



HOTEL GRAND CENTRAL LIMITED



ANNUAL REPORT
2019

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CHAIRMAN'S STATEMENT

INTRODUCTION

On behalf of the Board of Directors of Hotel Grand Central Limited, I would like to present the Annual Report and Financial Statements of the Group for the financial year ended 31 December 2019 and the Balance Sheet and Statement of Changes in Equity of the Company as at 31 December 2019.

OPERATIONS AND FINANCIAL REVIEW

GROUP REVENUE

The Group's revenue for the financial year ended 31 December 2019 decreased 4.5% to \$154.7 million (2018: \$162.0 million) compared to the preceding financial year. Once again, the weaker average exchange rates of the Australia and New Zealand dollars compared to last year affected the current financial year's performance. Without the effects of this, revenue for 2019 would have been slightly higher than 2018.

Singapore Revenue

The turnover in Singapore remained largely unchanged over 2018. This was largely due to the softening of occupancy rates because of more hotels opening. Both hotels reported occupancy rates of mid 80%.

Decrease in New Zealand Revenue

New Zealand's revenue was affected by the continued weakening of exchange rate vis-à-vis Singapore dollars as well as the decrease in occupancy recorded by the 262 rooms James Cook Hotel Grand Chancellor Wellington. This was due to the ongoing refurbishment project in that hotel where approximately 70 rooms are taken out of the inventory every 6-8 months period. Initial project completion date scheduled in mid 2021, will be extended due to time loss because New Zealand declared a full month of lock-down from 25th March 2020 because of Covid-19.

The investment properties in New Zealand continued to provide a stable base of income for this segment.

Decrease in Australia Revenue

As a whole, the Australia hotels and investment property performed better than last year. Similar to the situation in New Zealand, the lower average exchange rates compared to last year impacted Australia's revenue.

Decrease in China Revenue

The China revenue decreased during the year due to increased competition and softer market conditions.

Increase in Malaysia Revenue

The Malaysia revenue increased marginally during the year mainly due to higher room occupancy rates.

GROUP EARNINGS

With a relatively flat turnover, and a smaller foreign exchange loss of about \$1.85 million compared to \$5.93 million in the preceding financial year, the Group's profit net of tax remained relatively unchanged at \$26.5 million (2018: \$26.1 million) despite lower revenue.

Overall, the earnings per share of the Group was 3.64 cents compared to 3.70 cents in 2018.

FINANCIAL POSITION

The Group's financial position remained stable as at 31 December 2019 with minimal liabilities.

Its total assets at year-end amounted to \$1.58 billion (2018: \$1.62 billion) and net gearing ratio was effectively Nil as at year-end (2018: Nil).

The Group's net asset per share as at 31 December 2019 was \$1.86 compared with \$1.90 as at 31 December 2018.

CHAIRMAN'S STATEMENT

DIVIDENDS

Your Board recommends for your approval, a final one-tier ordinary dividend of 4.0 cents (same as previous year) per ordinary share, in respect of the financial year ended 31 December 2019.

OTHER MATTERS

TERMINATION OF QUARTERLY REPORTING

In January 2020, the Stock Exchange of Singapore announced their decision to discontinue the mandatory quarterly reporting (QR) requirement for most listed companies. The Company will accordingly cease QR from the first quarter of FY2020 onwards and release only the Group's half-year and full-year financial results. However, we will continue to engage our stakeholders regularly and publish regular updates on key market and industry trends as well other pertinent issues. We will also maintain our practice of announcing all material developments related to the Group as and when necessary.

PROSPECT AND COVID-19

The negative impact of Covid-19 for the Group is significant, in line with world trends.

As reported, Covid-19 started to surface towards the end of December 2019 in Wuhan, China. At the start of 2020, the spread was still limited to China. Therefore, trading level in January for the Singapore properties was on par with the corresponding period in 2019. Unfortunately, as the spread intensified in early February, and when the Singapore Government declared DORSCON Orange on February 7th 2020, all bookings that were looking good and strong in the month started to falter. Many cancellations of group bookings for the traditional Chinese New Year travel set in. The Singapore hotels suffered a drop of more than 30% due to cancellations, in line with the statistics reported by the Singapore Tourism Board. The Group's properties in Australia and New Zealand however, continued to do well for their summer seasons.

By mid-February, the spread became global with Italy and Spain being the first to be severely affected among the other countries outside of China, and they subsequently started to impose travel bans and lock-downs. Following this, many countries followed suit, imposing travel restrictions internally and internationally. When March came, a substantial part of Europe, ASEAN, Australia and New Zealand shut their borders. Drastic virus control measures were not only limited to imposing 14 days stay home order when someone returns home or travel from overseas, some countries went as far as requiring everyone to stop work, close schools, offices and only allowed essential services to operate. As a result of these draconian but much needed measures, the travel industry has been pummeled.

Due to the fact that Covid-19 is a global pandemic, the Group's geographical spread was not able to provide cushion of a worsening market with another. All segments were equally affected and by mid-March; fresh bookings ceased overnight and cancellations continued to flow in. To counter the loss of revenue, the Group initiated cost cutting measures such as releasing all temporary staff and implementing shorter working hours. Parts of certain properties were designated as non-operating floors, or in some cases where a country wide stop work order was issued as in the case of New Zealand, the whole property was shut down to minimize fixed operational costs.

With medical experts and government leaders warning that the battle of Covid-19 is not likely to be over in the short term, we expect our trading environment to remain extremely challenging. Leisure and business travelers may not be returning soon, and further cost cutting measures will need to be undertaken. Meanwhile, the Group's hotels have registered with the relevant government authorities to house medical or other essential workers. These decisions are not taken lightly, but have been weighed carefully so that we do not put any of our staff at risks higher than when they are commuting to work or go about their usual activities.



CHAIRMAN'S STATEMENT

CONCLUSION

In conclusion, on behalf of the Board of Directors, I would like to thank our shareholders, valued customers and all business associates for their continuing support. I would also like to express my sincere thanks to our management and staff for their dedication and hard work throughout the year as well their commitments to work through this Covid-19 crisis.

Tan Eng Teong
Chairman

14 April 2020

CORPORATE DATA

BOARD OF DIRECTORS

Tan Eng Teong (Executive Chairman/Managing Director)
Tan Teck Lin (Executive Director)
Tan Hwa Lian (Executive Director)
Tan Eng How (Non-Independent Non-Executive Director)
Tan Kok Aun (Lead Independent Non-Executive Director)
Fang Swee Peng (Independent Non-Executive Director)
Lim Thian Loong (Independent Non-Executive Director)
Hui Chiu Fung (Independent Non-Executive Director. Appointed on 11 March 2019)

AUDIT COMMITTEE

Tan Kok Aun (Chairman)
Fang Swee Peng
Lim Thian Loong

NOMINATING COMMITTEE

Fang Swee Peng (Chairman)
Tan Teck Lin
Tan Kok Aun

REMUNERATION COMMITTEE

Fang Swee Peng (Chairman since 25 March 2019)
Tan Kok Aun
Lim Thian Loong

COMPANY SECRETARY

Eliza Lim Bee Lian, ACIS

REGISTERED OFFICE

22 Cavenagh Road
Singapore 229617
Tel : 65 6737 9944
Fax : 65 6737 3175
Email: chairman@grandcentral.com.sg
Company No: 196800243H

BANKERS

Australia and New Zealand Banking Group Limited
Hong Kong and Shanghai Banking Corporation Limited
Oversea-Chinese Banking Corporation Limited
United Overseas Bank Limited
The Development Bank of Singapore Limited

SHARE REGISTRAR AND SHARE TRANSFER OFFICE

Boardroom Corporate & Advisory Services Pte Ltd
50 Raffles Place
Singapore Land Tower #32-01
Singapore 048623

AUDITOR

Ernst & Young LLP
One Raffles Quay
North Tower, Level 18
Singapore 048583

Partner in charge: Ken Ong (since financial year ended 31 December 2015)



DIRECTORS' AND SENIOR MANAGEMENT PROFILE

BOARD OF DIRECTORS

Tan Eng Teong is the Chairman and Managing Director of the Company. He has been with the Group since the inception of the Company. Mr. Tan has, over the years, accumulated vast experience in the hotel and travel, property development and investment and manufacturing industries. He is currently the Executive Chairman of Grand Central Enterprises Bhd, a company listed on the Malaysia Securities Exchange Berhad as well as various private companies in Australia, New Zealand and Malaysia.

Tan Teck Lin is an Executive Director of the Company. He has been with the Group since the inception of the Company. Mr. Tan is involved in the day to day operations of the Australia and New Zealand companies and the property development business in Malaysia. He is currently the Deputy Executive Chairman and Managing Director of Grand Central Enterprises Bhd and sits on the Board of various companies relating to property development, travel and hospitality and manufacturing industries. Information relating to Mr. Tan who is nominated for re-election, including any relationships between him and the other Directors, the Company, its related corporations, substantial shareholders or officers respectively, is annexed under "Supplemental Information".

Tan Hwa Lian is an Executive Director of the Company. She joined the Board on 26 August 2003. After graduating from the National University of Singapore with a Bachelor of Business Administration (Hons) degree, she joined the banking & finance sector. Working initially in corporate banking in a local bank, she later joined a large financial institution where she was responsible for real estate lending and long term treasury investments. In total, she gathered 15 years of experience before leaving the sector in 2000. Information relating to Ms. Tan who is nominated for re-election, including any relationships between her and the other Directors, the Company, its related corporations, substantial shareholders or officers respectively, is annexed under "Supplemental Information".

Tan Eng How has been with the Group since the inception of the Company. He is an Executive Director of Grand Central Enterprises Bhd. Mr. Tan is a member of the Hotel Catering and Institutional Management Association, United Kingdom and obtained a post graduate diploma in hotel and catering administration from the Council for National Academic Awards, United Kingdom.

Fang Swee Peng is a Non-Executive Director of the Company. He was appointed as a director of the Company on 28 April 2000. Mr. Fang is a professional electrical engineer and a fellow of the Singapore Institution of Engineers. He is the Chairman of the Nominating Committee and Remuneration Committee and a member of the Audit Committee.

Tan Kok Aun is a Non-Executive Director of the Company. He was appointed as a director of the Company on 10 November 2011. Mr Tan has more than 25 years of experience as a corporate secretary and taxation practitioner in private practice in Malaysia. He is a member of the Malaysian Association of Company Secretaries and holds a MBA from the Southern Cross University, Australia. Mr Tan is the Chairman of the Audit Committee and is a member of the Nominating Committee and Remuneration Committee of the Company.

Lim Thian Loong is a Non-Executive Director of the Company. He was appointed as a director of the Company on 26 September 2017. Mr Lim has more than 13 years of experience in accounts, audit and tax. He is a member of The Chartered Institute of Management Accountants (CIMA), Chartered Global Management Accountants (CGMA), Malaysian Institute of Accountants (MIA) and Chartered Tax Institute of Malaysia (CTIM). Mr Lim is a member of the Audit Committee and Remuneration Committee of the Company.

Hui Chiu Fung, was appointed a Non-Executive Director of the Company on 11 March 2019, at the recommendation of the Nominating Committee having satisfied the provision of the Code in relation to independence. He graduated with a Bachelor Degree in Building and is a member of the Singapore Institute of Surveyors and Valuers and the Singapore Institute of Arbitrators. For the past 10 years, Mr Hui works and practises as a Consulting Quantity Surveyor and is a director of M/S CC Yeo QS Consultants Pte Ltd. He is also a director of M/S Manta Equipment (S) Pte Ltd and M/S Manta Services (S) Pte Ltd, both subsidiaries of Eagle Legend Asia Limited, a corporation listed in Hong Kong.

DIRECTORS' AND SENIOR MANAGEMENT PROFILE

MANAGEMENT

Tan Hwa Lam, Hellen is the Financial Controller of the Group. She has more than 35 years of experience in finance and accounting in the hotel industry. She has a MBA from the University of Leeds, United Kingdom. She also holds a Bachelor's degree in Management Studies from the University of Hull, United Kingdom, a diploma in Management Accounting from the then National Productivity Board and a London Chamber Commerce and Industry Higher Diploma in Accounting.

Tan Hwa Imm, Michelle is the Financial Controller of the Group's operations in Malaysia. She worked in an international accounting firm in London for 5 years and later as a Financial Controller of a commercial company. She graduated from the London School of Economics with a Bachelor of Science degree in Management Sciences (Second Upper Honours) and is also an associate member of the Institute of Chartered Accountants in England and Wales. Ms. Tan is an Executive Director of Grand Central Enterprises Bhd.

Poh Teik Heng, Anthony is the Group Accountant (Finance & Investments) of the Group. He has more than 25 years of experience in finance, accounting and auditing including more than 25 years in the hotel and property industries. He has a MBA from the University of Hull, United Kingdom and is a member of the Association of Chartered Certified Accountants. His responsibilities include the overseeing of the Group's accounting and finance functions primarily in Australia and New Zealand and other corporate matters of the Group.

Frank Delli Cicchi is the Group General Manager of Australia and New Zealand. He graduated from the University of New South Wales with a Bachelor of Commerce degree in Accounting. Mr. Delli Cicchi has more than 35 years of experience in the hotel and property industry in Australia, New Zealand and Asia. His current responsibilities include the overseeing of the Group's operations in Australia and New Zealand.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

Hotel Grand Central Limited, (“Hotel Grand” or the “Company”) and together with its subsidiaries, the “Group” believes that good corporate governance supports long-term shareholder value. We set out here the Group’s corporate governance practices with reference to the Singapore Code of Corporate Governance 2018 (the “Code”). The board of directors of Hotel Grand (the “Board”) is responsible for the Company’s corporate governance standards and policies, underscoring their importance to the Group and in ensuring that they are practiced throughout the Group as a fundamental part of discharging its responsibilities to protect and enhance shareholder value and the financial performance of the Group. Where there are deviations from any of the guidelines of the Code, an explanation has been provided within this Report. The Board has reviewed its best practices and ensured continued transparency and accountability in line with the principles of the Code.

BOARD MATTERS

THE BOARD’S CONDUCT OF ITS AFFAIRS

PRINCIPLE 1:

Every company should be headed by an effective Board to lead and control the company. The Board is collectively responsible for the long-term success of the company. The Board works with Management to achieve this objective and Management remains accountable to the Board.

The principal responsibilities of the Board are to:

1. review the Company’s strategic business plans, taking into account sustainability and environmental issues, value creation and innovation;
2. review and approve the corporate policies, budgets and financial plans of the Company;
3. monitor financial performance including approval of the annual and interim financial results;
4. approve major funding proposals, investments, acquisitions and divestment proposals;
5. establish a framework of good corporate governance, values and ethics to safeguard Shareholders’ interests and the assets of the Group;
6. oversee and review the processes for evaluating the adequacy and effectiveness of internal controls, risk management, financial reporting and compliance;
7. review the performance of the management team (the “Management”) and the resources needed for the Company to meet its objectives; and
8. review the succession plans and remuneration policies for the Board and key management personnel.

BOARD APPROVAL

To facilitate effective oversight, certain functions of the Board have been delegated to various board committees (“Board Committees”), which review and make recommendations to the Board on specific areas. Notwithstanding the delegation, the Board remains ultimately responsible for all matters which have been reserved in its written terms of reference. Management has also been provided with clear directions on the matters which must be approved by the Board. In this regard, the Board will review and approve all material transactions and matters, including any expenditure, budget and variance, investment, acquisition or disposal, which exceed specified limits.

The material matters that require Board approval include:

- the Group’s policies, strategies and objectives;
- appointment of Directors and changes to the Board Committees;
- appointment of the Managing Director and other key management personnel and succession planning process;
- issue of equity or debt securities;
- acquisitions and disposals of investments exceeding certain limits and other significant transactions; and
- annual and interim financial results.

The Board has diversity of skills and knowledge, experience, educational background and gender. Each Director brings to the Board skills, experience, insights and sound judgement which, together with his or her strategic networking relationships, serve to further the interests of the Group.

The Board delegates the formulation of business policies and day-to-day management to the Executive Chairman/ Managing Director and the two other Executive Directors.

CORPORATE GOVERNANCE REPORT

BOARD COMMITTEES

There are three standing Board Committees appointed by the Board, namely:

- Nominating Committee (“NC”)
- Remuneration Committee (“RC”)
- Audit Committee (“AC”)

Each Board Committee has its own written terms of reference setting out their composition, authorities and duties (including reporting back to the Board), which is reviewed periodically to ensure its continued relevance. Changes to the Board Committees’ composition and appointments to the Board Committees are reviewed by the NC and approved by the Board.

Directors’ Discharge of Duties and Responsibilities

The Directors discharge their duties and responsibilities as fiduciaries who act objectively in the best interests of the Company and hold Management accountable for performance. At Board meetings, the Directors review the financial performance of the Company, and also participate in detailed discussions of matters relating to corporate governance, business operations, risks as well as transactions undertaken by the Company.

The Board conducts regular scheduled meetings on a quarterly basis. Additional ad-hoc meetings are convened when circumstances require. The Board may also meet informally where necessary. The Company’s Constitution (“Constitution”) allows a board meeting to be conducted by way of telephonic and video conferencing. The attendance of Directors at Board and Board Committee meetings, as well as the frequency of such meetings in FY2019, are disclosed on page 14. Directors receive meeting materials ahead of meetings. Directors who are unable to attend Board meetings may convey their views to another Director or to the Company Secretary.

Conflicts of Interest

Each Director is required to act honestly, in good faith and with due care and diligence when exercising his powers. He has to notify the Company in a timely manner of his interests or appointments. Directors’ direct and deemed interests in shares and debentures of the Company and its related corporations are disclosed in the “Directors’ Statement” section of the Annual Report. Where a Director has an interest in a matter which may conflict with his duties to the Company, he must disclose his interests, recuse himself from the discussion and abstain from voting on the matter.

Directors’ Induction and Training

All Directors appointed to the Board are provided with a formal letter of appointment which sets out the Director’s role and key responsibilities. The NC ensures that new Directors are made aware of their duties and obligations. In particular, new Directors receive comprehensive induction on joining the Board. They are provided with information on the corporate background, key personnel, core businesses, group structure, financial statements of the Group and their scope of duties and responsibilities. They are also briefed on the Group’s businesses and operations. Site visits are conducted as necessary to familiarise them with the Group’s properties. Guidance is also given to all Directors on regulatory requirements concerning disclosure of interests and restrictions on dealings in securities.

At the Company’s cost, training is made available to Directors on the Company’s business and governance practices, and updates/developments in the regulatory framework affecting the Company. Directors are provided with opportunities to attend courses and talks on board matters organised by professional and reputable organisations including the Singapore Exchange Securities Trading Limited (“SGX-ST”) and the Singapore Institute of Directors. This aims to give Directors a better understanding of the corporate governance matters relating to the Group and allows them to integrate into their roles and duties.

From time to time, the Company keeps the Directors apprised of any new laws, regulations, any latest changes to the SGX-ST listing requirements or changes to legislation which may impact the Group’s business or business outlook, or may change the risks affecting the Group. The external auditors also brief and update AC Members on developments in accounting and governance standards and issues which have a direct impact on financial statements. The Directors are also kept updated on the outlook and trends in the property and hospitality markets during the quarterly Board meetings. With effect from 1 January 2019, a new Director appointed who has no prior experience as a director of an issuer listed on SGX-ST will also be required to undergo mandatory training in his roles and responsibilities as prescribed by the SGX-ST, unless the NC is of the view that training is not required because he has other relevant experience. In this regard, Hui Chiu Fung attended and completed the prescribed mandatory training in FY2019.

CORPORATE GOVERNANCE REPORT

During FY2019, the Directors were briefed on, among others, the updates to the Code of Corporate Governance and the accompanying Practice Guidance, the amendments to the SGX-ST Listing Manual and changes to the accounting standards.

Access to Information

The Directors receive regular financial and operational reports on the Group's businesses and briefings during the quarterly Board meetings. Management reports comparing actual performance with budget and previous corresponding periods and highlighting key performance indicators, as well as accounts and reports on the financial performance of the Group, are provided to Directors. Relevant Management staff make the appropriate presentations and answer queries from Directors at the Board meetings. Directors who require additional information may approach Management staff directly and independently and the required information is provided in a timely manner. Directors have separate and independent access to the advice and services of the Company Secretary and she may in the furtherance of her duties and where necessary, obtain independent professional advice at the Company's expense. Such access to information is intended to enable the Directors to make informed decisions to discharge their duties and responsibilities.

