	6	10
Auditor's remuneration	1,398	1,330
Operating lease payments on rented premises	1,228	2,363
Net exchange loss (included in trust and other expenses)	–	2

Note:

- (a) The Groups recognised total expenses of HK\$289,000 (2018: HK\$292,000) for the year ended 31 December 2019 in relation to share options granted by the ultimate holding company under its share option scheme.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

The emoluments paid or payable to each of the seven (2018: seven) directors and the chief executive were as follows:

	2019					Total HK\$'000	2018 Total HK\$'000
	Fees HK\$'000	Salaries and other benefits HK\$'000	Discretionary bonuses HK\$'000 (note b)	Share-based payment expenses HK\$'000	Retirement benefits scheme contributions HK\$'000		
Executive Director and Chief Executive							
Mr. Ip Yuk Keung, Albert (notes c and d)	12	629	–	231	–	872	2,390
Mr. Brett Stephen Butcher (note d)	38	1,348	244	–	12	1,642	–
Non-executive Directors							
Dr. LO Ka Shui	315	–	–	–	–	315	315
Mr. LO Chun Him, Alexander	170	–	–	–	–	170	170
Independent Non-executive Directors							
Professor LIN Syaru, Shirley	325	–	–	–	–	325	325
Mr. SO Yiu Wah, Eric (note e)	–	–	–	–	–	–	197
Mr. WONG Kwai Lam	365	–	–	–	–	365	365
Professor CHAN Ka Keung, Ceajer (note e)	340	–	–	–	–	340	143
	1,565	1,977	244	231	12	4,029	3,905

Notes:

- The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Groups. The non-executive directors' and independent non-executive directors' emoluments shown above were for their services as directors of the Company.
- Discretionary bonuses are determined by the remuneration committee of the Company from time to time by reference to the prevailing market conditions, the performance of the Company as well as the individual performance.
- The fees, salaries and other benefits, discretionary bonuses and share-based payment expenses schemes contributions of Mr. Ip Yuk Keung, Albert for the year ended 31 December 2018 are HK\$50,000, HK\$1,742,000, HK\$377,000 and HK\$221,000, respectively.
- Mr. Ip Yuk Keung, Albert resigned as executive director and chief executive officer on 1 April 2019 and Mr. Brett Stephen Butcher was appointed as executive director and chief executive officer on 1 April 2019.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (CONTINUED)

Notes: (continued)

- (e) Mr. So Yiu Wah, Eric resigned as independent non-executive director on 31 July 2018 and Professor Chan Ka Keung, Ceajer was appointed as independent non-executive director on 1 August 2018.
- (f) There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.
- (g) The three (2018: two) out of five highest paid individuals of the Groups during the year are directors, details of whose remuneration are set out as above. The emoluments of the remaining two (2018: three) highest paid employees who are neither director nor chief executive of the Company. The salaries and other benefits, discretionary bonuses, share-based payment expenses and retirement benefits scheme contributions of those two (2018: three) employees for the year ended 31 December 2019 are HK\$999,000, HK\$190,000, HK\$58,000 and HK\$45,000, respectively (2018: HK\$1,572,000, HK\$321,000, HK\$71,000 and HK\$66,000, respectively).

15. EMPLOYEES' EMOLUMENTS

Of the five (2018: five) employees with the highest emoluments in the Groups, two (2018: one) were the director and the chief executive of the Trustee-Manager and the Company whose emoluments are included in the disclosures in note 14 above. The emoluments of the remaining three (2018: four) individuals are as follows:

	2019 HK\$'000	2018 HK\$'000
Salaries and other benefits	1,205	1,725
Discretionary bonuses	195	332
Share-based payment expenses	58	71
Retirement benefits scheme contributions	56	74
	1,514	2,202

	2019 Number of employees	2018 Number of employees
Bands:		
Nil – HK\$1,000,000	3	4

Discretionary bonus is determined with reference to the Groups' operating results and individual performance.

16. BASIC AND DILUTED (LOSS) EARNINGS PER SHARE STAPLED UNIT

The calculation of basic and diluted (loss) earnings per Share Stapled Unit attributable to holders of Share Stapled Units is based on the following data:

	2019 HK\$'000	2018 HK\$'000
Earnings (Loss) profit for the year for the purposes of basic and diluted (loss) earnings per Share Stapled Unit	(2,634,711)	895,640

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

16. BASIC AND DILUTED (LOSS) EARNINGS PER SHARE STAPLED UNIT (CONTINUED)

	2019 '000	2018 '000
Number of Share Stapled Units		
Weighted average number of Share Stapled Units for the purpose of basic and diluted (loss) earnings per Share Stapled Unit	2,126,918	2,104,813

17. PROPERTY, PLANT AND EQUIPMENT

	Leased property HK\$'000 (note)	Furniture and fixtures HK\$'000	Total HK\$'000
COST			
At 1 January 2018 and 31 December 2018	–	55	55
Addition	1,376	–	1,376
Disposal	–	(8)	(8)
At 31 December 2019	1,376	47	1,423
DEPRECIATION			
At 1 January 2018	–	27	27
Depreciation	–	10	10
At 31 December 2018	–	37	37
Depreciation	–	6	6
Eliminated on disposal	–	(3)	(3)
At 31 December 2019	–	40	40
CARRYING VALUES			
At 31 December 2019	1,376	7	1,383
At 31 December 2018	–	18	18

Note: Right-of-use asset is included in the property, plant and equipment.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

17. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Depreciation is provided to write off the cost of property, plant and equipment over their estimated useful lives on the following basis:

Leased property	Over the term of lease
Furniture and fixtures	10% – 20% per annum

18. INVESTMENT PROPERTIES

	2019 HK\$'000	2018 HK\$'000
FAIR VALUE		
At the beginning of the year	20,177,000	19,373,000
Additions	111,441	209,783
(Decrease) increase in fair value recognised in profit or loss	(2,788,441)	594,217
At the end of the year	17,500,000	20,177,000

The fair value of the Groups' investment properties of HK\$17,500,000,000 as at 31 December 2019 (2018: HK\$20,177,000,000) has been arrived at on a basis of valuation carried out by Vigers Appraisal and Consulting Limited, an independent professional property valuer not connected with the Groups.

In estimating the fair value of an asset, the Groups use market-observable data to the extent it is available. Where Level 1 inputs are not available, the Groups engage third party qualified valuers to perform the valuation. Management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. Management reports the valuation report and findings to the Trustee-Manager and the Directors half yearly to explain the cause of fluctuations in the fair value of the assets.

The independent property valuer adopted income approach by using discounted cash flow analysis and market approach by comparison method to arrive at the valuation of investment properties. For income approach, the discounted cash flow analysis for the hotel properties are established based on analysis of historical data and on assumptions about future market conditions affecting supply, demand, income, expenses and the potential of risk. These assumptions determine the earning capability of the hotel properties upon which the pattern of income and expenditures are projected to establish a fair maintainable operating profit on a pre-tax yearly basis by a reasonably efficient operator over a 10-year investment horizon; and the anticipated net operating income stream receivable thereafter is capitalised at appropriate terminal capitalisation rates and adjusted to present value by appropriate discount rate to reflect the capital values beyond the years. For market approach, the comparison method is based on a per room basis on actual sales transactions and offering of comparable properties during the year that have been made, subject to appropriate adjustments made for variable factors, including location and grading. There has been no change to the valuation techniques during the year.