Company Secretary

Under the direction of the Chairman, the Company Secretary is responsible for ensuring good information flow within the Board and Board Committees and between Management and Non-Executive Directors, advising the Board on all governance matters, facilitating the induction of new Directors and assisting with professional development as required. The Company Secretary, from time to time, circulate to the Board articles and press releases relevant to the Directors and the Group's business, and material announcements issued to/by SGX-ST and the Accounting & Corporate Regulatory Authority. The Company Secretary keeps the Board informed of relevant Companies laws and regulations, practices and trends pertaining to corporate governance affecting the Board and the Board Committees.

The Company Secretary attends all Board and Board Committee meetings and ensures that all meeting procedures are followed. The Company Secretary, together with Management, ensure that the Company complies with all applicable statutory and regulatory rules. The minutes of all Board and Board Committee meetings are circulated to the Board. The appointment and removal of any Company Secretary is subject to the approval of the Board as a whole.

BOARD COMPOSITION AND GUIDANCE

PRINCIPLE 2:

The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.

Board Independence and Number of Independent Directors on the Board

As at 31 December 2019, the Board comprised eight members of whom four were independent and four were non independent. The review of independence of the Directors is set out in the "Board Membership" section on pages 12 and 13.

With a half of the Board comprising Independent Directors and such Independent Directors having the requisite experience, expertise and standing, the Board is able to exercise objective judgment independently from its substantial shareholders and Management, and no individual or small group of individuals dominate the Board's decision-making process. Where necessary, Non-Executive Directors may meet, formally or informally, without the presence of Management, and provide feedback to the Board and/or the Chairman after such meetings, as appropriate.

Size and Composition of Board and Board Committees

The Board considers the current size and composition of the Board and the Board Committees to be appropriate, taking into account the nature and scope of the Group's businesses and operations and the requirements of the Code.

The Company believes in the benefits that diversity can bring to the Board. Diversity would enhance the decision-making process of the Board through the sharing of different perspectives and insights, avoiding groupthink and enabling the Company to draw on a diverse mix and combination of skills, experience, independence and knowledge. The Company's board diversity policy seeks to ensure that the Board will comprise directors appointed based on

CORPORATE GOVERNANCE REPORT

merit, who as a group possesses an appropriate balance and combination of business experience, skills, age, gender, ethnicity and culture, tenure of service and other relevant qualities.

The Board, taking into account the views of the NC, considers that the current Board comprises persons with diverse business experiences and as a group, possesses an appropriate balance and diversity necessary to manage and contribute effectively to the Company and accordingly, the Board composition is in line with the board diversity policy. In this regard, the Directors are business leaders and professionals with backgrounds and experience in real estate, hospitality, banking, finance (including accounting, tax and audit), economics and business management. Collectively, they have core competencies spanning the relevant areas of the Group's businesses and operations. The ongoing Board renewal process results in a Board with staggered tenure for the independent directors. This provides continuity and stability for the conduct of Board matters while also ensuring the ability to have different perspectives and insights to meet the changing business environment of the Group. In identifying successors to retiring Directors, the Board has appointed new Directors who bring other strategic, business and investment experience to the Board. This allows different perspectives to be brought into the Board discussions and review of the Group's businesses and operations. The composition of the Board will continue to be assessed annually taking into consideration the provisions of the board diversity policy and the needs of the Group

EXECUTIVE CHAIRMAN/MANAGING DIRECTOR

PRINCIPLE 3:

There should be a clear division of responsibilities between the leadership of the Board and the executives responsible for managing the company's business. No one individual should represent a considerable concentration.

Segregation of the Role of Chairman and the Managing Director

As Chairman of the Company, Tan Eng Teong plays a pivotal role in steering the strategic direction and growth of the Group's business, sets the agenda for each Board meeting and ensures information flow between management and the Board. As the Managing Director, Tan Eng Teong oversees the day to day running of the business in Singapore, Malaysia, China, Australia and New Zealand. In carrying out his responsibilities as the Managing Director, Tan Eng Teong works closely with Tan Teck Lin, an Executive Director and Tan Eng How, a non-executive Director of the Company. Tan Teck Lin is involved in the day to day running of the business in Australia and New Zealand and the property development business in Malaysia and makes all major operational decisions with the concurrence of Tan Eng Teong. Tan Eng Teong is kept informed of all significant operational decisions in Malaysia by Tan Teck Lin. Tan Hwa Lian is involved in the operations of the hotel business in Singapore, Australia, New Zealand and China.

Currently, the Company adopts a single leadership structure whereby the roles of the Chairman of the Board and the Managing Director are assumed by the same person such that the decision-making process of the Company would not be unnecessarily hindered. The Board is mindful of the desirability of separating the two functional positions. However, it believes that vulnerability of the dual roles, if any, is considerably lessened by the checks and balances energetically exercised by the board. The balance of power and authority is also provided by three committees, namely AC, NC and RC which are all chaired by the Independent Directors. The Chairman ensures that Board meetings are held when necessary and sets the meeting agenda in consultation with the executive directors. He reviews Board papers before they are presented to the Board and ensures that Board members are provided with adequate and timely information. He also assists in ensuring that the Company complies with the Code.

Lead Independent Director

As the Chairman is not an independent Director, the Company has appointed Tan Kok Aun, Independent Non-Executive Director to serve in a lead capacity to coordinate the activities of the non-executive Directors in circumstances where it would be inappropriate for the Executive Chairman to serve in such capacity. He also assists the Executive Chairman and the Board to assure effective corporate governance in managing the affairs of the Board and the Company.

The role of the Lead Independent Director includes meeting with the Non-Executive Directors without the presence of the Executive Chairman/Managing Director and Executive Directors at least once annually and on such other occasions as are deemed appropriate. He will also be available to shareholders if they have concerns relating to matters that contact through the Chairman has failed to resolve, or where such contact is inappropriate.

CORPORATE GOVERNANCE REPORT

BOARD MEMBERSHIP

PRINCIPLE 4:

The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board.

NC Composition and Role

The NC comprises three Directors, the majority of whom, including the NC Chairman are Non-Executive Independent Directors. The lead independent director is a member of the NC.

The NC Members are:

Fang Swee Peng - Chairman
Tan Kok Aun - Lead Independent Director
Tan Teck Lin – Executive Director

Based on its written terms of reference which set out clearly its authority and duties, the NC will make its recommendations to the Board on all board appointments and re-appointments, the process and criteria for evaluating the performance of the Board, the Board Committees and the Directors, review the adequacy of the training and professional development programmes for the Board and the Directors, and review the succession plans for Directors, in particular for the Chairman, the Managing Director and the other key management personnel.

Director Independence

Annually, the Directors submit declarations on their independence to the NC for assessment. The NC reviews the independence of each Director annually, and as and when circumstances require, in accordance with the requirements of the SGX-ST Listing Manual and the provisions of the Code, and also taking into account the guidance in the relevant Practice Guidance. A Director is considered independent if he is independent in conduct, character and judgment, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of his independent business judgment in the best interests of the Company. Each member of the NC and the Board abstained from the NC's and the Board's deliberations in respect of his own independence assessment.

For FY2019, the effectiveness and independence of Fang Swee Peng who has served on the Board beyond nine years was subject to particularly rigorous scrutiny. Despite his long period of service, the NC found and recommended to the Board that Fang Swee Peng has, at all times, expressed his individual viewpoints, objectively debated issues brought up at meetings of the Board and/or Board Committees and closely scrutinized Board matters and Board Committee matters. He had sought clarification and advice, as and when he considered necessary, from Management, other employees and external advisors, and exercised strong independence in character and impartial judgment whilst discharging his duties as a member of the Board and Board Committees. Both the Board and NC noted that Fang Swee Peng has made decisions objectively in the best interests of the Group and its stakeholders. The Board, having considered the NC's recommendation and weighing the need for the Board's refreshment against tenure and familiarity with the Group's business and operations, deems Fang Swee Peng as independent and agrees that his years of service has not compromised his independence or ability to discharge his duties as a member to the Board and Board Committees.

On the bases of the declarations of independence provided by the Non-Executive Independent Directors and the guidance in the Code, the Board has determined that Fang Swee Peng, Tan Kok Aun, Lim Thian Loong and Hui Chiu Fung are Non-Executive Independent Directors as defined under the Code. Each Non-Executive Independent member of the NC and Board had recused himself or herself from the NC's and the Board's deliberations respectively on his or her own independence.

CORPORATE GOVERNANCE REPORT

Directors' Principal Commitments

Where a Director has multiple board representations, the NC also considers whether or not the Director is able to and has adequately carried out his duties as a Director of the Company. Taking into account the Directors' number of listed company board representations and other principal commitments and the contributions made by the Directors, the NC is satisfied that the Directors have given sufficient time and attention to the affairs of the Company. The Board does not set any prescribed maximum number of listed company board representations which any Director may hold. It is restrictive and not practical to do so, given that the demands and commitments on the individual Director will vary for every Director and each Director will be best able to assess for himself if he is able to discharge his duties as a Director of the Company effectively. It is also noted in this regard that none of the Directors has more than two listed company board representations.

Alternate Directors

The Company does not have any alternate Directors appointed to the Board.

Selection, Appointment and Re-election of Directors

In conjunction with succession planning, the Board regularly reviews the composition of the Board. The NC makes recommendations to the Board on all board appointments and re-appointments. For new Director appointments, suitable candidates are identified through personal and professional networks and recommendations and are nominated for appointment through an objective and comprehensive selection process. Where necessary, external consultants may be engaged to assist in the search and selection process. In determining the suitability of a candidate, the NC and the Board consider whether the candidate would complement and enhance the existing Board taking into consideration the current Board composition together with other factors such as core competencies, skills, experience, diversity, independence and time commitments. In recommending to the Board any re-nomination and re-election of existing Directors, in addition to the above-mentioned factors, the NC also takes into consideration the Directors' contribution and performance at Board meetings, including attendance, preparedness, participation and candour.

The Constitution requires one-third of the Directors, or the number nearest to (but not less than) one-third, to retire from office by rotation at every Annual General Meeting ("AGM"). The Directors to retire in the relevant year by rotation shall be those who have been longest in office since their last re-election or appointment and as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. This effectively results in all Directors having to retire at least once every three years, or earlier. A retiring Director shall be eligible for re-election. A Director appointed by the Board to fill a casual vacancy or as an additional Director may only hold office until the next AGM and will be eligible for re-election at such AGM. The NC, with each member abstaining in respect of his own re-election and in accordance with the Constitution, has recommended that Tan Teck Lin and Tan Hwa Lian, who retire by rotation pursuant to the Constitution, be nominated for re-election.

The detailed information as required under Rule 720(6) of the SGX-ST Listing Manual on Directors seeking re-election are disclosed in the "Supplemental Information" section of the Annual Report.

Key Information on Directors

Key information on each Director, including his academic qualifications and principal commitments, are set out in the "Board of Directors" section of the Annual Report. In addition, information on shareholdings in the Company held by each Director is set out in the "Directors' Statement" section of the Annual Report.

Information relating to Directors who are nominated for re-appointment or re-election, including any relationships between such Directors, and the other Directors, the Company, its related corporations, substantial shareholders or officers respectively, are set out as notes accompanying the relevant resolutions.

CORPORATE GOVERNANCE REPORT

BOARD PERFORMANCE

PRINCIPLE 5:

The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.

Evaluation of Board Performance

Using an objective performance criteria and process which is recommended by the NC and approved by the Board, the NC has assessed, on an annual basis, the effectiveness of the Board as a whole, the Board Committees and the individual Directors. As part of the evaluation process, each Director completes an evaluation questionnaire covering matters relating to the performance of the Board and the Board Committees. The results from this exercise are presented to the NC and the Board and are taken into consideration in the NC's annual overall assessment.

In evaluating the performance of the Board as a whole, the NC has also adopted certain qualitative criteria which include the Board's composition (including the balance of skills, experience, independence, knowledge of the Company and diversity), Board practices and conduct and how the Board as a whole adds value to the Company. For consistency in assessment, the performance criteria are not changed from year to year and where circumstances deem it necessary for any of the criteria to be changed, the NC, in consultation with the Board, will justify such changes.

In the assessment of the Board Committees, the NC considered, inter alia, the frequency of Board Committee meetings and the matters considered by the Board Committees. In assessing the contributions of the Chairman and each other Director to the Board, the NC takes into account various factors including the size and composition of the Board, the conduct of the Board meetings, the Director's attendance records, the rigour of debate and discussion at the Board and Board Committee meetings, the knowledge, experience and inputs provided by each Director. The Chairman reviews the NC's evaluation and acts, where appropriate and in consultation with the NC, to propose new members to be appointed to the Board or seek the resignation of Directors.

The Board and the NC are satisfied that for FY2019, all Directors have discharged their duties adequately and the performance of the Board as a whole and the Board Committees have been satisfactory.

The number of board meetings and meetings of Board Committees held in the financial year 2019 and the attendance of the members are set out below: -

	Main Board	Audit Committee	Nominating Committee	Remuneration Committee
No. of meetings held	4	4	1	1
Executive Director				
Tan Eng Teong	4	N.A.	N. A.	N.A.
Tan Teck Lin	4	N.A.	1	N.A.
Tan Hwa Lian	4	N.A.	N.A.	N.A.
Independent Director				
Fang Swee Peng	4	4	1	1
Tan Kok Aun	4	4	1	1
Lim Thian Loong	4	4	N.A.	1
Hui Chiu Fung	3	N.A.	N.A.	N.A.
Non-Executive Director				
Tan Eng How	4	N.A.	N.A.	N.A.

NC's Access to External Expert Advice

The NC has access to appropriate expert advice to facilitate the evaluation process where necessary, and did not consider it necessary to engage a consultant for FY2019.

CORPORATE GOVERNANCE REPORT

REMUNERATION MATTERS

PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

PRINCIPLE 6:

The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.

RC Composition and Role

The RC comprises three Non-Executive Directors, all of whom are independent (including the RC Chairman).

The RC Members are:

- Fang Swee Peng (Chairman)
- Tan Kok Aun
- Lim Thian Loong

The RC's written terms of reference set out the role and responsibilities of the RC, which include reviewing and making recommendations to the Board on:

- a framework of remuneration for the Board and the key management personnel. The framework takes into account the specific role and circumstances of each Director and key management personnel to ensure an appropriate remuneration level and mix that recognises the performance, potential and responsibilities of these individuals; and
- the remuneration package for each Director and key management personnel which covers all aspects of remuneration, including Directors' fees, salaries, allowance, bonuses, benefits-in-kind and termination payments.

The RC considers all aspects of remuneration and aims to be fair and avoids rewarding poor performance.

None of the RC Members is involved in the deliberation on any remuneration, compensation or form of benefit to be granted to himself.

RC's Access to External Expert Advice

The RC Members are familiar with executive remuneration/compensation matters as they manage their own businesses and/or are serving on the boards of other listed companies. The RC has access to appropriate expert advice where necessary and did not consider it necessary to engage a remuneration consultant for FY2019.

LEVEL AND MIX OF REMUNERATION

PRINCIPLE 7:

The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.

Remuneration Framework

The remuneration policy of the Company seeks to align the interests of the Directors and the key management personnel with those of the Company, as well as to ensure that remuneration is commercially attractive to attract, retain and motivate Directors to provide good stewardship of the Company and key management personnel to successfully manage the Company and enhance value creation for the long term. In determining remuneration packages, the RC takes into consideration industry practices, norms in compensation and the strategic objectives of the Company, as well as the need for remuneration to be linked with the long-term interest, risk policies, sustained performance and value creation of the Company.

CORPORATE GOVERNANCE REPORT

Remuneration of Executive Directors

There are appropriate measures in place to assess the performance of the Executive Director and the other key management personnel. The performance-linked elements of their remuneration packages are designed to align their interests with those of Shareholders, other stakeholders and the long-term success of the Company and take into account the risk policies of the Company.

Remuneration of Non-Executive Directors

For Non-Executive Directors, their remuneration is appropriate to their level of contribution, taking into account factors such as effort and time spent as well as their respective responsibilities. The Board recommends the fees to be paid to Non-Executive Directors for Shareholders' approval annually. The fees consist of a basic fee for service on the Board and additional fees for service as member or chairman of Board Committees. The fees are pro-rated based on a Director's length of service in the year under review. Non-Executive Directors do not receive any variable remuneration such as options or bonuses.

The RC reviews and makes recommendations to the Board in relation to Non-Executive Directors' fees and allowances. RC Members abstain from deliberations in respect of their remuneration.

DISCLOSURE ON REMUNERATION

PRINCIPLE 8:

The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

The remuneration policy of the Company seeks to align the interests of the employees with the Company's short and long term business objectives, as well as to ensure that the Company remains attractive as a prospective employer, and a fair employer to retain and motivate the existing staff. The entire remuneration package of all employees comprises of salaries, short- and long-term incentives, as well as benefits-in-kind. Short term incentives include bonuses for staff to drive business performance, and long-term incentives to reward value creation. As part of the Company's performance management system, the Company sets and reviews the key performance indicators of our employees on an annual basis and the rewards package of each employee is dependent on achieving these annual targets.

The key performance indicators ("KPIs") of each employee take into consideration the Company's respective departments' and each individual's performance in accordance with his/her designation and responsibilities within the Group. The KPIs are communicated to each employee at the beginning of each year so as to align the employee's performance to the performance of the Company. The entire remuneration package and policy is reviewed periodically to ensure market competitiveness.

The remuneration of each individual Director and the top 5 key executives of the Group is disclosed below. The report covers the total remuneration as well as the breakdown of remuneration in FY2019.

CORPORATE GOVERNANCE REPORT

The level of each director's remuneration for the year ended 2019 are shown below:

	FEE (\$)	SALARY (\$)	BONUS (\$)	BENEFITS (\$)	TOTAL (\$)
	\$'000	\$'000	\$'000	\$'000	\$'000
Tan Eng Teong	56.0	240.0	260.0	–	556.0
Tan Hwa Lian	49.4	158.5	46.3	–	254.2
Tan Teck Lin	53.8	–	–	–	53.8
Tan Eng How	49.4	–	–	–	49.4
Fang Swee Peng	48.7	–	–	–	48.7
Tan Kok Aun	43.2	–	–	–	43.2
Lim Thian Loong	25.0	–	–	–	25.0
Hui Chiu Fung	20.2	–	–	–	20.2

- a) The top key executives are Frank Delli Cicchi, Ralph Freckelton, Peter Yared, Haydn Grant and John Plenca. Each of these key executive's remuneration falls below the S\$250,000 band. The aggregate total remuneration paid to the top five key executives (who are not Directors or MD) for the financial year ended 31 December 2019 was \$995,000. The Company believes that the disclosure of the remuneration of each individual top five key management personnel, on a named basis would not be in the interest of the Group's business, given the highly competitive nature of the core hotel business of the Group and the commercial sensitivity and confidentiality of remuneration. Furthermore, the Board also responds to questions, if any, from the shareholders on remuneration matters in the annual general meeting.

Remuneration of immediate family members of the Chairman and directors

The following are the two immediate family members of the directors or Chairman whose remuneration exceeds \$50,000 during the year:

Remuneration bands	Name of employees	Employee's relationship
\$50,000 - \$100,000	Tan Hwa Kok	Son of Tan Eng Teong and brother of Tan Hwa Lian
\$150,000 - \$200,000	Tan Hwa Lam, Hellen	Daughter of Tan Eng Teong and sister of Tan Hwa Lian

- b) The Company does not have any share option scheme.
- c) For FY2019, there were no termination, retirement and post-employment benefits granted to directors and the top five key executives other than the contractual notice period termination payment in lieu of services in respect of the executive.

CORPORATE GOVERNANCE REPORT

ACCOUNTABILITY AND AUDIT

RISK MANAGEMENT AND INTERNAL CONTROLS

PRINCIPLE 9:

The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.

Risk Governance

The Board has overall responsibility for the governance of risk. To pursue a sustainable long-term growth path, the Board recognises the importance of, and is responsible for, ensuring that Management designs, implements and monitors a sound system of risk management and internal controls as part of good governance. The Audit Committee (AC) assists the Board in carrying out the Board's responsibilities of overseeing the Group's risk profile, and the adequacy and effectiveness of the risk management framework and policies, as well as the internal control system. The AC reviews and the Board endorses the Group's risk appetite and risk policies, which determine the nature and extent of significant risks that the Group is willing to take to achieve its strategic and business objectives. The Board also reviews annually the adequacy and effectiveness of the Group's risk management and internal control systems.

At the Management level, the Internal Auditor reports to the AC on a quarterly basis or more frequently as needed. The Internal Auditor highlights significant risk issues, both existing and emerging, for discussion with the AC and the Board, taking into account the immediate operating environment and the next half year prospects.