In estimating the fair value of the investment properties, the highest and best use of the investment properties is their current use.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

18. INVESTMENT PROPERTIES (CONTINUED)

The key input used in valuing the investment properties by the independent property valuer under the aforesaid market approach was market selling price per room, which is ranged from HK\$7,097,000 per room to HK\$13,012,000 per room (2018: HK\$8,645,000 per room to HK\$15,120,000 per room). An increase in the market selling price per room used would result in an increase in fair value measurement of the investment properties, and vice versa.

The key inputs used in valuing the investment properties by the independent property valuer under the aforesaid income approach were the discount rates used at 8.50% (2018: 8.00%) and average daily rates, which ranged from HK\$917 to HK\$1,859 (2018: HK\$1,198 to HK\$2,354) per room. An increase in the average daily rate used would result in a slight increase in fair value measurement of the investment properties, and vice versa, holding all other variables constant. The following table details the Groups' sensitivity to a 50 basis points (2018: 50 basis points) increase/decrease in discount rate holding all other variables constant.

	2019		2018	
	50 basis points increase HK\$'000	50 basis points decrease HK\$'000	50 basis points increase HK\$'000	50 basis points decrease HK\$'000
The Langham, Hong Kong	(260,000)	280,000	(300,000)	320,000
Cordis, Hong Kong	(300,000)	320,000	(350,000)	350,000
Eaton HK	(140,000)	140,000	(340,000)	170,000
	(700,000)	740,000	(990,000)	840,000

Details of the Groups' investment properties and information about the fair value hierarchy as at 31 December 2019 and 2018 are as follows:

	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	2019 HK\$'000
The Langham, Hong Kong	–	–	6,475,000	6,475,000
Cordis, Hong Kong	–	–	7,595,000	7,595,000
Eaton HK	–	–	3,430,000	3,430,000
	–	–	17,500,000	17,500,000

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

18. INVESTMENT PROPERTIES (CONTINUED)

	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	2018 HK\$'000
The Langham, Hong Kong	–	–	7,550,000	7,550,000
Cordis, Hong Kong	–	–	8,515,000	8,515,000
Eaton HK	–	–	4,112,000	4,112,000
	–	–	20,177,000	20,177,000

There were no transfers into or out of Level 3 during the year.

The carrying amounts of investment properties comprise properties situated in Hong Kong.

19. DERIVATIVE FINANCIAL INSTRUMENTS

	2019 HK\$'000	2018 HK\$'000
Non-current asset Interest rate swaps	4,645	26,923
Current asset Interest rate swap	8,142	–
Non-current liability Interest rate swap	9,644	8,889

The Groups entered into interest rate swap contracts with The Hongkong and Shanghai Banking Corporation Limited to manage the exposure to the interest rate risk on the Groups' floating-rate borrowings by swapping a proportion of those borrowings from floating rates to fixed rates. No hedge accounting is adopted and there is no offsetting during the year.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

19. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

Major terms of the interest rate swaps are as follows:

Total notional amount	Maturity	Floating interest rate	Fixed interest rate	Interest period
2019 and 2018 HK\$4,000,000,000	November 2020 – June 2022	Hong Kong Interbank Offered Rate ("HIBOR")	1.035% – 2.545%	Monthly

20. DEBTORS, DEPOSITS AND PREPAYMENTS

	2019 HK\$'000	2018 HK\$'000
Receivable from Master Lessee	14,046	63,797
Lease receivable	15	–
Deferred rent receivable	223	122
Other debtor	69	117
Deposits and prepayments	7,791	11,315
	22,144	75,351

Receivable from Master Lessee and lease receivable are payable on presentation of invoices.

Aging analysis of receivables from Master Lessee and lease receivable based on the invoice date at the end of the reporting period is as follows:

	2019 HK\$'000	2018 HK\$'000
Within 3 months	14,061	63,797

Receivable from Master Lessee represents an amount due from a fellow subsidiary of HK\$14,046,000 (2018:HK\$63,797,000) which is unsecured, interest free and payable on presentation of invoices.

Deposits and prepayments mainly consist of deposits paid to contractors for hotels renovation.

Other debtor represents an amount due from a fellow subsidiary of HK\$69,000 (2018: HK\$117,000) which is unsecured, interest-free and payable on presentation of invoices.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

21. BANK BALANCES

As at 31 December 2018, bank balances comprised short term bank deposits carrying interest at prevailing annual deposit rates which ranged from 0.52% to 2.01% per annum.

22. CREDITORS, DEPOSITS AND ACCRUALS

	2019 HK\$'000	2018 HK\$'000
Trade creditors	20,212	41,109
Deposits received	684	654
Construction fee payables	18,697	9,004
Accruals and other payables	17,250	9,875
	56,843	60,642

Aging analysis of creditors based on the invoice date at the end of the reporting period is as follows:

	2019 HK\$'000	2018 HK\$'000
Within 3 months	10,481	25,536
More than 3 months and within 6 months	9,731	15,573
	20,212	41,109

Trade creditors are amounts due to fellow subsidiaries of HK\$20,212,000 (2018: HK\$41,109,000) which are unsecured, interest-free and payable on presentation of invoices.

Included in other construction fee payables are amounts due to fellow subsidiaries of HK\$177,000 (2018: HK\$245,000) which are unsecured, interest-free and payable on presentation of invoices. Included in accruals and other payables are amounts due to fellow subsidiaries of HK\$21,000 (2018: nil) which are unsecured, interest-free and payable on presentation of invoices.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

23. SECURED BANK LOANS

	2019 HK\$'000	2018 HK\$'000
Secured term loans	6,800,000	6,800,000
Secured revolving loans	352,000	165,000
Loan front-end fee	(44,334)	(25,403)
	7,107,666	6,939,597
Less: Amount due within one year shown under current liabilities	(352,000)	(165,000)
Amount due after one year	6,755,666	6,774,597

The maturity of the above loans based on scheduled repayment terms is as follows:

	2019 HK\$'000	2018 HK\$'000
Within one year	352,000	165,000
More than one year but not exceeding two years	–	6,774,597
More than three years but not exceeding four years	6,755,666	–
	7,107,666	6,939,597

Secured term loans of HK\$6,800,000,000 (2018: HK\$6,800,000,000) are variable-rate borrowings, bearing interest at HIBOR plus 0.83% (2018: HIBOR plus 0.98%) per annum and are repayable in one lump sum on maturity date which will fall due in 2023 (2018: 2020). Secured revolving loans of HK\$352,000,000 (2018: HK\$165,000,000) are variable rate borrowings, bearing interest at HIBOR plus 0.83% (2018: HIBOR plus 0.98%) per annum and are repayable in 2020 (2018: 2019). All bank loans are secured by the Groups' investment properties.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

24. LEASE LIABILITIES

Lease liabilities payable:

	2019 HK\$'000
Within one year	536
More than one year but not exceeding two years	555
More than two years but not exceeding three years	285
	1,376
Less: Amount due for settlement within one year shown under current liabilities	(536)
Amount due for settlement after one year shown under non-current liabilities	840

25. DEFERRED TAX LIABILITIES

The following are the deferred tax liabilities (assets) recognised and movements thereon during the current and prior years:

	Accelerated tax depreciation HK\$'000	Tax losses HK\$'000	Total HK\$'000
At 1 January 2018	329,192	–	329,192
Charge (credit) to profit or loss	38,932	(6,053)	32,879
Underprovision in prior years	304	–	304
At 31 December 2018	368,428	(6,053)	362,375
Charge (credit) to profit or loss	35,617	(5,637)	29,980
Under(over)provision in prior years	100	(100)	–
At 31 December 2019	404,145	(11,790)	392,355

At the end of the reporting period, the Groups have unutilised tax losses of HK\$71,455,000 (2018: HK\$36,684,000) available for offset against future profits. A deferred tax asset has been recognised in respect of HK\$71,455,000 (2018: HK\$36,684,000) of such losses.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

26. ISSUED CAPITAL/UNITS

	Number of shares/units	Nominal value HK\$
Authorised: Ordinary shares of HK\$0.0005 each At 1 January 2018, 31 December 2018 and 2019	5,000,000,000	2,500,000
Preference shares of HK\$0.0005 each At 1 January 2018, 31 December 2018 and 2019	5,000,000,000	2,500,000

Units issued/share capital issued and fully paid:

Share Stapled Units

In accordance with the Trust Deed and the Company's articles of association, the number of ordinary shares and preference shares of the Company must be the same at all times and must be equal to the number of Share Stapled Units. Hence, the movement of the number of Share Stapled Units is the same as that of the ordinary shares and preference shares as shown below.