Enterprise Risk Management Framework

The Group has established an Enterprise Risk Management ("ERM") framework and is continuously reinforcing it across all levels of the Group's businesses and operations. The ERM framework aims to increase the confidence in the Group's strategies, businesses and operations, through assurance that key risks are properly and systematically addressed. The ERM framework enables Management to have a formal structure to:

1. define the risk appetite of the Group;
2. identify and assess the key risks which the Group faces and the current controls and strategies for the Group to respond to these risks;
3. evaluate the effectiveness of the current controls and strategies and determine if further risk treatment plans are needed;
4. set up key risk indicators to monitor risks that may have a material impact on the Group's businesses and operations as and when they arise and take mitigating steps as necessary; and
5. report and review the Group's overall risk profile.

The system of risk management and internal controls, including information technology risk controls are reviewed and, where appropriate, refined regularly by Management, the AC and the Board. Where relevant, reference is made to the best practices and guidance in the Risk Governance Guidance for Listed Boards issued by the Corporate Governance Council.

Management sets the appropriate tone at the top and is continuously reinforcing the "risk-aware" culture within the Group. With the belief that risk management is every employee's responsibility, Management works towards embedding risk management principles in the day-to-day decision-making and business processes. To promote risk awareness and enhance risk management knowledge, senior management staff in both the property and hospitality businesses actively participate in regular ERM discussions, training and workshops to acquire and maintain an adequate understanding of ERM concepts, methodologies and tools to enable them to manage risks in their respective areas of work.

To demonstrate ownership and accountability, senior management staff who are key risk and control owners review and provide assurances by way of sign-offs to the Financial Controller, Group Accountant and the other key management personnel in respect of the risks and controls under their charge or purview. In turn, based on these assurances, the Chairman and Managing Director provide an annual written statement to the Board.

CORPORATE GOVERNANCE REPORT

As at 31 December 2019, the Board has received assurances from:

- the Chairman and Managing Director, and Financial Controller that the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and
- the Group Accountant and the other key management personnel who are responsible, that the Group's risk management and internal control systems were adequate and effective to address the risks (including financial, operational, compliance and information technology risks) which the Group considers material to its current business environment.

Based on the internal controls currently in place, the work undertaken by the internal and external auditors, the assurances from the Chairman and Managing Director, the Financial Controller and the other key management personnel as well as reviews by the AC and the Board, the Board, with the concurrence of the AC, has commented that the Group's risk management and internal control systems are adequate and effective as at 31 December 2019. In commenting on the risk management and internal control systems, the Board has noted the ERM framework and processes as set out in the preceding paragraphs under "Enterprise Risk Management Framework".

The Group's risk management and internal control systems provide reasonable but not absolute assurance that the Group will not be adversely affected by the occurrence of material errors, poor judgment in decision-making, human error, losses, fraud or other irregularities or other events arising from the business environment which the Group operates in.

Key Risks

The key risks identified for the Group can be broadly classified under strategic/investment risks, financial risks, operational risks, compliance risks, and information technology risks.

- Strategic/Investment Risks

The Group closely monitors developments and trends in the property and hospitality industries, and calibrates its strategies to achieve the Group's business objectives. In particular, risks associated with the Group's acquisitions, market conditions and competition are continually being monitored, analysed and managed.

The Board have overall responsibility for determining the level and type of business risk that the Group undertakes. The Chairman and Managing Director, and the Executive Directors, have dedicated responsibilities to evaluate that all new investment opportunities are based on the criteria set out by the Board. All major investment proposals are submitted to the Board for approval. Ongoing performance monitoring and asset management of new and existing investments are performed by the Group.

- Financial Risks

The Group is exposed to a variety of financial risks, including interest rate, foreign currency, credit and liquidity risks. The management of financial risks is outlined under Note 31 of the Notes to the Financial Statements.

- Operational Risks

The Group's development projects as well as investment and hotel properties are subject to operational risks that are common to the respective industries, and to the business environment of the countries in which the Group has a presence in. The Group's operational risk framework, which is implemented at each operating unit, is designed to ensure that operational risks are continuously identified, addressed and mitigated. With regard to development projects, it is recognised that risks can never be entirely eliminated and the Group must always weigh the cost and benefit in managing risks. The Group uses insurance as a tool to transfer and/or mitigate certain portions of risks and maintains insurance covers at appropriate levels after taking into account the cost of cover and risk profiles of the businesses. The insurance covers are reviewed regularly to ensure that they are adequate. Complementing Management's role is the Internal Audit function which provides an independent perspective on the controls that helps to mitigate major operational risks. Management reviews and implements further improvements to the current measures as and when any concern is identified.

- Compliance Risks

The Group ensures compliance risks are adequately addressed as part of the ERM framework. The relevant policies and procedures are put in place to ensure compliance with the relevant laws and regulations in Singapore, including the SGX-ST listing requirements, as well as the laws and regulations of the jurisdictions where the Group operates in. Management is kept apprised of relevant changes to the laws and regulations and takes adequate steps to ensure continuing compliance which is embedded in the day-to-day operations. In addition, the Company has in place a Best Practice Code on Securities Trading which all employees are required to comply with.

CORPORATE GOVERNANCE REPORT

- Information Technology (“IT”) Risks
IT being a business enabler is essential to the Group’s operations and processes. Given the potential disruption to the Group’s businesses during system down times, as well as the potential reputational and financial impact from the loss of critical data, the Group conducts regular reviews on the management and maintenance of the Group’s IT systems and software. With the evolving cyber risk landscape, the Group partners with cyber security vendors to implement adequate measures including policies, information security controls, cyber security training and equipment to safeguard against any malicious and deliberate hacking of its IT systems.

AUDIT COMMITTEE (AC)

PRINCIPLE 10:

The Board has an Audit Committee which discharges its duties objectively.

AC Composition and Role

The AC comprises three members who have recent and relevant accounting and financial management expertise and experience. All the AC Members are Non-Executive Directors, and a majority of them (including the AC Chairman) are independent. None of the AC Members were previous partners or directors of, or had any financial interest in, the Company’s external auditor, Ernst & Young LLP, within the past 24 months.

The AC Members are:

- Tan Kok Aun (Chairman)
- Fang Swee Peng
- Lim Thian Loong

The AC carries out the functions set out in the Code and the Companies Act. The AC’s written terms of reference include:

- reviewing and reporting to the Board on the significant financial reporting issues and judgments so as to ensure the integrity of the financial statements and any announcements relating to the Company’s financial performance;
- reviewing and reporting to the Board on the adequacy, effectiveness, independence, scope and results of the external audit and internal audit function at least annually, including reviewing the internal and external audit plans and audit reports, the external auditors’ evaluation of the system of internal accounting controls, the scope and results of the internal audit procedures, the cost-effectiveness, independence and objectivity of the external auditors;
- considering and recommending to the Board the appointment/re-appointment of the external auditors, the audit fee and matters relating to the resignation or dismissal of the auditors;
- reviewing and reporting to the Board on interested person transactions in compliance with the SGX-ST Listing Manual;
- reviewing and reporting to the Board the adequacy and effectiveness of the Company’s internal controls and risk management systems at least annually;
- reviewing the assurances from the Chairman and Managing Director and the Financial Controller on the financial records and financial statements; and
- reviewing the procedures for detecting fraud and for concerns about possible improprieties in financial reporting or other matters to be safely raised, and ensuring that these arrangements allow proportionate and independent investigation of such matters and are appropriately followed up on.

In performing the functions, the AC has reviewed the Group’s audited consolidated financial statements and discussed with Management and the external auditor the significant matters which involved judgment by the Management. The AC reviewed, amongst other matters, the following key audit matters as reported by the external auditors for FY2019:

CORPORATE GOVERNANCE REPORT

Significant matters How the AC reviewed these matters

Carrying Value of hotel assets

The AC reviewed the assessment process by Management of the carrying value of hotel assets of the Group and was satisfied with the outcomes of the assessment.

Valuation of investment properties

The AC reviewed the outcomes of the valuation process with Management, focusing on the methodologies and key underlying assumptions applied to the valuation models in assessing the fair value of the investment properties of the Group.

The AC also considered the findings of the independent external valuers and external auditors and was satisfied that the valuation approaches were appropriate.

The AC has met with the internal and external auditors, without the presence of Management, at least annually and reviewed the overall scope of the internal and external audits and the assistance given by Management to the auditors.

The AC has explicit authority to investigate any matter within its terms of reference. It has full access to, and the co-operation of Management, and full discretion to invite any Director or executive officer to attend its meetings. It has reasonable resources to enable it to discharge its functions properly.

Ernst & Young LLP is the Company's current external auditor. In accordance with Rule 1207(6) of the SGX-ST Listing Manual, details of the aggregate amount of fees paid to Ernst & Young LLP and the breakdown of fees payable in respect of audit and non-audit services can be found under Note 23(b) of the Notes to the Financial Statements. Further to the above, the Company has also complied with Rules 712, 715 and 716 of the SGX-ST Listing Manual.

The AC has reviewed and is satisfied with the independence and objectivity of the external auditor and has approved the remuneration and terms of engagement of Ernst & Young LLP. In its review, the AC has considered the non-audit services provided by the external auditor and is of the opinion that these services do not affect the auditor's independence. The AC has reviewed the Audit Quality Indicators and the performance of Ernst & Young LLP and has recommended to the Board the nomination of Ernst & Young LLP for re-appointment by the Shareholders at the AGM in 2020.

Whistle-Blowing Policy

The Company has a whistle-blowing policy which aims to encourage and provide a channel to employees and any other persons to report, in good faith and in confidence, concerns about possible fraud, improprieties in financial reporting or other matters. The objective of such an arrangement is to ensure independent investigation of such matters and for appropriate follow-up action. Employees and any other persons may report their concerns to the Chairman of the AC by post or through the online feedback form, details of which are disclosed in the handbook. The Chairman of the AC is responsible for investigating any concerns raised and he reports his findings to the AC independent of Management. The AC is able to act independently to take such action as may be necessary to address the concerns raised and has the authority to instruct any senior Management staff to assist or co-operate in such action. The AC reports significant matters raised to the Board.

Internal Audit

The Group Internal Auditor reports directly to the AC and administratively to the Executive Management. The AC approves the appointment, remuneration and resignation of the Group Internal Auditor. Group Internal Audit aims to meet or exceed the Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors. As part of its audit activities, Group Internal Auditor monitors all interested party transactions and provides assurance that the necessary controls are in place and are complied with. Group Internal Auditor conducted its audit reviews based on the approved internal audit plans and its audit reports containing findings and recommendations are provided to Management for their responses and follow-up action.

CORPORATE GOVERNANCE REPORT

The Internal Audit function is adequately resourced and independent of the activities it audits, comprises persons with relevant qualifications and experience and has appropriate standing within the Group. It has unfettered access to all documents, records, properties and personnel (including the AC) and has appropriate standing within the Group. The Group Internal Auditor, who joined the Group on 7th August 2019, holds a Bachelor of International Hospitality Management (Accounting and Accommodation), Bachelor of Business (Honors) – Taxation, Graduate Certificate in Business and is a member of the Institute of Internal Auditors (New Zealand).

The AC has reviewed and commented that the Group's Internal Audit function is independent, effective and adequately resourced.

SHAREHOLDER RIGHTS AND ENGAGEMENT

SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS

PRINCIPLE 11:

The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.

Shareholder Rights and Participation at General Meetings

The Company encourages shareholder participation at its general meetings and allows Shareholders the opportunity to communicate their views on various matters affecting the Company. The notices of general meetings setting out the agenda are despatched to the Shareholders with the annual reports, explanatory notes and if necessary, letters to shareholders on the items of special businesses, at least 14 days before general meetings are called to pass ordinary resolutions, or 21 days before general meetings are called to pass special resolutions, in compliance with the Companies Act and the SGX-ST Listing Manual.

Shareholders have the opportunity to participate effectively in and vote at the general meetings and may, under the Constitution, appoint up to two proxies to attend, speak and vote on their behalf. Shareholders, who hold shares in the Company through corporations which provide nominee/custodial services and who provide satisfactory evidence of their share ownership, are allowed to attend, speak and vote at the general meetings. The Company allows such corporations to appoint more than two proxies following revisions to the Companies Act.

Barring unforeseen circumstances, all Directors and in particular, the Chairpersons of the NC, RC and AC, as well as senior management personnel will be available to address questions at general meetings. The external auditors are also present to address any Shareholder's query on the conduct of audit and the preparation of the Auditors' Report. The Company Secretary attends all general meetings to ensure that procedures under the Constitution and the SGX-ST Listing Manual are followed.

Separate Resolutions at General Meetings

In compliance with the Code, the Company tables separate resolutions at general meetings on each substantially separate issue unless the issues are interdependent and linked so as to form one significant proposal. In the event that there are resolutions which are interdependent and linked, the Board will explain the reasons and material implications in the notice of meeting.

Voting by Poll at General Meetings

At the general meetings, Shareholders are briefed on the poll voting procedures and the resolutions that they are voting on. For greater transparency and efficiency, the Company has implemented poll voting and will continue with poll voting for the upcoming general meeting. Under this approach, each Shareholder votes on each of the resolutions by poll, instead of by hand, thereby enabling the Shareholders and proxies present at the AGM to vote on a one-share, one-vote basis. The Company engages an independent external party as scrutineer for the poll voting. Prior to the commencement of the meeting, the scrutineer will review the proxies and the poll voting system and will also review the proxy verification process to ensure that the proxy information is compiled correctly. The results of the voting for each resolution are validated by the scrutineer, and broadcast at the AGM and announced on SGXNET after the AGM.

CORPORATE GOVERNANCE REPORT

Provision 11.4 of the Code provides that a company's constitution should allow for absentia voting at general meetings of shareholders. Presently, the Constitution does not permit Shareholders to vote at general meetings in absentia (such as via mail, email or fax), and the Company does not currently intend to amend its Constitution to provide for absentia voting, having taken into account the costs of implementation and the reliability of safeguards against error, frauds and other irregularities. Nevertheless, the Company is of the opinion that notwithstanding its deviation from Provision 11.4 of the Code, Shareholders are treated fairly and equitably and have the opportunity to communicate their views on matters affecting the Company even when they are not in attendance at general meetings. For example, Shareholders may appoint proxies to attend, speak and vote, on their behalf, at general meetings.

Minutes and Results of General Meetings

The Company Secretary prepare the minutes of the general meetings. The minutes of the general meetings, when available, are published on the Company's corporate website. Results of the general meetings are also released as an announcement via SGXNET.

ENGAGEMENT WITH SHAREHOLDERS

PRINCIPLE 12:

The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.

The Group engages in regular, effective and fair communication with its Shareholders through the release of the Group's periodic and annual results, the timely release of material information through SGXNET and the publication of the Annual Report. Announcements of the Group's results are released, and Annual Reports and Sustainability Reports are issued within the periods prescribed under the SGX-ST Listing Manual. The Company also makes timely disclosures to Shareholders via SGXNET in accordance with the SGX-ST listing requirements on any changes in the Company or its business which would likely materially affect the price or value of the Company's shares. Where appropriate, the Company also discloses such information on the "Investors and Media" section of its website. In line with maintaining communication with Shareholders, as and when briefings on the Company's performance and financial results are conducted for analysts and the media, the Company will disclose the presentation materials on SGXNET.

The Group's website (<http://www.ghihotels.com>) has a dedicated "Investors Relations" section that contains key information for Shareholders, investors, and other stakeholders.

MANAGING STAKEHOLDERS RELATIONSHIPS

ENGAGEMENT WITH STAKEHOLDERS

PRINCIPLE 13:

The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.

The Company's approach towards its engagement with stakeholders, including arrangements to identify and engage with its material stakeholder groups and to manage its relationship with such groups, and its strategy and key areas of focus in relation to the management of stakeholder relationships, is set out under the "Commitment to Stakeholders" heading in the "Sustainability" section of the Annual Report.

The Company's full sustainability report for FY2019 will be issued within five months from the end of FY2019 in compliance with the SGX-ST Listing Manual or such extended period as approved by SGX-ST in view of the current COVID-19 pandemic.

CORPORATE GOVERNANCE REPORT

ADDITIONAL INFORMATION

DEALINGS IN SECURITIES

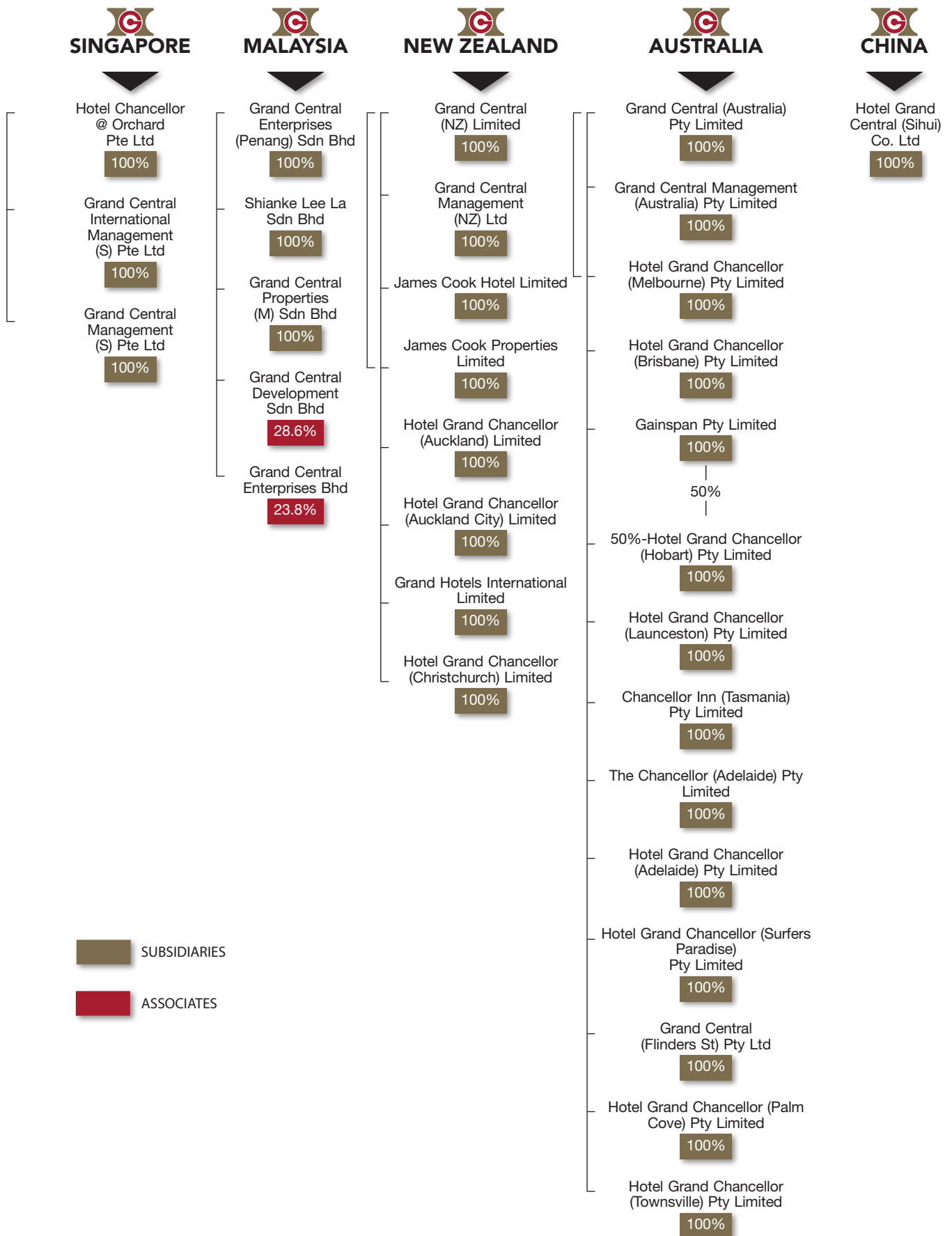
The Company has devised and adopted a Securities Transactions Code for securities dealing for the Group's officers and employees which applies the best practice recommendations in the Listing Manual. To this end, the Company has issued guidelines to its Directors and employees in the Group which set out prohibitions against dealings in the Company's securities (i) while in possession of material unpublished price-sensitive information, (ii) during the two weeks immediately preceding, and up to the time of the announcement of the Company's financial statements for each of the first three quarters of its financial year and, (iii) during the one month immediately preceding, and up to the time of the announcement of the Company's financial statements for the full financial year. Prior to the commencement of each relevant period, an email would be sent out to all Directors and employees of the Group to inform them of the duration of the period.

Directors and officers are also reminded that they should not deal in the Company's securities on short-term considerations. The Company emphasizes that the law on insider trading is always applicable notwithstanding the window periods for dealing in the shares. The Securities Transactions Code also enables the Company to monitor such share transactions by requiring employees to report to the Company whenever they deal in the Company's shares.