	Number of shares	Nominal value HK\$
Ordinary shares of HK\$0.0005 each (note a)		
At 1 January 2018	2,088,423,083	1,044,212
Issue of ordinary shares as payment of hotel management fees and licence fee (note b)	10,660,355	5,330
Issue of ordinary shares as payment of hotel management fees and licence fee (note b)	10,632,501	5,316
At 31 December 2018	2,109,715,939	1,054,858
Issue of ordinary shares as payment of hotel management fees and licence fee (note b)	12,046,202	6,023
Issue of ordinary shares as payment of hotel management fees and licence fee (note b)	13,844,354	6,922
At 31 December 2019	2,135,606,495	1,067,803

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

26. ISSUED CAPITAL/UNITS (CONTINUED)

	Number of shares	Nominal value HK\$
Preference shares of HK\$0.0005 each (note c)		
At 1 January 2018	2,088,423,083	1,044,212
Issue of preference shares as payment of hotel management fees and licence fee (note b)	10,660,355	5,330
Issue of preference shares as payment of hotel management fees and licence fee (note b)	10,632,501	5,316
At 31 December 2018	2,109,715,939	1,054,858
Issue of preference shares as payment of hotel management fees and licence fee (note b)	12,046,202	6,023
Issue of preference shares as payment of hotel management fees and licence fee (note b)	13,844,354	6,922
At 31 December 2019	2,135,606,495	1,067,803
	2019	2018
	HK\$'000	HK\$'000
Issued capital/unit as shown in the consolidated financial statements	2,136	2,110

Notes:

- (a) All of the issued ordinary shares of the Company are held by the Trustee-Manager as legal owner in its capacity as trustee-manager of the Trust.
- (b) Details of Share Stapled Units issued for both years as payment of hotel management fees and licence fee are as follows (see notes 32 and 36(c)):

Issue date	Relevant period	Issue price HK\$	Aggregate issue price HK\$'000	Number of shares
21 February 2018	1 July 2017 to 31 December 2017	3.373	35,957	10,660,355
23 August 2018	1 January 2018 to 30 June 2018	3.102	32,982	10,632,501
1 March 2019	1 July 2018 to 31 December 2018	3.250	39,150	12,046,202
22 August 2019	1 January 2019 to 30 June 2019	2.530	35,026	13,844,354

- (c) The preference shares issued are components of the Share Stapled Units and have no rights to dividends, distributions or other payment from the Company except in case of the winding up of the Company, or if the Trust is terminated, the preference shares would be redeemed on termination at their par value.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

27. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

	2019 HK\$'000	2018 HK\$'000
Non-current assets		
Investments in subsidiaries	1,069,648	872,173
Amounts due from subsidiaries	7,129,066	7,491,010
	8,198,714	8,363,183
Current assets		
Prepayments	404	117
Bank balances	375	1,868
	779	1,985
Current liability		
Accruals and other payable	1,242	1,052
Net current (liabilities) assets	(463)	933
Non-current liability		
Amount due to a subsidiary	1,883	44
NET ASSETS	8,196,368	8,364,072
Capital and reserves		
Issued capital	2,136	2,110
Reserves	8,194,232	8,361,962
TOTAL EQUITY	8,196,368	8,364,072

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

27. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (CONTINUED)

	Share premium HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 1 January 2018	8,064,518	530,072	8,594,590
Distribution paid	(417,323)	–	(417,323)
Issue of Share Stapled Units (see notes 26 and 32)	68,918	–	68,918
Profit and total comprehensive income for the year	–	115,777	115,777
At 31 December 2018	7,716,113	645,849	8,361,962
Distribution paid	(408,583)	–	(408,583)
Issue of Share Stapled Units (see notes 26 and 32)	74,150	–	74,150
Profit and total comprehensive income for the year	–	166,703	166,703
At 31 December 2019	7,381,680	812,552	8,194,232

28. CAPITAL RISK MANAGEMENT POLICIES AND OBJECTIVES

The Groups manage their capital to ensure that entities in the Groups will be able to continue as a going concern while maximising the return to holders of Share Stapled Units through the optimisation of the debt and equity balances. The Groups' overall strategy remains unchanged from prior year.

The capital structure of the Groups consists of debt, which includes bank loans disclosed in note 23, net of cash and cash equivalents and equity attributable to holders of Share Stapled Units, comprising issued share capital, reserves and retained profits. The capital structure of the Trust and the Company consists of equity attributable to holders of Share Stapled Units, comprising issued share capital/units, reserves and retained profits.

The Trustee-Manager and the Directors review the capital structure on a regular basis. As part of this review, the Trustee-Manager and the Directors consider the cost of capital and the risks associates with each class of capital. Based on recommendations of the Trustee-Manager and Directors, the Groups will balance its overall capital structure through new share issues.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

29. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	2019 HK\$'000	2018 HK\$'000
Financial assets		
<i>Derivative financial instrument</i>		
Interest rate swaps	12,787	26,923
<i>Financial assets at amortised cost</i>		
Receivable from Master Lessee	14,046	63,797
Lease receivable	15	–
Other debtor	69	117
Bank balances	75,732	86,881
	89,862	150,795
	102,649	177,718
Financial liabilities		
<i>Derivative financial instrument</i>		
Interest rate swap	9,644	8,889
<i>Financial liabilities at amortised cost</i>		
Trade creditors	20,212	41,109
Construction fee payables	18,697	9,004
Other payables	12,381	6,607
Secured bank loans	7,107,666	6,939,597
	7,158,956	6,996,317
	7,168,600	7,005,206

(b) Financial risk management objectives and policies

The Groups' major financial instruments include derivative financial instruments, receivable from Master Lessee, lease receivable, other debtor, bank balances, trade creditors, other payables, construction fee payables and secured bank loans. Details of the financial instruments are disclosed in respective notes. The risks associated with the Groups' financial instruments include market risk (currency risk and interest rate risk), credit risk and impairment assessment and liquidity risk. The policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Market risk

(i) *Currency risk*

The Groups have foreign currency bank balances, which expose the Groups to foreign currency risk.

The carrying amounts of the Groups' foreign currency denominated monetary assets at the end of the reporting period are as follows:

	2019 HK\$'000	2018 HK\$'000
Renminbi	2	2
United States dollar	16	16

The Groups manage the foreign currency risk by closely monitoring the movement of the foreign currency rate.

(ii) *Interest rate risk*

The Groups are exposed to cash flow interest rate risk in relation to pay-fixed/receive-floating interest rate swaps, bank deposits and variable-rate secured bank loans. Interest rate risk is managed by the management on an ongoing basis with the primary objective of limiting the extent to which net interest expense could be affected by adverse movements in interest rates. Interest rate risk on bank deposits is considered immaterial and therefore has been excluded from the sensitivity analysis below. The Groups' cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR arising from the Groups' pay-fixed/receive-floating interest rate swaps and variable-rate secured bank loans.

Interest rate sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis points (2018: 50 basis points) increase or decrease in pay-fixed/receive-floating interest rate swaps and secure bank loans is used which represents management's assessment of the effect from possible change in interest rates.

If the interest rates had been 50 basis points (2018: 50 basis points) higher or lower and all other variables were held constant, the Groups' profit for the year would decrease/increase by HK\$14,368,000 (2018: HK\$10,378,000). This is mainly attributable to the Groups' exposure to interest rates on its floating rate secured bank loans and the changes in fair value of pay-fixed/receive-floating interest rate swaps.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment

The Groups' maximum exposure to credit risk which will cause a financial loss to the Groups due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The Groups measure the loss allowance on liquid funds equal to 12m ECL. The credit risk on liquid funds is limited because counterparties are banks with external credit rating of at least A1 assigned by international credit-rating agencies.

With respect to credit risk arising from the Groups' receivable from Master Lessee, the Groups' exposure to credit risk arising from default of the counterparty is limited as the counterparty has good history of repayment and the Groups do not expect to incur a significant loss arising from receivable from Master Lessee. In addition, the Groups perform impairment assessment under ECL model upon application of HKFRS 9. In this regard, the Trustee-Manager and the Directors consider that the Groups' credit risk is significantly reduced.

The Groups have concentration of credit risk as receivable from Master Lessee was due from a debtor.

Other than concentration of credit risk on receivable from Master Lessee and liquid funds, which are deposited with several banks with external credit rating of at least A1, the Groups do not have any other significant concentration of credit risk.

The credit risk on derivative financial instrument is limited because the counterparty is a bank with external credit rating of at least A1 assigned by an international credit-rating agency.

Based on the ECL assessment, the credit exposures for all the financial assets, which are subject to ECL assessment, are considered as low risk because the counterparties have a low risk of default and does not have material past-due amounts. During the year ended 31 December 2019 and 2018, no loss allowance provision for the amounts was recognised.

Liquidity risk

In management of the liquidity risk, the Groups monitor and maintain a level of cash and cash equivalents deemed adequate by management to finance the Groups' operations and mitigate the effects of fluctuations in cash flows. Management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

Liquidity risk analysis

The following table details the Groups' contractual maturity for their non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities on the earliest date on which the Groups can be required to pay. The maturity dates for non-derivative financial liabilities are based on the agreed repayment dates.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

Liquidity risk analysis (continued)

The table includes both interest and principal cash flows. To the extent that interest flows are floating rates, the undiscounted amount is derived from the interest rate at the end of the reporting period.

	Weighted average interest rate %	On demand or less than 3 months HK\$'000	3 months to 1 year HK\$'000	1 year to 2 years HK\$'000	2 to 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount at 31 December 2019 HK\$'000
Non-derivative financial liabilities							
Trade creditors	N/A	20,212	–	–	–	20,212	20,212
Construction fee payables	N/A	18,697	–	–	–	18,697	18,697
Other payables	N/A	12,381	–	–	–	12,381	12,381
Secured bank loans – variable rate	2.77	399,090	141,270	188,360	7,165,367	7,894,087	7,107,666
		450,380	141,270	188,360	7,165,367	7,945,377	7,158,956
Lease liabilities	3.53	536	555	285	–	1,376	1,376
		450,916	141,825	188,645	7,165,367	7,946,753	7,160,332

	Weighted average interest rate %	On demand or less than 3 months HK\$'000	3 months to 1 year HK\$'000	1 year to 2 years HK\$'000	2 to 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount at 31 December 2018 HK\$'000
Non-derivative financial liabilities							
Trade creditors	N/A	41,109	–	–	–	41,109	41,109
Construction fee payables	N/A	3,686	5,318	–	–	9,004	9,004
Other payables	N/A	6,607	–	–	–	6,607	6,607
Secured bank loans – variable rate	2.28	203,760	116,280	6,863,541	–	7,183,581	6,939,597
		255,162	121,598	6,863,541	–	7,240,301	6,996,317

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

29. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

Liquidity risk analysis (continued)

In addition, the following table details the Groups' liquidity analysis for its derivative financial instruments based on its contractual maturity. For derivative financial instrument settled on a net basis, undiscounted cash inflows (outflows) are presented. When the amount payable is not fixed, the amount disclosed has been determined by reference to the projected interest rates as illustrated by the yield curves existing at the reporting date.

	Less than 3 months HK\$'000	3 months to 1 year HK\$'000	1 to 2 years HK\$'000	2 to 5 years HK\$'000	Total Undiscounted cash flows HK\$'000	Carrying amount at 31 December HK\$'000
2019						
Derivatives net settlement						
Interest rate swaps	8,738	1,949	(5,352)	(2,130)	3,205	3,143
2018						
Derivatives net settlement						
Interest rate swaps	5,330	3,400	9,959	(982)	17,707	18,034

(c) Fair value

The fair value of the financial asset and the financial liability representing derivative financial instruments are determined as detailed in note 29(d).

The fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on a discounted cash flow analysis. The Trustee-Manager and the Directors consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate to their fair values.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

29. FINANCIAL INSTRUMENTS (CONTINUED)

(d) Fair value measurements of financial instruments

One of the Groups' financial assets and one of the financial liabilities are measured at fair value at the end of the reporting period. The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
As at 31 December 2019				
<i>Derivative financial instruments</i>				
Asset				
Interest rate swaps	–	12,787	–	12,787
Liability				
Interest rate swap	–	9,644	–	9,644
As at 31 December 2018				
<i>Derivative financial instruments</i>				
Asset				
Interest rate swaps	–	26,923	–	26,923
Liability				
Interest rate swap	–	8,889	–	8,889

There were no transfers between Levels 1 and 2 in the current year.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

29. FINANCIAL INSTRUMENTS (CONTINUED)

(d) Fair value measurements of financial instruments (continued)

The following table gives information about how the fair value of the financial assets and financial liability are determined (in particular, the valuation techniques and inputs used).

Financial asset (liability)	Fair value as at		Fair value hierarchy	Valuation technique and key inputs
	31 December 2019 HK\$'000	2018 HK\$'000		
Interest rate swaps classified as non- current asset	4,645	26,923	Level 2	Discounted cash flow. Future cash flows are estimated based on interest rates (from observable interest rates at the end of the reporting period) and contracted rates discounted at a rate that reflects the credit risk of the counterparties.
Interest rate swap classified as current asset	8,142	–	Level 2	Discounted cash flow. Future cash flows are estimated based on interest rates (from observable interest rates at the end of the reporting period) and contracted rates discounted at a rate that reflects the credit risk of the counterparties.
Interest rate swap classified as non- current liability	(9,644)	(8,889)	Level 2	Discounted cash flow. Future cash flows are estimated based on interest rates (from observable interest rates at the end of the reporting period) and contracted rates discounted at a rate that reflects the credit risk of the counterparties.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

29. FINANCIAL INSTRUMENTS (CONTINUED)

(e) Financial assets and financial liabilities subject to enforceable master netting arrangements

The Groups have entered certain derivative transactions that are covered by the International Swaps and Derivatives Association Master Agreements ("ISDA Agreements") signed with a bank. These derivative instruments are not offset in the consolidated statement of financial position as the ISDA Agreements are in place with a right of set off only in the event of default, insolvency or bankruptcy so that the Groups currently have no legally enforceable right to set off the recognised amounts.