The directors are required to notify the Company of any dealings in the Company's securities within two business days of the transactions.

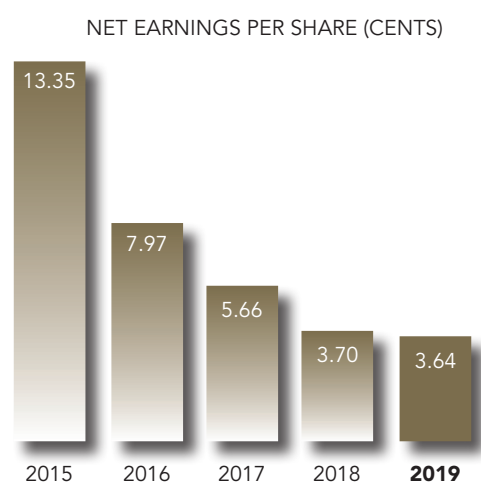
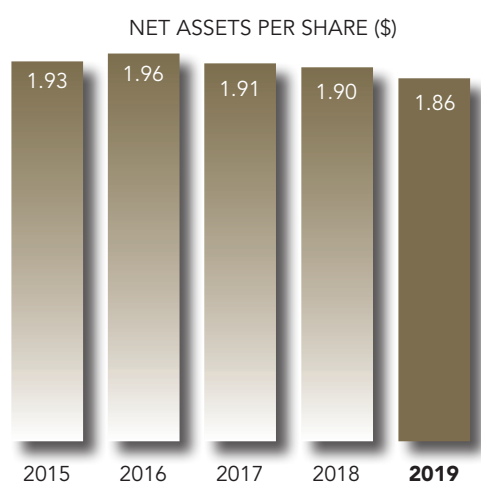
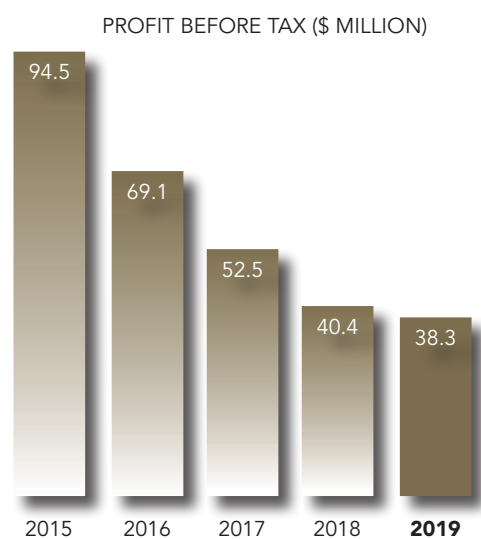
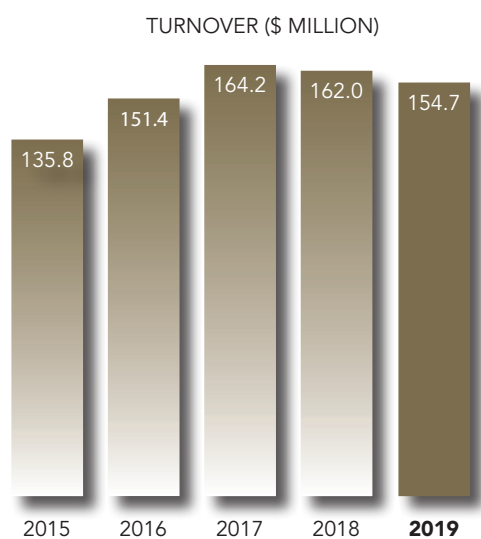
The Board is satisfied with the Group's commitment in compliance with the Code.

CORPORATE STRUCTURE



 SUBSIDIARIES
 ASSOCIATES

FINANCIAL STATISTICS & CHARTS



Profit & Loss (\$ Million)

	2015	2016	2017	2018	2019
Turnover	135.8	151.4	164.2	162.0	154.7
Profit Before Tax	94.5	69.1	52.5	40.4	38.3
Profit After Tax	85.5	52.9	38.2	26.1	26.5

Balance Sheet (\$ Million)

	2015	2016	2017	2018	2019
Total Assets	1,629.8	1,639.8	1,608.0	1,619.4	1,581.4
Paid Up Capital	422.0	422.0	455.9	502.5	502.5
Share Capital & Reserve	1,276.6	1,300.7	1,322.0	1,380.0	1,350.0

Selected Ratios

	2015	2016	2017	2018	2019
Net Earnings Per Share (Cents)	13.35	7.97	5.66	3.70	3.64
Ordinary Dividends Per Share (Cents)	5.00	5.00	5.00	4.00	4.00
Special Dividends Per Share (Cents)	–	1.00	3.00	–	–
Net Assets Per Share (\$)	1.93	1.96	1.91	1.90	1.86

DIRECTORS' STATEMENT

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of Hotel Grand Central Limited (the "Company") and its subsidiaries (collectively, the "Group") and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 December 2019.

OPINION OF THE DIRECTORS

In the opinion of the directors,

- (i) the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2019 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date, and
- (ii) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

DIRECTORS

The directors of the Company in office at the date of this statement are:

Tan Eng Teong	(Chairman/Managing Director)
Tan Teck Lin	(Executive Director)
Tan Hwa Lian	(Executive Director)
Tan Eng How	
Fang Swee Peng	
Tan Kok Aun	
Lim Thian Loong	
Hui Chiu Fung	(Appointed on 11 March 2019)

In accordance with Article 101 of the Company's Constitution, Tan Teck Lin and Tan Hwa Lian retire, and being eligible, offer themselves re-election.

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

The following directors, who held office at the end of the financial year, had, according to the register of directors' shareholdings required to be kept under Section 164 of the Singapore Companies Act, Chapter 50, an interest in shares of the Company as stated below:

	Direct interest			Deemed interest		
	At the beginning of financial year	At the end of financial year	At 21 January 2020	At the beginning of financial year	At the end of financial year	At 21 January 2020
The Company						
Ordinary shares						
Tan Eng Teong	42,265	42,265	42,265	463,456,771	467,889,071	468,662,971
Tan Teck Lin	–	–	–	439,819,609	444,251,909	445,025,809
Tan Hwa Lian	6,526	6,526	6,526	–	–	–
Tan Eng How	1,120,247	1,120,247	1,120,247	416,652,231	421,084,531	421,858,431
Fang Swee Peng	659,757	659,757	659,757	–	–	–

DIRECTORS' STATEMENT

By virtue of Section 7 of the Companies Act, Chapter 50, Tan Eng Teong, Tan Teck Lin and Tan Eng How are deemed to have an interest in the shares held by the Company in all its subsidiaries.

Except as disclosed in this statement, no director who held office at the end of the financial year had interests in shares, share options, warrants or debentures of the Company, or of related corporations, either at the beginning of the financial year, or date of appointment if later, or at the end of the financial year.

SHARE OPTIONS

No share options have been granted by the Company since its incorporation.

AUDIT COMMITTEE

The Audit Committee ("AC") comprises three board members, all of whom are non-executive and independent directors. The members of the AC, during the financial year and at the date of this report, are:

Tan Kok Aun (Chairman)
Fang Swee Peng
Lim Thian Loong
Chng Beng Siong (Resigned on 25 March 2019)

The AC carried out its functions in accordance with section 201B (5) of the Singapore Companies Act, Chapter 50, including the following:

- Reviewed the audit plans of the internal and external auditors of the Group and the Company, and reviewed the internal auditor's evaluation of the adequacy of the Company's system of internal accounting controls and the assistance given by the Group and the Company's management to the external and internal auditors;
- Reviewed the quarterly and annual financial statements and the auditors' report on the annual financial statements of the Group and the Company before their submission to the board of directors;
- Reviewed effectiveness of the Group and the Company's material internal controls, including financial, operational and compliance controls and risk management via reviews carried out by the internal auditor;
- Met with the external auditors, other committees, and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the AC;
- Reviewed legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programmes and any reports received from regulators;
- Reviewed the cost effectiveness and the independence and objectivity of the external auditors;
- Reviewed the nature and extent of non-audit services provided by the external auditors;
- Recommended to the board of directors the external auditors to be nominated, approved the compensation of the external auditors, and reviewed the scope and results of the audit;
- Reported actions and minutes of the AC to the Board of Directors with such recommendations as the AC considered appropriate; and
- Reviewed interested person transactions in accordance with the requirements of the Singapore Exchange Securities Trading Limited's ("SGX-ST") Listing Manual.

DIRECTORS' STATEMENT

AUDIT COMMITTEE (CONT'D)

The AC, having reviewed all non-audit services provided by the external auditors to the Group, is satisfied that the nature and extent of such services would not affect the independence of the external auditors. The AC has also conducted a review of interested person transactions.

The AC convened four meetings during the year with full attendance from all members. The AC has also met with internal and external auditors, without the presence of the Company's management, at least once a year.

Further details regarding the AC are disclosed in the Corporate Governance Report.

AUDITORS

Ernst & Young LLP have expressed their willingness to accept re-appointment as auditors.

On behalf of the board of directors,

Tan Eng Teong
Director

Tan Teck Lin
Director

Singapore
14 April 2020

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2019

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HOTEL GRAND CENTRAL LIMITED

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of Hotel Grand Central Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the balance sheets of the Group and the Company as at 31 December 2019, the statements of changes in equity of the Group and the Company and the consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group, and the balance sheet and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2019 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA 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 judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled our responsibilities described in the *Auditor's responsibilities for the Audit of the Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

(a) Carrying value of hotel assets

The Group is the owner of several hotels in Australia, New Zealand, Singapore, China and Malaysia. The total carrying amount of the hotel assets subject to periodic revaluation comprised 74.1% of the total non-current assets as at 31 December 2019, and are disclosed in Note 6 to the consolidated financial statements. The Group's policy is to carry these hotel assets at revalued cost less accumulated depreciation and any accumulated impairment losses, with an asset re-valuation exercise carried out once every three years to ensure the carrying amount does not differ materially from the fair value of the hotel assets at the end of the reporting period. The latest valuation exercise was carried out in 2018.

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2019

Key Audit Matters (cont'd)

(a) Carrying value of hotel assets (cont'd)

Management reviews the carrying value of the hotel assets and assesses if there is any indication of impairment in its hotel assets by considering individual hotel asset's operating performance and evaluating if the hotel's performance is in line with the assumptions applied in the most recent hotel valuation cycle. Such assumptions focus predominantly on future hotel operating performance, which is, amongst others, dependent on the expected occupancy rates, discount rates, revenue growth rates and the competitive landscape in local markets. Management assesses, on an annual basis, whether there are triggering events indicating potential impairment. Management then applies its judgement in the assessment of the recoverability of the amounts invested in the hotel assets.

Our audit procedures included, amongst others, an evaluation of the Group's policies and procedures to identify triggering events for potential impairment and any material changes in the carrying value of hotel assets. We validated management's main cash flow assumptions and corroborated them by comparing them to internal forecasts and long term and strategic plans as well as historic trend analyses. We also involved our internal real estate and valuation specialists to assist us in evaluating the fair value of hotel assets and validating the appropriateness of the data used by management for selected hotels.

(b) Valuation of investment properties

Investment properties represent 20.5% of non-current assets. The carrying amount of the Group's investment properties are disclosed in Note 7 to the financial statements. The valuation of these assets are significant to our audit due to their magnitude, their complexity and dependence on a range of estimates (amongst others, rental value, occupancy rates, discount rates, capitalisation rates and terminal yield rates) made by management as well as the external professional valuers.

Management uses external professional valuers to support its determination of the individual fair value of the investment properties annually. Our audit procedures included amongst others, considering the objectivity, independence and expertise of the external professional valuers, assessing the appropriateness of the valuation model, property related data, including estimates used by the external professional valuers. In addition, we involved our internal real estate and valuation specialists to assist us in validating the appropriateness of the data used by management and the external professional valuers in the estimation process, and the movements in fair value of these assets. Furthermore, we discussed with the external professional valuers on the appropriateness of their valuation methods. We also assessed the adequacy of the disclosures to Note 7 and 30 to the financial statements relating to the assumptions, given the estimation uncertainty and sensitivity of the valuations.

Other Information

Management is responsible for 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 misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2019

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I), and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group'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. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs 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 SSAs, we exercise professional judgement 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2019

Auditor's Responsibilities for the Audit of the Financial Statements (cont'd)

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

We also provide the directors 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.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the 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.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Ken Ong.

Ernst & Young LLP
Public Accountants and
Chartered Accountants

Singapore
14 April 2020

BALANCE SHEETS

As at 31 December 2019

	Note	Group	
		2019 \$'000	2018 \$'000
Equity attributable to owners of the Company			
Share capital	4	502,537	502,537
Reserves	5	847,352	877,395
Total equity		<u>1,349,889</u>	<u>1,379,932</u>
Non-current assets			
Property, plant and equipment	6	1,058,155	1,086,160
Investment properties	7	279,324	273,559
Land use rights	8	–	1,011
Intangible assets		82	83
Goodwill	9	649	1,334
Investments in associates	11	8,762	7,451
Deferred tax assets	12	384	62
Investment securities	13	14,429	13,528
		<u>1,361,785</u>	<u>1,383,188</u>
Current assets			
Land use rights	8	–	44
Prepaid operating expenses		2,853	2,926
Inventories	14	743	733
Trade and other receivables	15	5,437	6,733
Cash and short-term deposits	16	210,567	225,738
		<u>219,600</u>	<u>236,174</u>
Current liabilities			
Trade and other payables	18	14,639	13,196
Accrued operating expenses		2,372	3,824
Deferred income		843	1,004
Lease liabilities	19	119	–
Loans and borrowings	17	30,825	33,936
Income tax payable		4,660	6,045
		<u>53,458</u>	<u>58,005</u>
Net current assets		166,142	178,169
Non-current liabilities			
Deferred tax liabilities	12	150,943	156,874
Lease liabilities	19	4,657	–
Loans and borrowings	17	22,438	24,551
		<u>1,349,889</u>	<u>1,379,932</u>

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

BALANCE SHEETS
As at 31 December 2019

	Note	Company	
		2019 \$'000	2018 \$'000
Equity attributable to owners of the Company			
Share capital	4	502,537	502,537
Reserves	5	256,974	257,848
Total equity		759,511	760,385
Non-current assets			
Property, plant and equipment	6	278,826	280,933
Investments in subsidiaries	10	339,705	337,069
Investments in associates	11	10,249	10,249
Investment securities	13	14,429	13,528
		643,209	641,779
Current assets			
Prepaid operating expenses		115	102
Inventories	14	16	15
Trade and other receivables	15	920	1,433
Cash and short-term deposits	16	128,138	129,253
		129,189	130,803
Current liabilities			
Trade and other payables	18	4,075	3,758
Accrued operating expenses		1,092	1,154
Lease liabilities	19	25	–
Loans and borrowings	17	–	18
Income tax payable		175	–
		5,367	4,930
Net current assets		123,822	125,873
Non-current liabilities			
Deferred tax liabilities	12	7,487	7,238
Lease liabilities	19	33	–
Loans and borrowings	17	–	29
		759,511	760,385

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED INCOME STATEMENT

For the financial year ended 31 December 2019

	Note	Group	
		2019 \$'000	2018 \$'000
Revenue			
Hotel operations	20	135,468	142,431
Rental income from investment properties	20	19,234	19,543
Total revenue		<u>154,702</u>	<u>161,974</u>
Other income	21	555	748
		<u>155,257</u>	<u>162,722</u>
Costs and expenses			
Staff costs	22	(45,519)	(50,044)
Depreciation of property, plant and equipment	6	(21,987)	(20,818)
Operating costs and expenses	23	(53,440)	(54,686)
Writeback/(impairment loss) on investment in an associated company	21	1,959	(618)
Profit from operating activities before fair value adjustment		<u>36,270</u>	<u>36,556</u>
Fair value gain on investment properties	7	3,990	8,612
Impairment of goodwill		(658)	–
Profit from operating activities		<u>39,602</u>	<u>45,168</u>
Finance costs	24	(2,453)	(2,782)
Interest income from fixed deposits		3,464	4,162
Foreign exchange loss		(1,845)	(5,929)
Share of results of associates		(448)	(254)
Profit before tax		<u>38,320</u>	<u>40,365</u>
Income tax expense	25	(11,853)	(14,296)
Profit net of tax and attributable to owners of the Company		<u>26,467</u>	<u>26,069</u>
Earnings per share attributable to owners of the Company (cents per share)			
Basic	26	<u>3.64</u>	<u>3.70</u>
Diluted	26	<u>3.64</u>	<u>3.70</u>

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 December 2019

	Group	
	2019	2018
	\$'000	\$'000
Profit net of tax	26,467	26,069
Other comprehensive income:		
Items that will not be reclassified to profit or loss		
Reduction of development cost accruals for completed hotels in Singapore	–	6,860
Net (deficit)/surplus on revaluation of hotel assets, net of tax	(17,442)	69,199
Net loss on fair value changes of equity instruments at fair value through other comprehensive income	(13)	(1,391)
	<u>(17,455)</u>	<u>74,668</u>
Items that may be reclassified subsequently to profit or loss		
Foreign currency translation	(9,994)	(34,145)
	<u>(9,994)</u>	<u>(34,145)</u>
Other comprehensive income for the year, net of tax	<u>(27,449)</u>	<u>40,523</u>
Total comprehensive income for the year and attributable to owners of the Company	<u>(982)</u>	<u>66,592</u>

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2019

Group	Note	Attributable to equity holders of the Company						Total equity \$'000
		Share capital \$'000	Retained earnings \$'000	Asset revaluation reserve \$'000	Fair value adjustment reserve \$'000	Foreign currency translation reserve \$'000	Other reserve \$'000	
2019								
Balance at 1 January 2019		502,537	292,066	702,442	2,168	(120,713)	1,432	1,379,932
Profit net of tax		-	26,467	-	-	-	-	26,467
<i>Other comprehensive income for the year</i>								
Net deficit on revaluation of hotel assets, net of tax		-	-	(17,442)	-	-	-	(17,442)
Net loss on fair value changes of equity instruments at fair value through other comprehensive income		-	-	-	(13)	-	-	(13)
Foreign currency translation		-	-	-	-	(9,994)	-	(9,994)
Total comprehensive income for the year		-	26,467	(17,442)	(13)	(9,994)	-	(982)
<i>Distributions to owners</i>								
Cash dividends	27	-	(29,061)	-	-	-	-	(29,061)
Balance at 31 December 2019		502,537	289,472	685,000	2,155	(130,707)	1,432	1,349,889

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2019

		Attributable to equity holders of the Company						
Group	Note	Share capital	Retained earnings	Asset revaluation reserve	Fair value adjustment reserve	Foreign currency translation reserve	Other reserve	Total equity
2018		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at 1 January 2018		455,922	321,222	626,383	3,559	(86,568)	1,432	1,321,950
Profit net of tax		-	26,069	-	-	-	-	26,069
<i>Other comprehensive income for the year</i>								
Net surplus on revaluation of hotel assets, net of tax		-	-	69,199	-	-	-	69,199
Net loss on fair value changes of equity instruments at fair value through other comprehensive income		-	-	-	(1,391)	-	-	(1,391)
Reduction of development cost accruals for completed hotels in Singapore		-	-	6,860	-	-	-	6,860
Foreign currency translation		-	-	-	-	(34,145)	-	(34,145)
Total comprehensive income for the year		-	26,069	76,059	(1,391)	(34,145)	-	66,592
<i>Distributions to owners</i>								
Cash dividends	27	-	(8,610)	-	-	-	-	(8,610)
Scrip dividends	27	46,615	(46,615)	-	-	-	-	-
Total distributions to owners		46,615	(55,225)	-	-	-	-	(8,610)
Balance at 31 December 2018		502,537	292,066	702,442	2,168	(120,713)	1,432	1,379,932

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2019

Company	Note	Share capital \$'000	Retained earnings \$'000	Asset revaluation reserve \$'000	Fair value adjustment reserve \$'000	Total equity \$'000
2019						
Balance at 1 January 2019		502,537	40,989	214,691	2,168	760,385
Profit net of tax		–	28,200	–	–	28,200
<i>Other comprehensive income for the year</i>						
Net loss on fair value changes of equity instruments at fair value through other comprehensive income		–	–	–	(13)	(13)
Total comprehensive income for the year		–	28,200	–	(13)	28,187
<i>Distributions to owners</i>						
Cash dividends	27	–	(29,061)	–	–	(29,061)
Total distributions to owners						
Balance at 31 December 2019		502,537	40,128	214,691	2,155	759,511
2018						
Balance at 1 January 2018		455,922	81,784	198,824	3,559	740,089
Profit net of tax		–	14,430	–	–	14,430
<i>Other comprehensive income for the year</i>						
Net surplus on revaluation of hotel assets, net of tax		–	–	13,142	–	13,142
Net loss on fair value changes of equity instruments at fair value through other comprehensive income		–	–	–	(1,391)	(1,391)
Reduction of development cost accruals for completed hotel		–	–	2,725	–	2,725
Total comprehensive income for the year		–	14,430	15,867	(1,391)	28,906
<i>Distributions to owners</i>						
Cash dividends	27	–	(8,610)	–	–	(8,610)
Scrip dividends	27	46,615	(46,615)	–	–	–
Total distributions to owners		46,615	(55,225)	–	–	(8,610)
Balance at 31 December 2018		502,537	40,989	214,691	2,168	760,385