As at 31 December 2019, the gross amount of financial assets and financial liabilities that are subject to enforceable master netting arrangements are HK\$12,787,000 (2018: HK\$26,923,000) and HK\$9,644,000 (2018: HK\$8,889,000) respectively. No deposit was placed with the counterparty.

30. PLEDGE OF ASSETS

At 31 December 2019 and 2018, all of the Groups' investment properties have been pledged to secure banking facilities granted to the Groups.

31. RECONCILIATION OF LIABILITIES AND RELATED ASSETS ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Groups' liabilities and related assets 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 Groups' consolidated statement of cash flows as cash flows from financing activities.

	Interest payable HK\$'000	Secured bank loans HK\$'000	Derivative financial instruments HK\$'000	Distribution payable HK\$'000	Total HK\$'000
At 1 January 2018	5,630	6,756,597	(28,224)	–	6,734,003
Cash flows	(169,000)	165,000	–	(417,323)	(421,323)
Interest expense	169,975	–	–	–	169,975
Other changes					
Front-end fees amortisation	–	18,000	–	–	18,000
Fair value adjustments	–	–	10,190	–	10,190
Distribution declared	–	–	–	417,323	417,323
At 31 December 2018	6,605	6,939,597	(18,034)	–	6,928,168
Net cash flows	(184,727)	142,000	–	(408,583)	(451,310)
Interest expense	190,393	–	–	–	190,393
Other changes					
Front-end fees amortisation	–	26,069	–	–	26,069
Fair value adjustments	–	–	14,891	–	14,891
Distribution declared	–	–	–	408,583	408,583
At 31 December 2019	12,271	7,107,666	(3,143)	–	7,116,794

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

32. MAJOR NON-CASH TRANSACTIONS

The Groups incurred hotel management fees and licence fee payable to Langham Hotels International Limited for the year ended 31 December 2019 of HK\$54,651,000 (2018: HK\$72,132,000) (see note 36(c)), of which HK\$35,026,000 (2018: HK\$32,982,000) was settled by Share Stapled Units. The remaining balance of HK\$19,625,000 (2018: HK\$39,150,000) will also be settled by Share Stapled Units subsequent to the end of the reporting period.

33. COMMITMENTS

At 31 December 2019, the Groups had authorised capital expenditures for investment properties which were not provided for in these consolidated financial statements amounting to HK\$4,330,000 (2018: HK\$49,293,000) of which HK\$2,495,000 (2018: HK\$42,195,000) were contracted for.

Other than that, the Groups did not have any significant commitments at the end of the reporting period.

34. OPERATING LEASE COMMITMENTS

The Groups as lessor

Minimum lease payments receivable on leases are as follows:

	2019 HK\$'000
With Master Lessee	
Within one year	225,000
In the second to fifth year	675,000
	900,000
With other tenants	
Within one year	1,594
In the second to fifth year	3,914
	5,508

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

34. OPERATING LEASE COMMITMENTS (CONTINUED)

The Groups as lessor (continued)

The Groups have contracted with Master Lessee and other tenant for the following future minimum lease payments under non-cancellable operating leases in respect of rented premises which fall due as follows:

	2018 HK\$'000
With Master Lessee	
Within one year	225,000
In the second to fifth year	–
	225,000
With other tenant	
Within one year	550
In the second to fifth year	794
	1,344

Leases in respect of the retail shops in Eaton HK are negotiated for a term of three to five years at fixed monthly rentals. For the master lease agreements (see note 36(a)), the leases are negotiated for a term of 14 years from the Listing Date. From commencement date to 31 December 2019 (the "First Period"), leases in respect of the Hotels are negotiated at fixed annual base rent and variable rent based on 70% of the Hotels' aggregate gross operating profit before deduction of global marketing fees. From 1 January 2020 to 31 December 2023 (the "Second Period") and 1 January 2024 to expiry date of lease term (the "Third Period"), the leases are negotiated with reference to market rental to be determined by independent property valuer. It was determined in 2019 that fixed annual base rent of the Second Period will remain the same as the First Period and variable rent of the Second Period will be calculated on the same basis of the First Period. The above future minimum lease payments only include base rent of the Second Period (2018: First Period) as the variable rent of the Second Period (2018: First Period) cannot be determined as of the date of approval of the consolidated financial statements. In addition, for the Third Period (2018: the Second and Third Period), the rentals will be determined by the independent property valuer prior to the commencement of the respective periods, which may be subject to unitholders' approval of the Trust and the Company and cannot be determined as of the date of approval of the consolidated financial statements.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

34. OPERATING LEASE COMMITMENTS (CONTINUED)

The Groups as lessee

At the end of the reporting period, the Groups had outstanding commitments under non-cancellable operating leases in respect of rented premises which fall due as follows:

	2018 HK\$'000
With Moon Yik Company, Limited, a fellow subsidiary	
Within one year	682
In the second to fifth year	20
	702
With other landlords	
Within one year	258

Leases are negotiated for a term of three years and rentals are fixed over the respective leases.

35. RETIREMENT BENEFITS SCHEME

The Groups operate a Mandatory Provident Fund Scheme for all qualifying employees. The Groups are required to contribute 5% to 10%, while the employees are required to contribute 5% of their salaries to the scheme, capped at HK\$1,500 effective from 1 June 2014.

Total contributions to retirement fund schemes for the year ended 31 December 2019 charged to the consolidated statement of profit or loss and other comprehensive income amounted to HK\$76,000 (2018: HK\$74,000).

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

36. CONNECTED AND RELATED PARTY DISCLOSURES

Other than as disclosed in notes 12, 20, 22, 32 and 34, the Groups had the following significant transactions with related parties during the year. All of the following related parties are subsidiaries of Great Eagle Holdings Limited, the ultimate holding company, and Dr. Lo Ka Shui, Director of the Company, is a substantial shareholder, the chairman and managing director of Great Eagle Holdings Limited. The transactions were carried out in the normal course of the Groups' business on terms mutually agreed between the parties. The following significant transactions are connected transactions and the following related parties are connected parties of the Groups as defined in the chapter 14A of the Listing Rules.

	Notes	2019 HK\$'000	2018 HK\$'000
Rental income and related service fees income Master Lessee	(a)	550,420	706,208
Management fee income GE Hospitality Asset Management Limited	(b)	69	–
Hotel management fees and licence fee Langham Hotels International Limited	(c)	54,651	72,132
Global marketing fee Langham Hotels Services Limited	(d)	13,545	18,951
Property management services fee The Great Eagle Properties Management Company, Limited	(e)	2,816	2,248
Rental expenses Clever Gain Investment Limited	(f)	16	–
Moon Yik Company, Limited	(g)	682	682
Lease agency fee The Great Eagle Estate Agents Limited	(h)	147	57
Administrative support service fee The Great Eagle Company, Limited	(i)	960	960
Procurement services fee Champion Global Services Limited	(j)	135	650
Project management services fee The Great Eagle Development and Project Management Limited	(k)	219	2,688
Design and construction contracting services fee Toptech Company Limited	(l)	695	4
Staff laundry services fee Master Lessee	(m)	–	2
Hotel accommodation expenses Master Lessee	(n)	–	127

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

36. CONNECTED AND RELATED PARTY DISCLOSURES (CONTINUED)

Notes:

- (a) For the purpose of connected and related party disclosures, rental income and related service fees income that charged to Master Lessee in accordance with the master lease agreement has been presented before netting with service fees (including hotel management fees, licence fee and global marketing fee) of HK\$68,196,000 (2018: HK\$91,083,000). Under the master lease agreement, the Master Lessee has agreed to pay an aggregate fixed base rent of HK\$225 million per annum (pro rata for any period of less than one year) and a variable rent for the whole term. Annual base rent was HK\$225 million for the year ended 31 December 2019. Variable rent payable was recorded based on 70% of the Hotels' aggregate gross operating profit before deduction of global marketing fee of HK\$464,885,000 (2018: HK\$687,440,000) earned by Master Lessee.

A reconciliation between the Hotels' aggregate gross operating profit and the Groups' segment profit and calculation of variable rent are shown as follows:

	2019 HK\$'000	2018 HK\$'000
Hotels' aggregate gross operating profit before deduction of global marketing fee	464,885	687,440
70% thereon, variable rent (before netting with services fees)	325,420	481,208
Base rent	225,000	225,000
Add:		
Rental income from retail shops in Eaton HK	1,659	375
Groups' segment revenue	552,079	706,583
Less:		
Service fees		
– Hotel management fees (i.e. base fee and incentive fee)	(41,142)	(55,834)
– Licence fee	(13,509)	(16,298)
– Global marketing fee	(13,545)	(18,951)
Property taxes, rates and insurance	(30,672)	(27,409)
Other deductions	(4,912)	(1,089)
Groups' segment profit	448,299	587,002

- (b) The management fees income was charged to GE Hospitality Asset Management Limited for its share of administration expenses.
- (c) Langham Hotels International Limited is entitled, in accordance with hotel management agreements, to (i) a base fee of 1.5% of the total revenue of the relevant hotels; (ii) licence fee of 1% of the total revenue of the relevant hotels (payable under the trademark licence agreements); and (iii) an incentive fee of 5% of the adjusted gross operating profit (i.e. Hotels' gross operating profit less the base fee and the licence fee) of the relevant hotels. The hotel management fees and licence fee would be settled by Share Stapled Units (see notes 26 and 32).

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

36. CONNECTED AND RELATED PARTY DISCLOSURES (CONTINUED)

Notes: (continued)

(c) (continued)

	2019 HK\$'000	2018 HK\$'000
(A) Total revenue of relevant hotels	1,350,885	1,629,798
(B) Adjusted Hotels' aggregate gross operating profit	417,568	627,744
(i) Base fee (A x 1.5%)	20,263	24,447
(ii) Licence fee (A x 1%)	13,509	16,298
(iii) Incentive fee (B x 5%)	20,879	31,387
Total fees	54,651	72,132

- (d) Global marketing fee was payable on a fixed percentage of 2% of the total room revenue of the relevant hotels (i.e. HK\$677,256,000 (2018: HK\$947,528,000)) under centralised services fees and marketing agreements.
- (e) The annual management services fee payable is determined based on the annual budget prepared by The Great Eagle Properties Management Company, Limited, taking into account the actual cost incurred, plus remuneration to The Great Eagle Properties Management Company, Limited, and the management shares allocated to Cordis, Hong Kong in respect of the lot of land on which it is situated.
- (f) The rental was charged by Clever Gain Investment Limited for venue of annual general meeting at Yat Tung Heen.
- (g) Rental expenses were payable to Moon Yik Company, Limited for leasing an office premises at Suite 2702, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong.
- (h) Lease agency fee was charged at the rate of 4% of the monthly rental income receivable from Eaton HK's retail shops plus an amount equivalent to a month's rental income arising from the leasing of the relevant retail shops for new leases.
- (i) The fee was charged on cost sharing basis and allocated to the Groups according to time spent by relevant personnel of The Great Eagle Company, Limited on the businesses of the Groups and the related share of administrative costs.
- (j) Procurement services fee at a rate of 5% of (a) the respective budgeted sums of furniture, fixtures and equipment categories for hotel renovation and operating supplies and equipment categories for hotel renovation and (b) the actual amount of the purchase orders for furniture, fixtures and equipment and operating supplies and equipment categories for hotel maintenance and miscellaneous categories.
- (k) Project management services fee at a rate of 3% of the actual amount of the construction cost for renovation of the Hotels as certified by project quantity surveyor or other consultants.
- (l) The contract sum for the work of design and construction contracting services shall be negotiated on an arm's length basis and determined between Keyesen Engineering Company, Limited and/or its associated companies and the Groups subject to tender or price comparison process to be arranged by the Groups in accordance with its internal control policy.
- (m) Staff laundry services fee was payable to Master Lessee for staff laundry services.
- (n) The hotel accommodation expenses were paid to Master Lessee for the hotel accommodation of the designers of Eaton HK renovation.
- (o) Pursuant to a distribution entitlement waiver deed, LHIL Assets Holdings Limited has agreed to waive its entitlement to receive any distributions payable of the Share Stapled Units held by it and the waiver deed expired by the end of 2017. For the year ended 31 December 2018, net amount of HK\$2,927,000 was waived by LHIL Assets Holdings Limited and its fellow subsidiaries.

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

36. CONNECTED AND RELATED PARTY DISCLOSURES (CONTINUED)

The remuneration of Directors and chief executives during the year was as follows:

	2019 HK\$'000	2018 HK\$'000
Short-term benefits	4,017	3,905
Post-employment benefits	12	–
	4,029	3,905

The remuneration of Directors and chief executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

37. EVENTS AFTER THE REPORTING PERIOD

After the year ended 31 December 2019, a subsidiary of the Company entered into a new lease agreement for the use of a property for 3 years. The outbreak of the novel coronavirus (Covid-19) has led to a dramatically slow-down in travelling to Hong Kong and is severely affecting both accommodation and food and beverage businesses of the Group. Given the ongoing nature of these circumstances, the related impact on the consolidated results of operations, cash flow and financial condition of the Trust, the Company and its subsidiaries could not be reasonably estimated at this stage and will be reflected in their 2020 interim and annual consolidated financial statements.

38. PARTICULARS OF THE SUBSIDIARIES

Details of the Company's subsidiaries at 31 December 2019 and 2018 are set out below:

Direct subsidiaries	Issued and paid up equity share capital	Principal activities	Percentage of issued equity share capital held by the Company	
			2019	2018
– incorporated in the British Virgin Islands:				
LHIL Properties Limited	1 share of US\$1	Investment holding	100%	100%
LHIL Treasury Holdings Limited	1 share of US\$1	Investment holding	100%	100%

NOTES TO THE TRUST AND THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

38. PARTICULARS OF THE SUBSIDIARIES (CONTINUED)

Direct subsidiary	Number of shares	Share capital issued	Principal activities	Percentage of issued equity share capital held by the Company	
		Issued and paid up share capital HK\$		2019	2018
– incorporated and operating in Hong Kong:					
LHIL Company Limited	1	1	Provision for administrative services	100%	100%

Indirect subsidiaries	Issued and paid up equity share capital	Principal activities	Percentage of issued equity share capital held by the Company	
			2019	2018
– incorporated in the British Virgin Islands:				
Braveforce Investments Limited	1 share of US\$1	Investment holding	100%	100%
LHIL Finance Holdings Limited	1 share of US\$1	Investment holding	100%	100%
LHIL (EHK) Limited	1 share of US\$1	Investment holding	100%	100%
LHIL (LHK) Limited	1 share of US\$1	Investment holding	100%	100%
LHIL (Cordis) Limited	1 share of US\$1	Investment holding	100%	100%
Rowan Enterprises Limited	1 share of US\$1	Investment holding	100%	100%
– incorporated in Liberia:				
Baxter Investment Limited	500 shares of US\$1 each	Investment holding	100%	100%
Glendive Investment Limited	500 shares of US\$1 each	Investment holding	100%	100%

Indirect subsidiaries	Number of shares	Share capital issued	Principal activities	Percentage of issued equity share capital held by the Company	
		Issued and paid up share capital HK\$		2019	2018
– incorporated and operating in Hong Kong:					
Grow On Development Limited	5,000	5,000	Property investment	100%	100%
Harvest Star International Limited	2	2	Property investment	100%	100%
Cordis Hong Kong Limited	2	2	Property investment	100%	100%
LHIL Finance Limited	1	1	Financing	100%	100%
LHIL Treasury (HK) Limited	1	1	Financing	100%	100%
LHIL Treasury Company Limited	1	1	Treasury management	100%	100%

None of the subsidiaries had any debt securities subsisting at 31 December 2019 and 2018 or at any time during the year.