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED CASH FLOW STATEMENT
For the financial year ended 31 December 2019

	Group	
	2019	2018
	\$'000	\$'000
Operating activities		
Profit before tax	38,320	40,365
Adjustments for:		
Depreciation of property, plant and equipment	21,987	20,818
Fair value gain on investment properties	(3,990)	(8,612)
Amortisation of land use rights	–	44
Dividend income from investment securities	(604)	(522)
Net loss/(gain) on disposal of property, plant and equipment	113	(97)
(Writeback)/impairment loss on investment in an associated company	(1,959)	618
Impairment of goodwill	658	–
Fair value gain on derivatives	–	(83)
Credit impairment on trade receivables	92	–
Finance costs	2,453	2,782
Interest income from fixed deposits	(3,464)	(4,162)
Foreign exchange loss	1,845	5,929
Share of results of associates	448	254
Operating cash flows before changes in working capital	<u>55,899</u>	<u>57,334</u>
(Increase)/decrease in inventories	(23)	49
Decrease in trade and other receivables	826	1,355
Decrease/(increase) in prepaid operating expenses	20	(274)
Increase/(decrease) in trade and other payables	1,519	(3,329)
Decrease in accrued operating expenses	(1,420)	(3,904)
Cash flows from operations	<u>56,821</u>	<u>51,231</u>
Interest received	3,464	4,162
Interest paid	(2,281)	(2,782)
Income taxes paid	(10,829)	(9,900)
Net cash flows generated from operating activities	<u>47,175</u>	<u>42,711</u>
Investing activities		
Dividend income from investment securities	121	522
Dividend income from associated companies	143	460
Proceeds from disposal of property, plant and equipment	132	222
Proceeds from disposal of investment securities	–	1,207
Purchase of property, plant and equipment	(24,378)	(18,254)
Purchase of investment securities	(431)	(2,502)
Additions to investment properties	(869)	(146)
Net cash flows used in investing activities	<u>(25,282)</u>	<u>(18,491)</u>

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED CASH FLOW STATEMENT

For the financial year ended 31 December 2019

	Group	
	2019	2018
	\$'000	\$'000
Financing activities		
Cash dividends paid on ordinary shares	(29,061)	(8,610)
Repayments of loans and borrowings	(4,533)	(39,884)
Repayment of principal portion of lease liabilities	(100)	–
Repayment of interest on lease liabilities	(174)	–
Repayments of obligations under finance leases	–	(18)
Net cash flows used in financing activities	<u>(33,868)</u>	<u>(48,512)</u>
Net increase in cash and cash equivalents	(11,975)	(24,292)
Effect of exchange rate changes on cash and cash equivalents	(3,196)	(10,972)
Cash and cash equivalents at 1 January	225,738	261,002
Cash and cash equivalents at 31 December	<u>210,567</u>	<u>225,738</u>
Cash and cash equivalents at end of year comprise:		
Cash at bank and on hand	26,084	29,823
Short-term deposits	184,483	195,915
Cash and cash equivalents at 31 December (Note 16)	<u>210,567</u>	<u>225,738</u>

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

1. CORPORATION INFORMATION

Hotel Grand Central Limited (the “Company”) is a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange.

The registered office and principal place of business of the Company is located at 22 Cavenagh Road, Singapore 229617.

The principal activities of the Company consist of owning, operating and managing hotels. The principal activities of the subsidiaries and associates are disclosed in Note 10 and Note 11 to the financial statements.

There have been no significant changes in the nature of these activities of the Company and its subsidiaries during the financial year.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 *Basis of preparation*

The consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards (International) (“SFRS (I)”).

The financial statements have been prepared on a historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Singapore Dollars (“SGD” or “\$”) and all values in are rounded to the nearest thousand (“\$’000”), except when otherwise indicated.

2.2 *Changes in accounting policies*

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the new and revised standards and SFRS(I) Interpretations (“SFRS(I) INT”) which are relevant to the Group and are effective for annual financial periods beginning on or after 1 January 2019. Except for the adoption of SFRS(I) 16 *Leases* described below, the adoption of these standards did not have a material effect on the financial performance or position of the Group and the Company.

SFRS(I) 16 *Leases*

SFRS(I) 16 *Leases* supersedes SFRS(I) 1-17 *Leases*, SFRS(I) INT 4 *Determining whether an Arrangement contains a Lease*, SFRS(I) INT 1-15 *Operating Leases-Incentives* and SFRS(I) INT 1-27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise most leases on the statement of financial position.

Transition to SFRS(I) 16

The Group has lease contracts for various items of land, property, equipment and motor vehicle. Before the adoption of SFRS(I) 16, the Group classified each of its leases (as lessee) at the inception date as either a finance lease or an operating lease. The accounting policy prior to 1 January 2019 is disclosed in Note 2.20.

The Group adopted SFRS(I) 16, which is effective for annual periods beginning on or after 1 January 2019. The changes arising from the adoption of SFRS(I) 16 have been applied using the modified retrospective approach. The amount of right-of-use assets recognised is equal to the lease liabilities, adjusted for any related prepaid and accrued lease payments previously recognised as at 1 January 2019.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 *Changes in accounting policies (cont'd)*

Transition to SFRS(I) 16 (cont'd)

The Group elected to use the transition practical expedient to not reassess whether a contract is, or contains, a lease at 1 January 2019. Instead, the Group applied the standard only to contracts that were previously identified as leases applying SFRS(I) 1-17 and SFRS(I) INT 4 at the date of initial application.

The Group also elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option (short-term leases), and lease contracts for which the underlying asset is of low value (low-value assets). The Group has leases of certain equipment (i.e., printing and photocopying machines, display panels) that are considered of low value.

The effect of adoption SFRS(I) 16 as at 1 January 2019 is, as follows:

	Group	Company
	Increase/ (decrease)	Increase/ (decrease)
	\$'000	\$'000
Assets		
Property, plant and equipment	1,320	37
Investment properties	4,498	–
Land use rights	(1,055)	–
Total assets	<u>4,763</u>	<u>37</u>
Liabilities		
Lease liabilities (current)	224	26
Lease liabilities (non-current)	4,586	58
Loans and borrowings (current)	(18)	(18)
Loans and borrowings (non-current)	(29)	(29)
Total liabilities	<u>4,763</u>	<u>37</u>

Upon adoption of SFRS(I) 16, the Group applied a single recognition and measurement approach for all leases except for short-term leases and leases of low-value assets. The accounting policy beginning on and after 1 January 2019 is disclosed in Note 2.20. The standard provides specific transition requirements and practical expedients, which have been applied by the Group.

Leases previously classified as finance leases

The Group did not change the initial carrying amounts of recognised assets and liabilities at the date of initial application for leases previously classified as finance leases (i.e., the right-of-use assets and lease liabilities equal the lease assets and liabilities recognised under SFRS(I) 1-17). The requirements of SFRS(I) 16 were applied to these leases from 1 January 2019.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 *Changes in accounting policies (cont'd)*

Transition to SFRS(I) 16 (cont'd)

Leases previously accounted for as operating leases

The Group recognised right-of-use assets and lease liabilities for those leases previously classified as operating leases, except for short-term leases and leases of low-value assets. Lease liabilities were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application. Right-of-use assets were measured at an amount equal to the lease liabilities adjusted by the amount of any prepaid or accrued lease payments.

The Group also applied the available practical expedients wherein it:

- Used a single discount rate to a portfolio of leases with reasonably similar characteristics;
- Relied on its assessment of whether leases are onerous immediately before the date of initial application;
- Applied the short-term leases exemptions to leases with lease term that ends within 12 months of the date of initial application;
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application; and
- Used hindsight in determining the lease term where the contract contained options to extend or terminate the lease.

Based on the above, as at 1 January 2019:

- Right-of-use assets of \$383,273,000 were recognised and presented within property, plant and equipment. This includes the existing leasehold land of \$381,853,000, motor vehicle previously held under finance leases of \$100,000 and the land use rights of \$1,055,000 that were reclassified from land use rights.
- Right-of-use assets of \$4,498,000 were recognised and presented within investment properties.
- Finance lease liabilities included within loans and borrowings of \$47,000 were reclassified to lease liabilities and lease liabilities of \$4,763,000 were recognised.

The lease liabilities as at 1 January 2019 can be reconciled to the operating lease commitments as at 31 December 2018, as follows:

	Group	Company
	\$'000	\$'000
Operating lease commitment as at 31 December 2018	15,952	91
Less: Commitments relating to short-term leases and leases of low-value assets	(76)	(44)
	15,876	47
Weighted average incremental borrowing rate as at 1 January 2019	3.6%	3.0%
Discounted operating lease commitments as at 1 January 2019	4,763	37
Add: Commitments relating to leases previously classified as finance leases	47	47
Lease liabilities as at 1 January 2019	4,810	84

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.3 *Standards issued but not yet effective*

The Group has not adopted the following standards and interpretations that have been issued but not yet effective:

<i>Description</i>	<i>Effective for annual periods beginning on or after</i>
Amendments to SFRS(I) 1-1 and SFRS(I) 1-8 <i>Definition of Material</i>	1 January 2020
Amendments to SFRS(I) 3 <i>Definition of Business</i>	1 January 2020
Amendments to SFRS(I) 9, SFRS(I) 1-39 and SFRS(I) 7 <i>Interest Rate Benchmark Reform</i>	1 January 2020
Amendments to References to the Conceptual Framework in SFRS(I) Standards	1 January 2020
Amendments to SFRS(I) 10 and SFRS(I) 1-28 <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	Date to be determined

The directors expect that the adoption of the standards and interpretations above will have no material impact on the financial statements in the year of initial application.

2.4 *Basis of consolidation and business combinations*

(a) *Basis of consolidation*

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

(b) *Business combinations and goodwill*

Business combinations are accounted for by applying the acquisition method. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is an asset or liability, will be recognised in profit or loss.

Non-controlling interest in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of net assets of the acquiree are recognised on the acquisition date at either fair value, or the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 *Basis of consolidation and business combinations (cont'd)*

(b) *Business combinations and goodwill (cont'd)*

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill. In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in profit or loss on the acquisition date.

Goodwill is initially measured at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to the Group's cash-generating units that are expected to benefit from the synergies of the combination.

The cash-generating units to which goodwill have been allocated is tested for impairment annually and whenever there is an indication that the cash-generating unit may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates.

Where goodwill forms part of a cash-generating unit and part of the operation within that cash-generating unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative fair values of the operations disposed of and the portion of the cash-generating unit retained.

2.5 *Foreign currency*

The financial statements are presented in Singapore Dollars ("SGD"), which is also the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

(a) *Transactions and balances*

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss.

Exchange differences arising on monetary items that form part of the Group's net investment in foreign operations are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.5 *Foreign currency (cont'd)*

(b) *Consolidated financial statements*

For consolidation purpose, the assets and liabilities of foreign operations are translated into SGD at the rate of exchange ruling at the end of the reporting period and their profit or loss are translated at the exchange rates prevailing at the date of the transactions. The exchange differences arising on the translation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

2.6 *Property, plant and equipment*

All items of property, plant and equipment are initially recorded at cost. Subsequent to recognition, property, plant and equipment other than freehold land, leasehold land and hotel buildings and improvements are measured at cost less accumulated depreciation and any accumulated impairment losses. Cost includes the cost of replacing part of the property, plant and equipment and borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying property, plant and equipment. The accounting policy for borrowing costs is set out in Note 2.18. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

When significant parts of property, plant and equipment are required to be replaced in intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation, respectively. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Freehold land, leasehold land, and hotel buildings and improvements are measured at fair value less accumulated depreciation on leasehold land and hotel buildings and improvements and impairment losses recognised after the date of the revaluation. Valuations are performed at least once every three years to ensure that the carrying amount does not differ materially from the fair value of the freehold land, leasehold land and hotel buildings and improvements at the end of the reporting period.

Any revaluation surplus is recognised in other comprehensive income and accumulated in equity under the asset revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss, in which case the increase is recognised in profit or loss. A revaluation deficit is recognised in profit or loss, except to the extent that it offsets an existing surplus on the same asset carried in the asset revaluation reserve.

Any accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. The revaluation surplus included in the asset revaluation reserve in respect of an asset is transferred directly to retained earnings on retirement or disposal of the asset.

Freehold land has an unlimited useful life and therefore is not depreciated.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Leasehold land	- 35 to 99 years
Hotel buildings and improvements	- 50 years
Furniture, fixtures and office equipment	- 2 to 13 years
Property, equipment and electrical fittings	- 10 years
Kitchen and room equipment	- 4 years
Motor vehicles	- 5 to 10 years

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.6 *Property, plant and equipment (cont'd)*

Assets under construction included in plant and equipment are not depreciated as these assets are not yet available for use.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual value, useful life and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on derecognition of the asset is included in profit or loss in the year the asset is derecognised.

2.7 *Investment properties*

Investment properties are properties that are either owned by the Group or leased under a finance lease that are held to earn rentals or for capital appreciation, or both, rather than for use in the production or supply of goods or services, or for administrative purposes, or in the ordinary course of business. Investment properties comprise completed investment properties. Properties held under operating leases are classified as investment properties when the definition of an investment property is met.

Investment properties are initially measured at cost, including transaction costs.

Subsequent to initial recognition, investment properties are measured at fair value. Gains or losses arising from changes in the fair values of investment properties are included in profit or loss in the year in which they arise.

Investment properties are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year of retirement or disposal.

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. For a transfer from owner-occupied property to investment property, the property is accounted for in accordance with the accounting policy for property, plant and equipment set out in Note 2.6 up to the date of change in use.

2.8 *Land use rights (policy applicable before 1 January 2019)*

Land use rights are initially measured at cost. Following initial recognition, land use rights are measured at cost less accumulated amortisation and accumulated impairment losses. The land use rights are amortised on a straight-line basis over the lease term of 35 years.

2.9 *Intangible assets*

Intangible assets acquired separately are measured initially at cost. Following initial acquisition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in profit or loss in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.9 *Intangible assets (cont'd)*

Intangible assets with finite useful lives are amortised over the estimated useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Intangible assets with indefinite useful lives or not yet available for use are tested for impairment annually, or more frequently if the events and circumstances indicate that the carrying value may be impaired either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite useful life is reviewed annually to determine whether the useful life assessment continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is de-recognised.

2.10 *Impairment of non-financial assets*

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when an annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses of continuing operations are recognised in profit or loss, except for assets that are previously revalued where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

A previously recognised impairment loss for an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss unless the asset is measured at revalued amount, in which case the reversal is treated as a revaluation increase.

An impairment loss on goodwill is recognised as an expense and is not reversed in a subsequent period.

2.11 *Subsidiaries*

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

In the Company's separate financial statements, investments in subsidiaries are accounted for at cost less impairment losses.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.12 *Associates*

An associate is an entity over which the Group has the power to participate in the financial and operating policy decisions of the investee but does not have control or joint control of those policies.

The Group accounts for its investments in associates using the equity method from the date on which it becomes an associate.

On acquisition of the investment, any excess of the cost of the investment over the Group's share of the net fair value of the investee's identifiable assets and liabilities represents goodwill and is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the associate's identifiable assets and liabilities over the cost of the investment is included as income in the determination of the Group's share of associate's profit or loss in the period in which the investment is acquired.

Under the equity method, the investments in associates are carried in the balance sheet at cost plus post-acquisition changes in the Group's share of net assets of the associates. The profit or loss reflects the share of results of the operations of the associates. Distributions received from associates reduce the carrying amount of the investment. Where there has been a change recognised in other comprehensive income by the associates, the Group recognises its share of such changes in other comprehensive income. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the interest in the associates.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in its associates. The Group determines at the end of each reporting period whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount in profit or loss.

The financial statements of the associates are prepared as of the same reporting date as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

Upon loss of significant influence over the associate, the Group measures any retained interest at its fair value. Any difference between the fair value of the aggregate of the retained interest and proceeds from disposal and the carrying amount of the investment at the date the equity method was discontinued is recognised in profit or loss.

2.13 *Financial instruments*

(a) *Financial assets*

Initial recognition and measurement

Financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Trade receivables are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.13 *Financial instruments (cont'd)*

(a) *Financial assets (cont'd)*

Subsequent measurement

Investments in debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset. The three measurement categories for classification of debt instruments are amortised cost, fair value through other comprehensive income and fair value through profit or loss. The Group only has debt instruments at amortised cost.

Financial assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the assets are de-recognised or impaired, and through amortisation process.

Investments in equity instruments

On initial recognition of an investment in equity instrument that is not held for trading, the Group may irrevocably elect to present subsequent changes in fair value in other comprehensive income (OCI). Dividends from such investments are to be recognised in profit or loss when the Group's right to receive payments is established. For investments in equity instruments which the Group has not elected to present subsequent changes in fair value in OCI, changes in fair value are recognised in profit or loss.

De-recognition

A financial asset is de-recognised where the contractual right to receive cash flows from the asset has expired. On de-recognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income for debt instruments is recognised in profit or loss.

(b) *Financial liabilities*

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. On derecognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.14 *Impairment of financial assets*

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss and financial guarantee contracts. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is recognised for credit losses expected over the remaining life of the exposure, irrespective of timing of the default (a lifetime ECL).

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.15 *Cash and cash equivalents*

Cash and cash equivalents comprise cash at bank and on hand and short-term deposits that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value.

2.16 *Inventories*

Inventories are stated at the lower of cost and net realisable value. Costs incurred in bringing the inventories to their present location and condition is determined based on purchase costs on a first-in first-out basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

2.17 *Provisions*

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.18 *Borrowing costs*

Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.19 *Employee benefits*

(a) *Defined contribution plans*

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. In particular, the Singapore companies in the Group make contributions to the Central Provident Fund scheme in Singapore, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

(b) *Employee leave entitlement*

Employee entitlements to annual leave are recognised as a liability when they are accrued to the employees. The undiscounted liability for leave expected to be settled wholly before twelve months after the end of the reporting period is recognised for services rendered by employees up to the end of the reporting period.

2.20 *Leases*

These accounting policies are applied on and after the initial application date of SFRS(I) 16, 1 January 2019:

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

(a) *As lessee*

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Leasehold land	35 to 99 years
Furniture, fixtures and office equipment	2 to 5 years
Property, equipment and electrical fittings	6 years
Motor vehicles	5 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. The accounting policy for impairment is disclosed in Note 2.10.

Right-of-use assets are presented within property, plant and equipment (Note 6).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.20 Leases (cont'd)

(a) As lessee (cont'd)

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

(b) As lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned. The accounting policy for rental income is set out in Note 2.22(b).

These accounting policies are applied before the initial application date of SFRS(I) 16, 1 January 2019:

(a) As lessee

Finance leases which transfer to the Group substantially all the risks and rewards incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Any initial direct costs are also added to the amount capitalised. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged to profit or loss. Contingent rents, if any, are charged as expenses in the periods in which they are incurred.

Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.20 *Leases (cont'd)*

(a) *As lessee (cont'd)*

Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term. The aggregate benefit of incentives provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis.

(b) *As lessor*

The accounting policy applicable to the Group as lessor in the comparative period was the same as under SFRS(I) 16.

2.21 *Customer loyalty programme*

The Group operates two different loyalty programmes: the Chancellor Club (CC), which earns a member one point for each night booked per room; and GC Rewards (GC), which earns a member one point for each dollar spent per stay. The points can then be redeemed for free goods and accommodation, subject to a minimum number of points being obtained.

Consideration received is allocated between the associated revenue and the points issued based on the fair value of the points. Fair value of the points is determined by applying statistical analysis. The fair value of the points issued is deferred and recognised as revenue when the points are redeemed.

2.22 *Revenue*

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

(a) *Hotel operations*

Room revenue from rental of hotel rooms is recognised when the services are rendered.

Food and beverage income is recognised upon sale.

Other hotel operations revenue comprises income from the operation of hotel and facilities therein and is recognised as and when goods and services are provided.

(b) *Rental income from investment properties*

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms. The aggregate costs of incentives provided to lessees are recognised as a reduction of rental income over the lease term on a straight-line basis.

(c) *Interest income*

Interest income is recognised using the effective interest method.

(d) *Dividend income*

Dividend income is recognised when the Group's right to receive payment is established.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.23 Taxes

(a) *Current income tax*

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the end of the reporting period, in the countries where the Group operates and generates taxable income.

Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(b) *Deferred tax*

Deferred tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all temporary differences, except:

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries and associates, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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 profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.23 *Taxes (cont'd)*

(c) *Sales tax*

Revenues, expenses and assets are recognised net of the amount of sales tax except:

- Where the sales tax incurred in a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables that are stated with the amount of sales tax included.

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

2.24 *Segment reporting*

For management purposes, the Group is organised into operating segments based on their products and services which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers report directly to the management of the Company who regularly review the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 33, including the factors used to identify the reportable segments and the measurement basis of segment information.

2.25 *Share capital and share issuance expenses*

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

2.26 *Contingencies*

A contingent liability is:

- (a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- (b) a present obligation that arises from past events but is not recognised because:
 - (i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - (ii) The amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised on the balance sheet of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future periods. Management is of the opinion that there is no significant judgement made in applying accounting policies that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period.

3.1 *Key sources of estimation uncertainty*

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period are discussed below. The Group based its assumptions and estimates on parameters available when the financial statement was prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(a) *Carrying value of hotel assets*

The Group carries its hotel assets at revalued cost less accumulated depreciation and any accumulated impairment losses, with an asset re-valuation exercise carried out once every three years to ensure the carrying amount does not differ materially from the fair value of the hotel assets at the end of the reporting period. The latest valuation exercise was carried out in 2018.

Management reviews the carrying value of the hotel assets and applies its judgement in assessing if there is any indication of impairment in its hotel assets by considering individual hotel asset's operating performance and evaluating if the hotel's performance is in line with the assumptions applied in the most recent hotel valuation cycle. Management applies its judgement in the assessment of the recoverability of the amounts invested in the hotel assets. Such judgment focuses predominantly on future hotel operating performance, which is, amongst others, dependent on the expected occupancy rates, discount rates, revenue growth rates and the competitive landscape in local markets. Any changes to these factors will affect the estimate of the recoverable value of the hotel asset. Management assesses, on an annual basis, whether there are triggering events indicating potential impairment.

The carrying amount of the Group's hotel properties at the end of the reporting period is disclosed in Note 6 to the financial statements.

(b) *Valuation of investment properties*

The Group carries its investment properties at fair value, with changes in fair values being recognised in profit or loss.

The fair values of investment properties are determined by independent real estate valuation experts using recognised valuation techniques. These techniques comprise both the Capitalisation Method and the Discounted Cash Flow Method.

The determination of the fair values of the investment properties require the use of estimates (amongst others, rental value, occupancy rates, discount rates, capitalisation rates and terminal yield rates). These estimates are based on local market conditions existing at the end of each reporting date.

The carrying amount and key assumptions used to determine the fair value of the investment properties are further explained in Note 7.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

4. SHARE CAPITAL

	Group and Company			
	2019		2018	
	No. of shares '000	\$'000	No. of shares '000	\$'000
Issued and fully paid ordinary shares				
At 1 January	726,535	502,537	690,315	455,922
Scrip dividends (Note 27)	–	–	36,220	46,615
At 31 December	726,535	502,537	726,535	502,537

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions. The ordinary shares have no par value.

5. RESERVES

(a) *Asset revaluation reserve*

The asset revaluation reserve represents increases in the fair value of freehold land, leasehold land and hotel buildings and improvements, net of related deferred tax, and decreases to the extent that such decrease relates to an increase in the same asset previously recognised in other comprehensive income.

(b) *Fair value adjustment reserve*

Fair value adjustment reserve represents the cumulative fair value changes, net of tax, of available-for-sale financial assets until they are disposed of or impaired.

(c) *Foreign currency translation reserve*

The foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

(d) *Other reserve*

Other reserve comprises discount on acquisition of non-controlling interests.

Details of the above reserve accounts are disclosed in the statements of changes in equity.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

6. PROPERTY, PLANT AND EQUIPMENT

Group	At valuation			At cost					Total \$'000
	Freehold land \$'000	Leasehold land \$'000	Hotel buildings and improvements \$'000	Construction- in-progress \$'000	Furniture, fixtures and office equipment \$'000	Property, equipment and electrical fittings \$'000	Kitchen and room equipment \$'000	Motor vehicles \$'000	
Cost or valuation									
At 1 January 2018	319,502	371,866	331,485	1,758	86,123	23,109	3,229	1,030	1,138,102
Additions	8,943	-	3,566	3,348	2,204	56	28	109	18,254
Disposals	-	-	-	-	(452)	(51)	-	(87)	(590)
Transfers from property held for sale	673	-	308	-	167	-	-	-	1,148
Reclassification	-	-	(4,225)	(2,643)	1,573	5,295	-	-	-
Revaluation surplus	25,206	28,527	30,435	-	-	-	-	-	84,168
Elimination of accumulated depreciation on revaluation	-	(18,540)	(30,398)	-	-	-	-	-	(48,938)
Exchange differences	(6,844)	-	(16,667)	(207)	(5,629)	(124)	-	(7)	(29,478)
At 31 December 2018	347,480	381,853	314,504	2,256	83,986	28,285	3,257	1,045	1,162,666
Adoption of SFRS(I) 16	-	1,055	-	-	209	56	-	-	1,320
At 1 January 2019	347,480	382,908	314,504	2,256	84,195	28,341	3,257	1,045	1,163,986
Additions	3,409	-	3,979	12,543	4,402	42	65	52	24,492
Disposals	-	-	(215)	-	(2,238)	-	(2)	(157)	(2,612)
Reclassification	-	-	3,456	(6,251)	2,785	10	-	-	-
Revaluation deficit	-	-	(24,429)	-	-	-	-	-	(24,429)
Exchange differences	(2,173)	-	(4,593)	(31)	(1,554)	(41)	-	(3)	(8,395)
At 31 December 2019	348,716	382,908	292,702	8,517	87,590	28,352	3,320	937	1,153,042
Accumulated depreciation and impairment losses									
At 1 January 2018	-	13,312	23,173	-	62,305	8,945	2,141	601	110,477
Charge for the year	-	5,228	8,528	-	4,478	1,801	645	138	20,818
Disposals	-	-	-	-	(327)	(51)	-	(87)	(465)
Reclassification	-	-	(385)	-	-	385	-	-	-
Elimination of accumulated depreciation on revaluation	-	(18,540)	(30,398)	-	-	-	-	-	(48,938)
Exchange differences	-	-	(918)	-	(4,396)	(68)	-	(4)	(5,386)
At 31 December 2018 and 1 January 2019	-	-	-	-	62,060	11,012	2,786	648	76,506
Charge for the year	-	5,817	9,006	-	4,721	1,867	413	163	21,987
Disposals	-	-	(63)	-	(2,150)	-	(2)	(152)	(2,367)
Exchange differences	-	26	(29)	-	(1,290)	(25)	-	(2)	(1,239)
At 31 December 2019	-	5,843	8,914	-	63,422	12,854	3,197	657	94,887
Net carrying amount									
At 31 December 2018	347,480	381,853	314,504	2,256	21,926	17,273	471	397	1,086,160
At 31 December 2019	348,716	377,065	283,788	8,517	24,168	15,498	123	280	1,058,155

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

6. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Company	At valuation		At cost					Total \$'000
	Freehold land \$'000	Hotel buildings and improvements \$'000	Construction- in-progress \$'000	Furniture, fixtures and office equipment \$'000	Property, equipment and electrical fittings \$'000	Kitchen and room equipment \$'000	Motor vehicles \$'000	
Cost or valuation								
At 1 January 2018	221,000	39,876	121	3,452	6,504	1,050	819	272,822
Additions	-	1,391	-	7	3	4	79	1,484
Disposals	-	-	-	-	-	-	(65)	(65)
Reclassification	-	(5,290)	-	-	5,290	-	-	-
Revaluation surplus	10,500	3,183	-	-	-	-	-	13,683
Elimination of accumulated depreciation on revaluation	-	(2,130)	-	-	-	-	-	(2,130)
At 31 December 2018	231,500	37,030	121	3,459	11,797	1,054	833	285,794
Adoption of SFRS(I) 16	-	-	-	37	-	-	-	37
At 1 January 2019	231,500	37,030	121	3,496	11,797	1,054	833	285,831
Additions	-	-	32	-	-	5	47	84
Disposals	-	-	-	-	-	(2)	(137)	(139)
At 31 December 2019	231,500	37,030	153	3,496	11,797	1,057	743	285,776
Accumulated depreciation								
At 1 January 2018	-	1,708	-	866	1,305	567	434	4,880
Charge for the year	-	807	-	337	650	258	125	2,177
Disposals	-	-	-	-	-	-	(66)	(66)
Reclassification	-	(385)	-	-	385	-	-	-
Elimination of accumulated depreciation on revaluation	-	(2,130)	-	-	-	-	-	(2,130)
At 31 December 2018 and 1 January 2019	-	-	-	1,203	2,340	825	493	4,861
Charge for the year	-	791	-	342	748	208	139	2,228
Disposals	-	-	-	-	-	(2)	(137)	(139)
At 31 December 2019	-	791	-	1,545	3,088	1,031	495	6,950
Net carrying amount								
At 31 December 2018	231,500	37,030	121	2,256	9,457	229	340	280,933
At 31 December 2019	231,500	36,239	153	1,951	8,709	26	248	278,826

Revaluation of land and buildings

Land and buildings were last revalued at 31 December 2018 based on valuations performed by accredited independent valuers.

The specific risks in each of the hotel properties are taken into consideration in arriving at the property valuation. The valuation methods used in determining the fair value involve certain estimates including those relating to capitalisation rate, discount rate and terminal yield. In relying on the valuation reports, management has exercised its judgement and is satisfied that the valuation methods and estimates used are reflective of the market conditions. Details of valuation techniques and inputs used are disclosed in Note 30(d).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

6. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Revaluation of land and buildings (cont'd)

In 2019, the directors reviewed the carrying values of the hotel assets and performed an internal valuation, where no independent valuer was involved. The carrying value of Hotel Grand Chancellor, Brisbane, Hotel Grand Chancellor, Melbourne, Hotel Grand Chancellor, Palm Cove, James Cook Hotel, Wellington and Hotel Grand Central, Sihui, China was written down to its recoverable amount of \$34,011,000, \$36,332,000, \$9,615,000, \$55,993,000 and \$16,422,000 respectively due to under-performance and prevailing market conditions. The write down of \$17,442,000 (net of the related deferred tax) has been fully recorded in the asset revaluation reserve and did not impact the Group's profit or loss. The recoverable amounts were determined based on the discounted cash flow method and the discount rates used ranges from 7.5% to 11.0%.

If the freehold land, leasehold land and hotel buildings and improvements were measured using the cost model, the carrying amounts would be as follows:

	Group		Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
Freehold land at 31 December:				
Cost and net carrying amount	50,806	48,236	2,749	2,749
Leasehold land at 31 December:				
Cost	121,430	120,000	-	-
Accumulated depreciation	(13,502)	(13,057)	-	-
Net carrying amount	107,928	106,943	-	-
Hotel buildings and improvements at 31 December:				
Cost	293,361	289,889	33,030	33,030
Accumulated depreciation	(73,269)	(68,066)	(2,937)	(2,276)
Net carrying amount	220,092	221,823	30,093	30,754

Cash flows during the year

During the financial year, the cash outflow on acquisition of property, plant and equipment amounted to \$24,378,000 (2018: \$18,254,000).

Assets acquired under leasing arrangements

Right-of-use assets acquired under leasing arrangements are presented together with the owned assets of the same class. Details of such leased assets are disclosed in Note 19(a).

As at 31 December 2018, the carrying amount of motor vehicle held under finance lease at the end of the reporting period was \$100,000.

The motor vehicle has been pledged as security for the related finance lease liabilities as disclosed in Note 17.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

7. INVESTMENT PROPERTIES

	Group	
	2019 \$'000	2018 \$'000
At 1 January	273,559	277,820
Additions	869	146
Lease incentive	296	–
Adoption of SFRS(I) 16	4,498	–
Net gain from fair value adjustments recognised in profit or loss	3,990	8,612
Exchange differences	(3,888)	(13,019)
At 31 December	279,324	273,559

(a) *Investment properties*

The Group has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment property or for repairs, maintenance or enhancements.

Investment properties comprise commercial properties that are leased to third parties on operating leases.

Investment properties are stated at fair value which has been determined based on valuations performed at the end of the reporting periods. The valuations were performed by an accredited independent valuer with recognised and relevant professional qualification and with recent experience in the location and category of properties being valued. The valuations are determined based on the capitalisation method and discounted cash flow method. Details of the valuation techniques and inputs used are disclosed in Note 30(d).

In relying on the valuation reports, management has exercised its judgement and is satisfied that the valuation methods and estimates are reflective of current market conditions.

The valuations were carried out by the following independent valuers:

Country	2019 Valuers	2018 Valuers
Australia	CBRE Limited	CBRE Limited
New Zealand	CBRE Limited and Colliers International	CBRE Limited and Colliers International

The property rental income earned by the Group for the year ended 31 December 2019 from its investment properties, all of which are leased out under operating leases, amounted to \$19,234,000 (2018: \$19,543,000). Direct operating expenses (including repairs and maintenance) arising on the rental-earning investment properties amounted to \$3,699,655 (2018: \$3,864,000).

Investment properties amounting to approximately \$142,069,000 (2018: \$147,717,000) have been mortgaged to banks as securities for bank facilities.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

8. LAND USE RIGHTS

	Group 2018 \$'000
Cost	
At 1 January	1,520
Exchange differences	(52)
At 31 December	1,468
Accumulated amortisation	
At 1 January	383
Amortisation for the year	44
Exchange differences	(14)
At 31 December	413
Net carrying amount	1,055
Amount to be amortised:	
Current	
- Not later than one year	44
Non-current	
- Later than one year but not later than five years	174
- Later than five years	837
	1,011
	1,055

The Group has land use rights over a plot of state-owned land (2,547.79 sqm) in the People's Republic of China ("PRC") where the Group's PRC hotel resides. The land use rights have a remaining tenure of 26 years as at 31 December 2018.

Land use rights were reclassified to right-of-use assets presented within property, plant and equipment on 1 January 2019 arising from the adoption of SFRS(I) 16. The impact of adoption is disclosed in Note 2.2.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

9. GOODWILL

	Group	
	2019 \$'000	2018 \$'000
Cost		
At 1 January	1,334	1,411
Exchange differences	(27)	(77)
At 31 December	1,307	1,334
Accumulated impairment		
At 1 January	–	–
Impairment loss	658	–
At 31 December	658	–
Net carrying amount		
At 31 December	649	1,334

Goodwill acquired through business combinations pertains to the following cash-generating unit (“CGU”) to which the acquired goodwill was allocated:

	Group	
	2019 \$'000	2018 \$'000
Hotel located in Wellington, New Zealand	–	671
Hotel located in Townsville, Australia	649	663
	649	1,334

Wellington Hotel

In 2019, the recoverable amount of the CGU of the Wellington hotel has been determined based on a value in use calculation using cash flow projections based on financial budgets approved by management covering a five-year period. Management have considered and determined the factors applied in these financial budgets which include budgeted gross margins, terminal growth rate and terminal yield. The Wellington hotel’s discounted cash flow projections were based on the terminal growth rate of 2.0% and a terminal yield of 10.5%.

In 2018, the recoverable amount of the CGU of the Wellington hotel had been determined through value in use assessment using income approach by the independent accredited professional valuer, CBRE Limited. The Wellington hotel’s discounted cash flow projections were based on the EBITDA growth rate of 4.7% and a terminal yield of 8.25%.

The pre-tax discount rate applied to the five-year cash flow projections were as follow:

	Group	
	2019 %	2018 %
Hotel located in Wellington, New Zealand	10.5	10.5

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

9. GOODWILL (CONT'D)

Townsville Hotel

In 2019, the recoverable amount of the CGU of the Townsville hotel has been determined based on a value in use calculation using cash flow projections based on financial budgets approved by management covering a five-year period. Management have considered and determined the factors applied in these financial budgets which include budgeted gross margins and average growth rates. An average growth rate of 6.5% was applied during the five-year period, whilst a terminal growth rate of 0% was used to extrapolate cash flow projections beyond the five-year period.

In 2018, the recoverable amount of the CGU of the Townsville hotel has been determined through value in use assessment using income approach by the independent accredited professional valuer, Colliers International. The Wellington hotel's discounted cash flows projections were based on EBITDA growth rate of 16.6% and a terminal yield of 8.0%.

The pre-tax discount rate applied to the five-year cash flow projections are as follows:

	Group	
	2019	2018
	%	%
Hotel located in Townsville, Australia	9.0	9.0

Key assumptions used in the value in use calculations

The calculations of value in use for both the CGUs are most sensitive to the following assumptions:

Growth rates – The forecasted growth rates are based on published industry research and do not exceed the long-term average growth rate for the industries relevant to the CGUs.

Pre-tax discount rates – Discount rates represent the current market assessment of the risks specific to each CGU, regarding the time value of money and individual risks of the underlying assets which have not been incorporated in the cash flow estimates.

Assessment of impairment

In 2019, as the carrying amount (inclusive of goodwill) of the CGU in Wellington, New Zealand exceed the recoverable amount, an impairment loss of \$658,000 was recognised in the Group's profit or loss at the end of the reporting period.

As the recoverable amounts of the CGU in Townsville, Australia exceed the carrying amounts (inclusive of goodwill), no goodwill impairment loss provision is recorded at the end of the reporting period.

10. INVESTMENTS IN SUBSIDIARIES

		Company	
		2019	2018
		\$'000	\$'000
Shares, at cost		340,989	333,011
Addition	(b)	2,636	11,137
Disposal	(c)	–	(3,159)
Impairment loss		(3,920)	(3,920)
		339,705	337,069

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

10. INVESTMENTS IN SUBSIDIARIES (CONT'D)

(a) Subsidiary companies

Name of subsidiary	Principal activities	Country of incorporation	Effective equity held by the Group		Cost of investment	
			2019 %	2018 %	2019 \$'000	2018 \$'000
Held by the Company						
⁽¹⁾ Hotel Chancellor @ Orchard Pte Ltd	Hotel operations	Singapore	100	100	55,000	55,000
⁽¹⁾ Grand Central International Management (S) Pte Ltd	Dormant	Singapore	100	100	– *	– *
⁽¹⁾ Grand Central Management (S) Pte Ltd	Provision of marketing and support services	Singapore	100	100	– *	– *
⁽³⁾ Grand Central Enterprises (Penang) Sdn Bhd	Hotel operations	Malaysia	100	100	18,246	18,246
⁽⁵⁾ Grand Central Properties (M) Sdn Bhd	Under liquidation	Malaysia	100	100	1,085	1,085
⁽²⁾ Grand Central (Australia) Pty Ltd	Hotel operations	Australia	100	100	180,846	180,846
⁽²⁾ Grand Central (NZ) Ltd	Commercial property investment	New Zealand	100	100	71,596	68,960
⁽⁴⁾ Hotel Grand Central (Sihui) Co. Ltd	Hotel operations	People's Republic of China	100	100	12,932	12,932
					339,705	337,069

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

10. INVESTMENTS IN SUBSIDIARIES (CONT'D)

(a) Subsidiary companies (cont'd)

Name of subsidiary	Principal activities	Country of incorporation	Effective equity held by the Group	
			2019 %	2018 %
Held through Subsidiaries				
⁽³⁾ Shianke Lee La Sdn Bhd	Hotel operations	Malaysia	100	100
⁽²⁾ Grand Central Management (NZ) Ltd	Provision of management services	New Zealand	100	100
⁽²⁾ Hotel Grand Chancellor (Christchurch) Ltd	Property Investment	New Zealand	100	100
⁽²⁾ Hotel Grand Chancellor (Auckland) Ltd	Hotel operations	New Zealand	100	100
⁽²⁾ James Cook Hotel Ltd	Hotel operations	New Zealand	100	100
⁽²⁾ James Cook Properties Ltd	Property investment	New Zealand	100	100
⁽²⁾ Grand Hotels International Ltd	Dormant	New Zealand	100	100
⁽²⁾ Hotel Grand Chancellor (Auckland City) Ltd	Hotel operations	New Zealand	100	100
⁽²⁾ Gainspan Pty Ltd	Investment holding	Australia	100	100
⁽²⁾ Grand Central Management (Australia) Pty Ltd	Dormant	Australia	100	100
⁽²⁾ Hotel Grand Chancellor (Brisbane) Pty Ltd	Hotel operations	Australia	100	100
⁽²⁾ Hotel Grand Chancellor (Hobart) Pty Ltd	Hotel operations	Australia	100	100
⁽²⁾ Hotel Grand Chancellor (Melbourne) Pty Ltd	Hotel operations	Australia	100	100
⁽²⁾ Chancellor Inn (Tasmania) Pty Ltd	Dormant	Australia	100	100
⁽²⁾ The Chancellor (Adelaide) Pty Ltd	Hotel operations	Australia	100	100
⁽²⁾ Hotel Grand Chancellor (Townsville) Pty Ltd	Hotel operations	Australia	100	100

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

10. INVESTMENTS IN SUBSIDIARIES (CONT'D)

(a) Subsidiary companies (cont'd)

Name of subsidiary	Principal activities	Country of incorporation	Effective equity held by the Group	
			2019 %	2018 %
Held through Subsidiaries (cont'd)				
⁽²⁾ Hotel Grand Chancellor (Launceston) Pty Ltd	Hotel operations	Australia	100	100
⁽²⁾ Hotel Grand Chancellor (Adelaide) Pty Ltd	Hotel operations	Australia	100	100
⁽²⁾ Hotel Grand Chancellor (Surfers Paradise) Pty Ltd	Dormant	Australia	100	100
⁽²⁾ Grand Central (Flinders St) Pty Ltd	Commercial property investment	Australia	100	100
⁽²⁾ Hotel Grand Chancellor (Palm Cove) Pty Ltd	Hotel operations	Australia	100	100

* Less than \$1,000.