INDEPENDENT AUDITOR'S REPORT OF LHIL MANAGER LIMITED

Deloitte.

德勤

TO THE MEMBER OF LHIL MANAGER LIMITED

(incorporated in Hong Kong with limited liability)

Opinion

We have audited the financial statements of LHIL Manager Limited (the "Company") set out on pages 155 to 160, which comprise the statement of financial position as at 31 December 2019, and the statement of profit or loss and other comprehensive income and statement of changes in equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements give a true and fair view of the financial position of the Company as at 31 December 2019, and of its financial performance 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 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 Financial Statements section of our report. We are independent of the Company in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

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

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

INDEPENDENT AUDITOR'S REPORT OF LHIL MANAGER LIMITED

Responsibilities of Directors and Those Charged with Governance for the Financial Statements

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

In preparing the financial statements, the Directors are responsible for assessing the Company'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 Company or to cease operations, or have no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- 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 Company'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 OF LHIL MANAGER LIMITED

Auditor's Responsibilities for the Audit of the 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 Company'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 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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

11 February 2020

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME OF LHIL MANAGER LIMITED

For the year ended 31 December 2019

	NOTES	2019 HK\$	2018 HK\$
Revenue		–	–
Administrative expenses		(23,955)	(23,955)
Less: Amount borne by a fellow subsidiary		23,955	23,955
Profit or loss before tax	4	–	–
Income tax	5	–	–
Profit or loss and total comprehensive income/ expense for the year		–	–

STATEMENT OF FINANCIAL POSITION OF LHIL MANAGER LIMITED

At 31 December 2019

	NOTE	2019 HK\$	2018 HK\$
Current asset			
Cash on hand		1	1
NET ASSET		1	1
Capital			
Share capital	6	1	1
TOTAL EQUITY		1	1

The financial statements on pages 155 to 160 were approved and authorised for issue by the Board of Directors on 11 February 2020 and are signed on its behalf by:

LO Ka Shui
DIRECTOR

Brett Stephen BUTCHER
DIRECTOR

STATEMENT OF CHANGES IN EQUITY OF LHIL MANAGER LIMITED

For the year ended 31 December 2019

Share capital
HK\$

At 1 January 2018, 31 December 2018 and 31 December 2019	1
--	---

NOTES TO THE FINANCIAL STATEMENTS OF LHIL MANAGER LIMITED

For the year ended 31 December 2019

1. GENERAL

LHIL Manager Limited (the “Company”) is a limited liability company incorporated in Hong Kong. The Company’s parent company is LHIL Management Limited, a limited liability company incorporated in the British Virgin Islands. The Directors consider the Company’s ultimate holding company to be Great Eagle Holdings Limited, a limited liability company incorporated in Bermuda with its shares listed on The Stock Exchange of Hong Kong Limited. The address of the registered office and the principal place of business of the Company is 33/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong.

The principal activity of the Company is administering Langham Hospitality Investments (the “Trust”), in its capacity as trustee-manager of the Trust.

The costs and expenses of administering the Trust may be deducted from all property and rights of any kind whatsoever which are held on trust for the register holders of units of the Trust, in accordance with the terms of the deed of trust dated 8 May 2013 constituting the Trust entered into between the Company and Langham Hospitality Investments Limited (the “Trust Deed”) but, commensurate with its specific and limited role, the Company will not receive any fee for administering the Trust.

The Company had no income for both years, thus the distribution statement is not presented.

The financial statements are presented in Hong Kong dollar, which is also the functional currency of the Company.

The Company had no cash transaction during the year as all of its transactions were settled through inter-company current account, thus the statement of cash flows is not presented.

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

New and amendments to HKFRSs that are mandatorily effective for the current year

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

HKFRS 16	Leases
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015-2017 Cycle

The application of new and amendments to HKFRSs in the current year has had no material impact on the Company’s financial performance and positions for the current and prior years and/or on the disclosures set out in these financial statements.

NOTES TO THE FINANCIAL STATEMENTS OF LHIL MANAGER LIMITED

For the year ended 31 December 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 Company has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17	Insurance Contracts ¹
Amendments to HKFRS 3	Definition of a Business ²
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 Material ⁴
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform ⁴

¹ Effective for annual periods beginning on or after 1 January 2021.

² 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 1 January 2020.

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

⁴ Effective for annual periods beginning on or after 1 January 2020.

The Directors anticipate that the application of new and amendments to HKFRSs that are not yet effective will have no material impact on the financial statements in the foreseeable future.

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared in accordance with HKFRSs issued by the HKICPA and the Hong Kong Companies Ordinance.

The financial statements have been prepared on the historical cost basis 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 or services.

The significant accounting policies are set out below.

Financial instruments

Financial asset

Financial asset represents cash on hand.

Equity instrument

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

NOTES TO THE FINANCIAL STATEMENTS OF LHIL MANAGER LIMITED

For the year ended 31 December 2019

4. PROFIT OR LOSS BEFORE TAX

	2019 HK\$	2018 HK\$
Profit or loss before tax has been arrived at after charging:		
Auditor's remuneration	20,000	20,000
Directors' remuneration	–	–

5. INCOME TAX

No provision for Hong Kong Profits Tax has been made in the financial statements as the Company did not have any assessable profits for both years.

6. SHARE CAPITAL

	Number of ordinary share	Nominal value HK\$
Issued and fully paid:		
Ordinary share with no par value		
At 1 January 2018, 31 December 2018 and 2019	1	1

7. CAPITAL RISK MANAGEMENT POLICIES AND OBJECTIVES

The Company manages its capital to ensure that the Company will be able to continue as a going concern. The Company's overall strategy remains unchanged from prior year.

The capital structure of the Company consists of equity attributable to shareholder, comprising issued share capital.

The Directors review the capital structure on a regular basis. As part of this review, the Directors consider that the cost of capital and the associated risks. Based on recommendations of the Directors, the Company will balance its overall capital structure through new share issues.

NOTES TO THE FINANCIAL STATEMENTS OF LHIL MANAGER LIMITED

For the year ended 31 December 2019

8. FINANCIAL INSTRUMENT

(a) Category of financial instrument

	2019 HK\$	2018 HK\$
Financial asset		
<i>Financial asset at amortised cost</i>		
Cash on hand	1	1

(b) Financial risk management objective and policy

The Company's financial instrument represents cash on hand. The risk associated with the Company's financial instrument is limited.

9. RELATED PARTY DISCLOSURES

Transaction with a fellow subsidiary is disclosed in the statement of profit or loss and other comprehensive income.

All of the Company's key management personnel are Directors. No directors' emoluments were paid or payable by the Company since the Directors of the Company are not entitled to any remuneration under the terms as set out in their letters of appointment of Directors.

SCHEDULE OF INVESTMENT PROPERTIES

The Trust Group has 100% interest in the investment properties listed below, which are held under medium term leases.