⁽¹⁾ Audited by Ernst & Young LLP, Singapore.

⁽²⁾ Audited by member firms of EY Global in the respective countries.

⁽³⁾ Audited by Baker Tilly AC, Penang.

⁽⁴⁾ Audited by Guangdong Zhaoqing Zhongpeng Certified Public Accountants Co., Ltd.

⁽⁵⁾ The company commenced voluntary liquidation procedures on 12 February 2010.

(b) During the financial year ended 31 December 2019, the share capital of Grand Central (NZ) Ltd was increased by NZ\$3,000,000 (approximately \$2,636,000) through the issuance of 3,000,000 ordinary shares to the Company (2018: NZ\$12,000,000 (approximately \$11,137,000) through the issuance of 12,000,000 ordinary shares to the Company).

(c) During the financial year ended 31 December 2018, Hotel Grand Central (Sihui) Co. Ltd reduced its share capital by RMB15,000,000 (approximately \$3,159,000).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

11. INVESTMENTS IN ASSOCIATES

The Group's investments in associates comprised:

	Group		Company	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Grand Central Enterprises Bhd	7,441	6,043	7,419	7,419
Grand Central Development Sdn Bhd	1,321	1,408	2,830	2,830
	8,762	7,451	10,249	10,249
Fair value of investment in an associate for which there is a published price quotation		7,480		7,419

Details of the associates of the Group are set out below:

Name of associate	Principal activities	Country of incorporation	Effective equity held by the Group	
			2019 %	2018 %
Held by the Company				
⁽¹⁾ Grand Central Enterprises Bhd	Hotel operations	Malaysia	23.8	23.8
⁽²⁾ Grand Central Development Sdn Bhd	Property development	Malaysia	28.6	28.6

⁽¹⁾ Audited by a member firm of EY Global in Malaysia.

⁽²⁾ Audited by W. K. Lee & Company, Kuala Lumpur.

The activities of the associates are strategic to the Group activities.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

11. INVESTMENTS IN ASSOCIATES (CONT'D)

Dividends of \$Nil (2018: \$317,000) and \$143,000 (2018: \$143,000) were received from Grand Central Enterprises Bhd and Grand Central Development Sdn Bhd respectively during the financial year ended 31 December 2019.

The summarised financial information of the associates, based on their IFRS financial statements and a reconciliation with the carrying amounts of the investments in the consolidated financial statements are as follows:

Summarised balance sheet

	Grand Central Enterprises Bhd		Grand Central Development Sdn Bhd	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Assets and liabilities:				
Current assets	19,402	20,479	9,293	10,077
Non-current assets	58,000	59,674	6	6
Total assets	77,402	80,153	9,299	10,083
Current liabilities	1,764	1,757	69	522
Non-current liabilities	4,831	5,212	–	2
Total liabilities	6,595	6,969	69	524
Net assets	70,807	73,184	9,230	9,559
Attributable to:				
- NCI	555	573	4,611	4,638
- Associate's shareholders	70,252	72,611	4,619	4,921
Proportion of the Group's ownership	23.8%	23.8%	28.6%	28.6%
Group's share of net assets	16,712	17,281	1,321	1,408
Adjustments:				
- Impairment loss	(9,270)	(11,229)	–	–
- Others	(1)	(9)	–	–
	7,441	6,043	1,321	1,408

Summarised statement of comprehensive income

Revenue	7,752	7,745	–	–
(Loss)/profit net of tax, representing total comprehensive income for the year attributable to shareholders	(2,206)	(1,785)	268	594

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

11. INVESTMENTS IN ASSOCIATES (CONT'D)

Impairment testing of investment in an associated company

During the financial year, management performed an updated impairment assessment for the investment in Grand Central Enterprises Bhd (“GCE Bhd”). Based on the impairment assessment for this investment, a reversal of impairment loss of \$1,959,000 (2018: impairment loss of \$618,000) had been recognised in the “writeback/(impairment loss) on investment in an associated company” line item of the profit or loss to reflect the investment in this associated company to its recoverable amount.

The recoverable amount was determined as the higher of value in use or fair value less costs to sell of the investment. The value in use was calculated using cash flow projections from financial budgets approved by management covering a five-year period. A pre-tax discount rate of 6.28% (2018: 6.28%), a growth rate of between 10% to 18% (2018: 10% to 20%) during the five-year period and a terminal growth rate of 0% (2018: 0%) was applied to the cash flow projections. The fair value less costs to sell was calculated using the open market trading price of Grand Central Enterprises Bhd’s shares on the Bursa Malaysia, less anticipated selling costs.

12. DEFERRED TAX

Deferred income tax at 31 December relates to the following:

	Group		Company	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Deferred tax assets				
Provisions and other liabilities	49	37	-	-
Revaluations to fair value:				
- Land, hotel buildings and improvements	335	25	-	-
Net deferred tax assets	384	62	-	-
Deferred tax liabilities				
Differences in depreciation for tax purposes	(21,480)	(22,840)	(301)	(462)
Revaluations to fair value:				
- Land, hotel buildings and improvements	(125,675)	(130,502)	(2,020)	(2,020)
Unremitted income	(5,137)	(4,888)	(5,137)	(4,888)
Other items	(250)	(481)	(39)	(182)
	(152,542)	(158,711)	(7,497)	(7,552)
<u>Less: Deferred tax assets</u>				
Provisions and other liabilities	1,042	1,047	10	13
Unabsorbed capital allowances	182	184	-	-
Unutilised tax losses	375	606	-	301
	1,599	1,837	10	314
Net deferred tax liabilities	(150,943)	(156,874)	(7,487)	(7,238)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

12. DEFERRED TAX (CONT'D)

Unutilised tax losses and unabsorbed capital allowances

The use of these tax losses and capital allowances is subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the companies operate.

Tax consequences of undistributed earnings of overseas subsidiaries

At the end of the reporting period, no deferred tax liability has been recognised for withholding tax that would be payable on certain undistributed earnings of the overseas subsidiaries as the Group has determined that undistributed earnings of these overseas subsidiaries will not be distributed in the foreseeable future. Such temporary differences for which no deferred tax has been recognised aggregate to approximately \$64,805,000 (2018: \$61,853,000) and the deferred tax liability is estimated at approximately \$3,240,000 (2018: \$3,093,000).

Tax consequences of proposed dividends

There are no income tax consequences (2018: \$Nil) attached to the dividends to the shareholders proposed by the Company but not recognised as a liability in the financial statements (Note 27).

13. INVESTMENT SECURITIES

	Group and Company	
	2019	2018
	\$'000	\$'000
<i>At fair value through other comprehensive income ("FVOCI")</i>		
Equity shares (quoted), at fair value	14,429	13,528

Investments in equity instruments designated at fair value through other comprehensive income

	Group and Company	
	2019	2018
	\$'000	\$'000
<i>At fair value through other comprehensive income</i>		
Shares (quoted), at fair value		
- OCBC	11,823	11,131
- SingTel	590	513
- Singapore Press Holdings Limited	480	517
- Others	1,536	1,367
	<u>14,429</u>	<u>13,528</u>

The Group has elected to measure these equity securities at FVOCI due to the Group's intention to hold these equity instruments for long-term appreciation.

The Group recognised dividends from the equity instruments of \$604,000 (2018: \$522,000) during the financial year.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

14. INVENTORIES

	Group		Company	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Balance sheet:				
Food and beverage	607	576	7	7
Sundry stores and consumables	136	157	9	8
	743	733	16	15
Income statement:				
Inventories recognised as an expense in stock consumables (Note 23(a))	8,971	9,446		

15. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Trade and other receivables				
Trade receivables	4,333	4,585	109	166
Amount due from subsidiaries	–	–	549	557
Deposits	212	167	47	43
Other receivables	892	1,981	215	667
	5,437	6,733	920	1,433
Add: Cash and short-term deposits (Note 16)	210,567	225,738	128,138	129,253
	216,004	232,471	129,058	130,686

Trade receivables

Trade receivables are non-interest bearing and are generally on 30 to 90 days' terms. They are recognised at their original invoiced amounts which represent their fair values on initial recognition.

Trade receivables are denominated in the respective functional currencies of the entities in the Group.

Related party balances

Amount due from subsidiaries are non-trade in nature, unsecured, non-interest bearing, repayable upon demand and are to be settled in cash.

Expected credit losses

Information on the Group and Company's allowance for expected credit loss is disclosed in Note 31.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

16. CASH AND SHORT-TERM DEPOSITS

	Group		Company	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Cash at bank and on hand	26,084	29,823	2,707	3,479
Short-term deposits	184,483	195,915	125,431	125,774
Cash and short-term deposits	<u>210,567</u>	<u>225,738</u>	<u>128,138</u>	<u>129,253</u>

Cash at bank

Cash at bank earns interest at floating rates based on daily bank deposit rates ranging from 0.10% to 1.89% (2018: 0.10% to 1.86%) per annum.

Short-term deposits

Short-term deposits of the Group and Company are placed with financial institutions, have an average maturity of up to 90 days (2018: 90 days) and effective interest rates ranging from 0.63% to 4.11% (2018: 0.63% to 4.04%) per annum.

Cash and short-term deposits denominated in foreign currencies are as follows:

	Group		Company	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
AUD	129,765	121,619	95,400	79,449
NZD	8,292	19,834	930	923
MYR	22,866	22,100	5,980	5,561
RMB	8,572	8,571	7,281	7,369
	<u>169,495</u>	<u>172,124</u>	<u>109,591</u>	<u>93,302</u>

17. LOANS AND BORROWINGS

	Maturity	Group		Company	
		2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Current:					
Obligations under finance lease	Within 1 year	–	18	–	18
Bank term loans – short term portion (Note 17(a))	Within 1 year	30,825	33,918	–	–
		<u>30,825</u>	<u>33,936</u>	<u>–</u>	<u>18</u>
Non-current:					
Obligations under finance lease	Within 2 – 5 years	–	29	–	29
Bank term loans – long term portion (Note 17(a))	Within 2 – 5 years	22,438	24,522	–	–
		<u>22,438</u>	<u>24,551</u>	<u>–</u>	<u>29</u>
		<u>53,263</u>	<u>58,487</u>	<u>–</u>	<u>47</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

17. LOANS AND BORROWINGS (CONT'D)

(a) *Bank term loans*

Details of the bank term loans are as follows:

Subsidiaries

- (i) NZD loan 1 to subsidiary in New Zealand

	Loans outstanding	
	2019	2018
	\$'000	\$'000
Current	29,011	32,084
	29,011	32,084

The NZD loan that was granted to a subsidiary in New Zealand is secured by way of a legal mortgage over the land and building at 161 Cashel Street, Christchurch. The loan bears interest at 1.80% per annum above the bank bill rates and was refinanced on 11 November 2019. The effective interest rate ranged between 3.35% to 4.40% (2018: 4.14% to 4.58%) per annum. Interest is repriced every 30, 60, 90, 120, 150 or 180 days. The loan is repayable in seven semi-annual installments of NZ\$1,500,000 each. The loan repayment commenced on 22 December 2019 with a final payment of NZ\$24,500,000 on 22 December 2022. Although the loan is for a period of three years, the loan is classified as current liabilities since the subsidiary does not have an unconditional right to defer the settlement of the liability for at least twelve months after the reporting period under the terms of the credit facilities.

- (ii) NZD loan 2 to subsidiary in New Zealand

Current	907	917
Non-current	7,026	8,022
	7,933	8,939

The NZD loan that was granted to a subsidiary in New Zealand is secured by way of a legal mortgage over the land and building of Fonterra House at 80 London Street and 9 -11 Harwood Street, Hamilton. The loan bears interest at 2.40% per annum above the bank bill rates. The effective interest rate ranged between 3.61% to 4.43% (2018: 4.34% to 4.45%) per annum. The loan is repayable in eighteen quarterly installments of NZ\$250,000. The loan repayment commenced on 8 December 2017 with a final payment of NZ\$6,500,000 on 31 July 2022.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

17. LOANS AND BORROWINGS (CONT'D)

(a) *Bank term loans (cont'd)*

Subsidiaries (cont'd)

(iii) NZD loan 3 to subsidiary in New Zealand

	Loans outstanding	
	2019	2018
	\$'000	\$'000
Current	907	917
Non-current	15,412	16,500
	16,319	17,417

The NZD loan that was granted to a subsidiary in New Zealand is secured by way of a legal mortgage over the land and building of PWC Centre at 60 and 38 Cashel Street, Christchurch. The loan has a variable interest rate based on the Customised Average Rate Loan ("CARL") rate and ranged between 3.91% and 4.40% (2018: 4.32% and 4.45%) per annum. The loan is repayable in nine semi-annual installments of NZ\$500,000 each. The loan repayment commenced on 15 January 2018 with a final payment of NZ\$15,500,000 on 20 July 2022.

	2019	2018
	\$'000	\$'000
Group		
Total bank term loans		
Current	30,825	33,918
Non-current	22,438	24,522
	53,263	58,440

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

17. LOANS AND BORROWINGS (CONT'D)

(b) Reconciliation of liabilities arising from financing activities

A reconciliation of liabilities arising from financing activities is as follows:

	Cash flows		Non-cash items				2019 \$'000
	2019 \$'000	\$'000	Accretion of interests \$'000	Additions \$'000	Foreign exchange movement \$'000	Others \$'000	
Lease liabilities	4,810	(274)	174	114	(48)	-	4,776
Bank term loans							
- Current	33,918	(4,533)	-	-	(371)	1,811	30,825
- Non-current	24,522	-	-	-	(273)	(1,811)	22,438
	<u>63,250</u>	<u>(4,807)</u>	<u>174</u>	<u>114</u>	<u>(692)</u>	<u>-</u>	<u>58,039</u>

	Cash flows		Non-cash items			2018 \$'000
	2018 \$'000	\$'000	Foreign exchange movement \$'000	Others \$'000	2018 \$'000	
Finance leases						
- Current			18	(18)	-	18
- Non-current			47	-	-	(18)
Bank term loans						
- Current			40,048	(39,884)	(689)	34,443
- Non-current			60,537	-	(1,572)	(34,443)
			<u>100,650</u>	<u>(39,902)</u>	<u>(2,261)</u>	<u>-</u>
						<u>58,487</u>

The 'other' column relates to reclassification of non-current portion of loans and borrowings and obligations under finance leases due to passage of time.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

18. TRADE AND OTHER PAYABLES

	Group		Company	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Trade and other payables:				
Trade payables	6,255	5,551	60	71
Other payables	5,550	4,767	119	138
Rental deposits received	1,445	1,365	10	10
Amounts due to associates	74	33	74	33
Amounts due to subsidiaries	–	–	3,621	3,318
GST payables	1,315	1,480	191	188
Total trade and other payables	14,639	13,196	4,075	3,758
Less:				
GST payables	(1,315)	(1,480)	(191)	(188)
Total trade and other payables (exclude GST payables)	13,324	11,716	3,884	3,570
Add:				
Accrued operating expenses	2,372	3,824	1,092	1,154
Lease liabilities (Note 19)	4,776	–	58	–
Loans and borrowings (Note 17)	53,263	58,487	–	47
Total financial liabilities carried at amortised cost	73,735	74,027	5,034	4,771

Trade payables/other payables

Trade payables/other payables are non-interest bearing and are normally settled on 60-days' terms. Trade payables are denominated in the respective functional currencies of the entities in the Group.

Other payables are non-interest bearing and have an average term of 90 days.

Amounts due to associates

These amounts are trade in nature, unsecured, interest-free, repayable on demand and are to be settled in cash. Amounts due to associates are denominated in Malaysian Ringgit.

Amounts due to subsidiaries

These amounts are non-trade in nature, unsecured, interest-free, repayable on demand and are to be settled in cash. An amount of \$1,075,000 (2018: \$1,251,000) is denominated in Malaysian Ringgit.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

19. LEASES

As Lessee

The Group has lease contracts for land, property, equipment and motor vehicle. The Group's obligations under these leases are secured by the lessor's title to the leased assets. The Group is restricted from assigning and subleasing the leased assets. There are lease contracts that include extension options which are further discussed below.

The Group also has certain leases of equipment with lease terms of 12 months or less and leases of equipment with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

(a) Carrying amounts of right-of-use assets classified within property, plant and equipment

Group	Leasehold land \$'000	Furniture, fixtures and office equipment \$'000	Property, equipment and electrical fittings \$'000	Motor vehicles \$'000	Total \$'000
At 1 January 2019	382,908	209	56	100	383,273
Additions	–	114	–	–	114
Depreciation	(5,817)	(63)	(6)	(39)	(5,925)
Exchange differences	(26)	(3)	(1)	–	(30)
At 31 December 2019	<u>377,065</u>	<u>257</u>	<u>49</u>	<u>61</u>	<u>377,432</u>

Company	Furniture, fixtures and office equipment \$'000	Motor vehicles \$'000	Total \$'000
At 1 January 2019	37	100	137
Depreciation	(8)	(39)	(47)
At 31 December 2019	<u>29</u>	<u>61</u>	<u>90</u>

(b) Carrying amounts of right-of-use assets classified within investment properties

Group	Total \$'000
At 1 January 2019	4,498
Exchange difference	(55)
At 31 December 2019	<u>4,443</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

19. LEASES (CONT'D)

As Lessee (cont'd)

(c) Lease liabilities

	Group 2019 \$'000	Company 2019 \$'000
Current	119	25
Non-current	4,657	33
	<u>4,776</u>	<u>58</u>

The movements of lease liabilities during the year are disclosed in Note 17 and the maturity analysis of lease liabilities is disclosed in Note 31.

(d) Amounts recognised in consolidated statement of comprehensive income

	2019 \$'000
Depreciation of right-of-use assets	5,925
Interest expense on lease liabilities (Note 24)	174
Lease expense not capitalised in lease liabilities:	
Expenses relating to short-term leases (included in operating costs and expenses)	548
Expenses relating to leases of low value assets (included in operating costs and expenses)	20
	<u>6,667</u>
Total amount recognised in consolidated statement of comprehensive income	<u>6,667</u>

(e) Total cash outflow

The Group had total cash outflows for leases of \$842,000 in 2019. The Group also had non-cash additions to right-of-use assets and lease liabilities of \$114,000 during the financial year ended 31 December 2019.

(f) Extension options

The Group's investment property JacksonStone House located at Wellington, New Zealand is situated on leased land parcels with a perpetual renewal option. The corresponding leases are renewable at 21 year intervals and has no escalation clauses. In recognising right-of-use assets and lease liabilities, the Group assumes that the leases will be renewed in perpetuity.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

19. LEASES (CONT'D)

As Lessee (cont'd)

(g) *Operating lease commitments*

As at 31 December 2018, the Group had entered into operating lease agreements for rental of office premises. These leases had an average life of between one and five years with no escalation clauses or contingent rentals and do not contain restrictions on the Group's activities concerning dividends, additional debts or further leasing. Most of the leases contain renewable options. Minimum lease payments, excluding amortisation of land use rights recognised as an expense in profit or loss for the year ended 31 December 2018 amounted to \$234,000.