Name and Location	Use	Gross Floor Area (sq.ft.)
The Langham, Hong Kong 8 Peking Road, Tsim Sha Tsui, Kowloon, Hong Kong	Hotel/Commercial	375,000
Cordis, Hong Kong 555 Shanghai Street, Mong Kok, Kowloon, Hong Kong	Hotel	580,000
Eaton HK 380 Nathan Road, Yau Ma Tei, Kowloon, Hong Kong	Hotel/Commercial	339,000

FIVE YEARS' FINANCIAL SUMMARY

	For the year ended 31 December				
	2015 HK\$'000	2016 HK\$'000	2017 HK\$'000	2018 HK\$'000	2019 HK\$'000
RESULTS					
Revenue	597,811	619,351	607,573	615,500	483,883
Profit (loss) before tax	1,518,840	492,869	1,223,368	970,401	(2,586,238)
Income taxes	(76,649)	(83,260)	(77,309)	(74,761)	(48,473)
Profit (loss) for the year attributable to Holders of shares of the Company/Share Stapled Units	1,442,191	409,609	1,146,059	895,640	(2,634,711)
ASSETS AND LIABILITIES					
Total assets	18,803,035	18,823,545	19,617,895	20,366,205	17,612,046
Total liabilities	(7,121,038)	(7,147,002)	(7,206,827)	(7,407,589)	(7,622,259)
Net assets	11,681,997	11,676,543	12,411,068	12,958,616	9,989,787

GLOSSARY OF TERMS

In this Annual Report, unless the context otherwise requires, the following expressions shall have the following meanings:

Terms	Definition
"AGM"	The annual general meeting of the Trust and the Company to be held on a combined basis as a meeting
"Board" or "Board of Directors"	Board of directors of the Trustee-Manager and/or Board of directors of the Company
"Code of Conduct for Securities Transactions"	Code of Conduct regarding Securities Transactions by Directors and Relevant Employees adopted by the Trustee-Manager and the Company
"Company"	Langham Hospitality Investments Limited, a company incorporated in the Cayman Islands as an exempted company with limited liability on 29 January 2013
"Company's Articles"	The amended and restated articles of association of the Company adopted on 22 April 2016 as amended, supplemented, substituted or otherwise modified for the time being in force
"Company Board"	The Board of the Company
"Corporate Governance Code"	Appendix 14 "Corporate Governance Code and Corporate Governance Report" of the Listing Rules
"Distribution Entitlement Waiver Deed"	The deed dated 10 May 2013 entered into among LHIL Assets Holdings Limited, Great Eagle and the Trustee-Manager in relation to the waiver by LHIL Assets Holdings Limited of its entitlement to receive distributions payable by the Trustee- Manager
"Great Eagle"	Great Eagle Holdings Limited (Stock Code: 41), the holding company of the Trust Group holding 63.45% issued Share Stapled Units as at 31 December 2019
"Great Eagle Group"	Great Eagle and its subsidiaries
"Great Eagle ROFR Deed"	The Deed of Right of First Refusal dated 10 May 2013 entered into between Great Eagle and the Company
"Group"	The Company and its subsidiaries
"HKAS"	Hong Kong Accounting Standard
"HKEX"	Hong Kong Exchanges and Clearing Limited
"HKFRS"	Hong Kong Financial Reporting Standard
"HKICPA"	Hong Kong Institute of Certified Public Accountants
"HKTB"	Hong Kong Tourism Board
"Holder(s) of Share Stapled Units" or "Unitholder(s)"	Holder(s) of Share Stapled Units of the Trust and the Company
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Hotel Companies"	The companies which own the Hotels, being Harvest Star International Limited, Cordis Hong Kong Limited and Grow On Development Limited; and "Hotel Company" shall mean any of them

GLOSSARY OF TERMS

“Hotel Manager”	Langham Hotels International Limited, a company incorporated in Hong Kong with limited liability on 30 August 1984 and an indirect wholly-owned subsidiary of Great Eagle
“Hotel(s)”	The Langham, Hong Kong, Cordis, Hong Kong and Eaton HK
“Listing Date”	30 May 2013, being the date of listing of the Share Stapled Units on the Stock Exchange
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Master Lessee”	GE (LHIL) Lessee Limited, a company incorporated in Hong Kong with limited liability on 5 February 2013 and an indirect wholly-owned subsidiary of Great Eagle
“Model Code”	Appendix 10 “Model Code for Securities Transactions by Directors of Listed Issuers” of the Listing Rules
“Registers”	The Share Stapled Units Register, the register of holders of units, the principal and Hong Kong branch registers of members, and the register of beneficial interests as established and maintained by the Trustee-Manager and the Company in accordance with the provisions of the Trust Deed
“RevPAR”	Revenue per available room
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Stapled Unit(s)” or “SSU(s)”	Share stapled unit(s) jointly issued by the Trust and the Company. A share stapled unit is the combination of the following securities or interests in securities which, subject to the provisions in the Trust Deed, can only be dealt with together and may not be dealt with individually or one without the others: <ul style="list-style-type: none"> (a) a unit in the Trust; (b) the beneficial interest in a specifically identified ordinary share of the Company linked to the unit in the Trust and held by the Trustee-Manager; and (c) a specifically identified preference share of the Company stapled to the unit in the Trust
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trust”	Langham Hospitality Investments, as constituted pursuant to the Trust Deed
“Trust Deed”	The trust deed dated 8 May 2013 constituting the Trust, entered into between the Trustee-Manager and the Company and as amended by a first supplemental deed dated 22 April 2016
“Trust Group”	The Trust and the Group
“Trustee-Manager”	LHIL Manager Limited, a company incorporated in Hong Kong with limited liability on 25 January 2013 and an indirect wholly-owned subsidiary of Great Eagle, in its capacity as trustee-manager of the Trust
“Trustee-Manager Board”	The Board of the Trustee-Manager
“Valuer” or “Vigers”	Vigers Appraisal and Consulting Limited, an independent property valuer appointed by the Company pursuant to the Master Lease Agreements

This annual report is available in both English and Chinese versions and has been published on our website at www.langhamhospitality.com and the website “HKExnews” at www.hkexnews.hk.

Where (i) Holders of Share Stapled Units who have chosen to receive or are deemed to have consented to receiving this annual report by electronic means wish to receive printed form of this annual report; or (ii) Holders of Share Stapled Units who have received or chosen to receive printed form wish to receive another language version of this annual report; or (iii) Holders of Share Stapled Units who wish to change their choice of means of receipt or language of our future corporate communications (including but not limited to directors’ report, annual accounts, independent auditor’s report, interim report, notice of meeting and circular), they may at any time send their request by reasonable notice in writing by post or by email to Langham.ecom@langhamhospitality.com or by completing and returning the Change Request Form to the Share Stapled Units Registrar, Computershare Hong Kong Investor Services Limited by using the mailing label on the Change Request Form (postage prepaid if delivered within Hong Kong). The Change Request Form is being sent to Holders of Share Stapled Units together with the printed form of this annual report or written notification (as the case may be).

LANGHAM
HOSPITALITY
INVESTMENTS

(as constituted pursuant to a deed of trust
on 8 May 2013 under the laws of Hong Kong,
the trustee of which is LHIL Manager Limited)

LANGHAM
HOSPITALITY
& INVESTMENTS
LIMITED

(Incorporated in the Cayman Islands with limited liability)



Suite 3001, 30th Floor, Great Eagle Centre,
23 Harbour Road, Wanchai, Hong Kong
Tel: 2186 2500 Fax: 2186 9867

www.langhamhospitality.com