Future minimum lease payable under non-cancellable operating leases (excluding land use rights) for the financial year ended 31 December 2018 are as follows:

	Group 2018 \$'000
Not later than one year	180
Later than one year but not later than five years	98
	278

As lessor

The Group has entered into commercial property leases and property leases on its investment properties (Note 7) and hotel portfolio. These non-cancellable leases have remaining non-cancellable lease terms of between one year and twelve years with renewal options for some contracts but no escalation clauses included in the contracts. There are no restrictions placed upon the Group by entering into these leases.

Rental income from investment properties is disclosed in Note 20.

Future minimum lease receivable under non-cancellable operating leases at the end of the reporting period are as follows:

	Group	
	2019 \$'000	2018 \$'000
Not later than one year	20,263	19,201
Later than one year but not later than five years	52,744	60,522
Later than five years	19,118	25,694
	92,125	105,417

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

20. REVENUE FROM HOTEL OPERATIONS AND RENTAL INCOME FROM INVESTMENT PROPERTIES

	Group	
	2019 \$'000	2018 \$'000
Revenue from contracts with customers:		
- Hotel operations	135,468	142,431
Rental income from investment properties	19,234	19,543
	154,702	161,974

Disaggregation of revenue from contracts with customers

Segments

	2019 \$'000	2018 \$'000
Primary geographical markets		
Singapore	34,944	34,916
Malaysia	327	304
Australia	83,487	87,524
New Zealand	15,569	18,177
China	1,141	1,510
	135,468	142,431

Major product or service lines

Room revenue	97,942	101,385
Food and beverage income	32,453	35,581
Others	5,073	5,465
	135,468	142,431

Timing of transfer of goods or services

Over time	103,015	106,850
At a point in time	32,453	35,581
	135,468	142,431

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

21. OTHER INCOME

(a) Other income

	Group	
	2019 \$'000	2018 \$'000
Dividend income from investment securities at FVOCI	604	522
Net (loss)/gain on disposal of property, plant and equipment	(113)	97
Fair value gain on derivatives	–	83
Others	64	46
	<u>555</u>	<u>748</u>

(b) Writeback/(impairment loss) on investment in an associated company

	Group	
	2019 \$'000	2018 \$'000
Writeback/(impairment loss) on investment in an associate (Note 11)	<u>1,959</u>	<u>(618)</u>

22. STAFF COSTS

	Group	
	2019 \$'000	2018 \$'000
Wages, salaries and bonuses	37,544	42,057
CPF and pension contributions	3,149	3,274
Other benefits	4,826	4,713
	<u>45,519</u>	<u>50,044</u>

Other benefits include long service leave, payroll tax, work cover, employee meals, fringe benefit tax and annual leave.

Staff costs include directors' and executive officers' remuneration (Note 29(b)).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

23. OPERATING COSTS AND EXPENSES

(a) *Hotel marketing and operating costs*

	Group	
	2019	2018
	\$'000	\$'000
Laundry expenses	4,356	4,764
Marketing expenses and commissions	7,998	8,408
Repair and maintenance expenses	8,298	8,468
Room daily supplies	1,575	1,712
Stock consumables (Note 14)	8,971	9,446
Utilities expenses	6,762	7,052
	37,960	39,850

(b) *Other operating expenses*

	Group	
	2019	2018
	\$'000	\$'000
Audit fees payable to:		
- Auditors of the Company	242	260
- Other auditors	302	320
Non-audit fees payable to:		
- Auditors of the Company	101	78
- Other auditors	34	36
Amortisation of land use rights (Note 8)	-	44
Body corporate fee	405	442
Directors' fees payable to Directors of the Company	346	369
Insurance expenses	2,377	1,919
Credit impairment on trade receivables	92	-
Printing, postage and stationery	376	380
Professional fees	485	576
Property and land taxes	5,306	5,223
Rental expense	568	813
Telecommunication	245	262
Travelling	302	346
Administrative and general expenses	4,299	3,768
	15,480	14,836
Total operating costs and expenses	53,440	54,686

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

24. FINANCE COSTS

	Group	
	2019	2018
	\$'000	\$'000
Interest expense on:		
- Bank loans	2,279	2,779
- Lease liabilities and finance lease liabilities	174	3
	2,453	2,782

25. INCOME TAX EXPENSE

Major components of income tax expense

The major components of income tax expense for the financial years ended 31 December 2019 and 2018 are:

	Group	
	2019	2018
	\$'000	\$'000
Consolidated income statement:		
<i>Current income tax</i>		
- Current income taxation	9,785	10,855
- (Over)/under provision in respect of previous years	(177)	165
	9,608	11,020
<i>Deferred income tax</i>		
- Origination of temporary differences	2,276	2,418
- (Over)/under provision in respect of previous years	(31)	858
	2,245	3,276
Income tax expense recognised in profit or loss	11,853	14,296

Statement of comprehensive income:

Deferred income tax related to other comprehensive income:		
Reversal of deferred tax liability on net deficit on revaluation of hotel land and buildings	(6,987)	-
Deferred tax liability on net surplus on revaluation of hotel land and buildings	-	14,969
Deferred tax liability on reduction of development cost accruals for completed hotels in Singapore	-	1,415
	(6,987)	16,384

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

25. INCOME TAX EXPENSE (CONT'D)

Relationship between tax expense and accounting profit

The reconciliation between the tax expense and the product of accounting profit multiplied by the applicable corporate tax rate for the financial years ended 31 December 2019 and 2018 are as follows:

	Group	
	2019 \$'000	2018 \$'000
Profit before tax	38,320	40,365
Tax at the domestic rates applicable to profits in the countries where the Group operates	10,120	11,690
Adjustments:		
Non-deductible expenses	2,773	2,727
Income not subject to taxation	(437)	(1,644)
Effect of partial tax exemption	(85)	(63)
(Over)/under provision in respect of previous years		
- Current income tax	(177)	165
- Deferred tax	(31)	858
Share of results of associates	76	43
Others	(386)	520
Income tax expense recognised in profit or loss	11,853	14,296

The above reconciliation is prepared by aggregating the separate tax reconciliation for each national jurisdiction.

At the end of the reporting period, certain subsidiaries in the Group have tax losses aggregating to approximately \$1,384,000 (2018: \$1,016,000) that are available for offset against future taxable profits, for which no deferred tax asset is recognised due to uncertainty of its recoverability. The use of these tax losses is subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the companies operate.

26. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing profit, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

As there were no share options and warrants granted, basic and diluted earnings per share are the same.

The following table reflects the profit and share data used in the computation of basic and diluted earnings per share for the financial years ended 31 December:

	Group	
	2019 \$'000	2018 \$'000
Profit net of tax attributable to owners of the Company	26,467	26,069
	No. of shares '000	No. of shares '000
Weighted average number of ordinary shares for basic and diluted earnings per share computation	726,535	705,407

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

27. DIVIDENDS

	Group and Company	
	2019	2018
	\$'000	\$'000
Declared and paid during the financial year		
Dividends on ordinary shares:		
Final exempt (one-tier) dividend for 2018: Ordinary: 4.0 cents (2017: 5.0 cents) per share	29,061	46,615
Final exempt (one-tier) dividend for 2018: Special: Nil cents (2017: 3.0 cent) per share	–	8,610
	29,061	55,225

The final dividend was paid on 31 May 2019 (2018: 30 July 2018). Out of the \$29,061,000 (2018: \$55,225,000) declared, \$29,061,000 (2018: \$8,610,000) was settled by cash and the balance of \$Nil (2018: \$46,615,000) was settled by scrips (Note 4).

Proposed but not recognised as a liability as at 31 December

	Group and Company	
	2019	2018
	\$'000	\$'000
Dividends on ordinary shares, subject to shareholders' approval at the AGM:		
Final exempt (one-tier) dividend for 2019 - Ordinary: 4.0 cents (2018: 4.0 cents) per share	29,061	29,061
	29,061	29,061

28. COMMITMENTS

(a) Capital commitments

As at 31 December 2019, the Group had outstanding commitments of \$10,361,000 (2018: \$12,560,000) in respect of the following:

- (i) Renovation of a hotel and an investment property in New Zealand amounting to \$10,361,000 (2018: \$8,809,000).
- (ii) Renovation of a hotel in Australia amounting to \$Nil (2018: \$3,751,000).

(b) Other commitments

The Company has agreed to provide continuing financial support to certain subsidiary companies.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

29. RELATED PARTY TRANSACTIONS

(a) *Sale and purchase of goods and services*

In addition to the related party information disclosed elsewhere in the financial statements, the following significant transactions between the Group and related parties took place on terms agreed between the parties during the financial year:

	Group	
	2019 \$'000	2018 \$'000
Management fee charged to a related party	49	53

(b) *Compensation of key management personnel*

	Group	
	2019 \$'000	2018 \$'000
Directors of the Company		
Short-term employee benefits	705	3,699
Contribution to CPF and other defined contribution pension schemes	21	21
Directors' fees	346	369
	1,072	4,089
Other key management personnel		
Short-term employee benefits	2,191	2,319
Contribution to CPF and other defined contribution pension schemes	178	201
	2,369	2,520

30. FAIR VALUES OF ASSETS AND LIABILITIES

(a) *Fair value hierarchy*

The Group categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date;

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 - Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

30. FAIR VALUES OF ASSETS AND LIABILITIES (CONT'D)

(b) *Assets and liabilities measured at fair value*

The following table shows an analysis of each class of assets and liabilities measured at fair value at the end of the reporting period:

	Group			Total
	Fair value measurements at the end of the period using			
	Quoted prices in active markets for identical instruments (Level 1) \$'000	Significant observable inputs other than quoted prices (Level 2) \$'000	Significant unobservable inputs (Level 3) \$'000	\$'000
2019				
Assets measured at fair value				
Financial assets:				
Equity instruments at fair value through other comprehensive income				
- Investment securities	14,429	-	-	14,429
Non-financial assets:				
Investment properties	-	-	279,324	279,324
Hotel assets				
- Freehold land	-	-	348,716	348,716
- Leasehold land	-	986	376,079	377,065
- Hotel buildings and improvements	-	15,436	268,352	283,788
	<u>14,429</u>	<u>16,422</u>	<u>1,272,471</u>	<u>1,303,322</u>

	Group			Total
	Fair value measurements at the end of the period using			
	Quoted prices in active markets for identical instruments (Level 1) \$'000	Significant observable inputs other than quoted prices (Level 2) \$'000	Significant unobservable inputs (Level 3) \$'000	\$'000
2018				
Assets measured at fair value				
Financial assets:				
Equity instruments at fair value through other comprehensive income				
- Investment securities	13,528	-	-	13,528
Non-financial assets:				
Investment properties	-	-	273,559	273,559
Hotel assets				
- Freehold land	-	-	347,480	347,480
- Leasehold land	-	-	381,853	381,853
- Hotel buildings and improvements	-	-	314,504	314,504
	<u>13,528</u>	<u>-</u>	<u>1,317,396</u>	<u>1,330,924</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

30. FAIR VALUES OF ASSETS AND LIABILITIES (CONT'D)

(b) *Assets and liabilities measured at fair value (cont'd)*

	Company			Total
	Fair value measurements at the end of the period using			
	Quoted prices in active markets for identical instruments (Level 1) \$'000	Significant observable inputs other than quoted prices (Level 2) \$'000	Significant unobservable inputs (Level 3) \$'000	
2019				
Assets measured at fair value				
Financial assets:				
Equity instruments at fair value through other comprehensive income				
- Investment securities	14,429	-	-	14,429
Non-financial assets:				
Hotel assets				
- Freehold land	-	-	231,500	231,500
- Hotel buildings and improvements	-	-	36,239	36,239
	14,429	-	267,739	282,168

	Company			Total
	Fair value measurements at the end of the period using			
	Quoted prices in active markets for identical instruments (Level 1) \$'000	Significant observable inputs other than quoted prices (Level 2) \$'000	Significant unobservable inputs (Level 3) \$'000	
2018				
Assets measured at fair value				
Financial assets:				
Equity instruments at fair value through other comprehensive income				
- Investment securities	13,528	-	-	13,528
Non-financial assets:				
Hotel assets				
- Freehold land	-	-	231,500	231,500
- Hotel buildings and improvements	-	-	37,030	37,030
	13,528	-	268,530	282,058

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

30. FAIR VALUES OF ASSETS AND LIABILITIES (CONT'D)

(c) **Level 2 fair value measurements**

The valuation of leasehold land and hotel buildings and improvements within property, plant and equipment (Note 6) is based on comparable market transactions that consider sales of similar properties that have been transacted in the open market.

(d) **Level 3 fair value measurements**

(i) **Investment properties**

The following table shows the information about fair value measurements using significant unobservable inputs (Level 3):

Description	Fair value at 31 December 2019 \$'000	Valuation techniques	Significant Unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Recurring fair value measurements				
Non-financial assets:				
- Investment properties	279,324	Capitalisation method	Capitalisation rate - 5.25% to 8.15% per annum	The estimated fair value varies inversely against the capitalisation rate
		Discounted cash flow method	Discount rate - 6.38% to 8.75% per annum Terminal yield rate - 5.50% to 8.25% per annum	The estimated fair value varies inversely against the discount rate and terminal yield rate

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

30. FAIR VALUES OF ASSETS AND LIABILITIES (CONT'D)

(d) *Level 3 fair value measurements (cont'd)*

(i) **Investment properties (cont'd)**

Description	Fair value at 31 December 2018 \$'000	Valuation techniques	Significant Unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Recurring fair value measurements				
Non-financial assets:				
- Investment properties	273,559	Capitalisation method	Capitalisation rate - 6.00% to 8.25% per annum	The estimated fair value varies inversely against the capitalisation rate
		Discounted cash flow method	Discount rate - 6.38% to 9.25% per annum Terminal yield rate - 6.63% to 8.50% per annum	The estimated fair value varies inversely against the discount rate and terminal yield rate

Key unobservable inputs correspond to:

- Capitalisation rate corresponds to a rate of return on a property based on the income that the property is expected to generate.
- Discount rate represents the required rate of return, adjusted for a risk premium that reflects the risks relevant to an asset.
- Terminal yield rate reflects an exit capitalisation rate applied to a projected terminal cash flow.

Reconciliation of fair value for financial reporting purposes

	Group 2019 \$'000
Market value as estimated by external valuer	274,881
Add: Lease liabilities recognised separately	4,443
Fair value for financial reporting purposes	<u>279,324</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

30. FAIR VALUES OF ASSETS AND LIABILITIES (CONT'D)

(d) **Level 3 fair value measurements (cont'd)**

(i) **Investment properties (cont'd)**

Movements in level 3 assets measured at fair value

The movements of non-financial assets and measured at fair value classified under Level 3, have been disclosed in Note 7.

Valuation policies and procedures

The Group engages external independent and qualified valuers to determine the fair value of the Group's investment properties at the end of every financial year.

Management is responsible for selecting and engaging valuation experts that possess the relevant credentials and knowledge of valuation of commercial investment properties. For valuation performed by external valuers, management reviews the appropriateness of the valuation methodologies and assumptions adopted.

Significant changes in fair value measurements from period to period are evaluated by management for reasonableness. Key drivers of the changes are identified and assessed for reasonableness against relevant information from independent external sources. Significant valuation issues are reported to the Audit Committee.

(ii) **Hotel assets**

The hotel assets of the Group and the Company are periodically revalued every three years (Note 2.6). The last independent external valuation of the hotel assets was done in financial year 2018 using the discounted cash flow method. A directors' valuation was performed for purposes of the financial year 2019.

The following table shows the information on revaluation measurements performed by using significant unobservable inputs (Level 3):

<u>Group</u>	Fair value 2019 \$'000	Valuation techniques	Significant Unobservable inputs
Description			
Recurring fair value measurements			
Non-financial assets:			
- Freehold land	348,716	Discounted cash flow method	Discount rate - 7.00% to 11.0% per annum
- Leasehold land	376,079	Discounted cash flow method	Discount rate - 7.50% per annum
- Hotel buildings and improvements	268,352	Discounted cash flow method	Discount rate - 7.00% to 11.0% per annum

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

30. FAIR VALUES OF ASSETS AND LIABILITIES (CONT'D)

(d) *Level 3 fair value measurements (cont'd)*

(ii) Hotel assets (cont'd)

<u>Group</u>	Fair value 2018 \$'000	Valuation techniques	Significant Unobservable inputs
Description			
Recurring fair value measurements			
Non-financial assets:			
- Freehold land	347,480	Discounted cash flow method	Discount rate - 7.00% to 11.0% per annum
- Leasehold land	381,853	Discounted cash flow method	Discount rate - 7.50% per annum
- Hotel buildings and improvements	314,504	Discounted cash flow method	Discount rate - 7.00% to 11.0% per annum
<u>Company</u>	Fair value 2019 \$'000	Valuation techniques	Significant Unobservable inputs
Description			
Recurring fair value measurements			
Non-financial assets:			
- Freehold land	231,500	Discounted cash flow method	Discount rate - 7.00% per annum
- Hotel buildings and improvements	36,239	Discounted cash flow method	Discount rate - 7.00% per annum

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

30. FAIR VALUES OF ASSETS AND LIABILITIES (CONT'D)

(d) *Level 3 fair value measurements (cont'd)*

(ii) **Hotel assets (cont'd)**

<u>Company</u>	Fair value 2018 \$'000	Valuation techniques	Significant Unobservable inputs
Description			
Recurring fair value measurements			
Non-financial assets:			
- Freehold land	231,500	Discounted cash flow method	Discount rate - 7.00% per annum
- Hotel buildings and improvements	37,030	Discounted cash flow method	Discount rate - 7.00% per annum

Valuation policies and procedures

The valuation policies and procedures of the Group's hotel assets are similar to those of the Group's investment properties (Note 30(d)(i)).

For hotel assets valued under the discounted cash flow method, a significant increase/(decrease) in discount rates based on valuer's assumptions would have resulted in a significantly (lower)/higher fair value measurement.

(e) *Assets and liabilities not measured at fair value, for which fair value is disclosed*

The following table shows an analysis of the Group's assets and liabilities not measured at fair value, for which fair value is disclosed:

	Group			Total
	Fair value measurements at the end of the period using			
	Quoted prices in active markets for identical assets (Level 1) \$'000	Significant observable inputs other than quoted prices (Level 2) \$'000	Significant unobservable inputs (Level 3) \$'000	\$'000
2019				
Assets				
Investment in associate	7,480	-	-	7,480
2018				
Assets				
Investment in associate	7,419	-	-	7,419

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

30. FAIR VALUES OF ASSETS AND LIABILITIES (CONT'D)

- (f) ***Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value***

Trade and other receivables and payables (Notes 15 and 18), cash and short-term deposits (Note 16), accrued operating expenses, and loans and borrowings at floating rate (Note 17)

The carrying amounts of these financial assets and liabilities are reasonable approximation of fair values, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the end of the reporting period.

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group and the Company are exposed to financial risks arising from its operations and use of financial instruments. The key financial risks include interest rate risk, liquidity risk, foreign currency risk, credit risk and market price risk. The board of directors reviews and agrees policies and procedures for the management of these risks, which are executed by the management.

It is, and has been throughout the current and previous financial year, the Group's policy that no derivatives shall be undertaken except for the use as hedging instruments where appropriate and cost-efficient. The Group and the Company do not apply hedge accounting.

The following sections provide details regarding the Group's and Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates. The Group's and the Company's exposure to interest rate risk arises primarily from their loans and borrowings. All of the Group's and the Company's financial assets and liabilities at floating rates are contractually re-priced at intervals of less than 6 months (2018: less than 6 months) from the end of the reporting period.

Information relating to the Group's interest rate exposure is disclosed in cash and short-term deposits (Note 16) and loans and borrowings (Note 17).

The Group has cash and cash equivalents placed with reputable financial institutions, which generate interest income for the Group. The Group manages its interest rate risk by placing such balances on varying maturities and interest rate terms.

Sensitivity analysis for interest rate risk

At the end of the reporting period, if interest rates had been 100 (2018: 100) basis points lower/higher with all other variables held constant, the Group's profit net of tax would have been \$442,000 higher/lower (2018: \$485,000 higher/lower), arising mainly as a result of lower/higher interest expense on floating rate loans and borrowings. The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

The Group's and the Company's liquidity risk management policy is to maintain sufficient liquid financial assets and stand-by credit facilities with at least two different banks. At the end of the reporting period, the Group's and the Company's loans and borrowings (Note 17) that will mature in less than one year based on the carrying amount reflected in the financial statements amounted to approximately 58% (2018: 58%) and Nil (2018: 38%) of total loans and borrowings, respectively.

The table below summarises the maturity profile of the Group's and the Company's financial assets used for managing liquidity risk and financial liabilities at the end of the reporting period based on contractual undiscounted repayment obligations:

	One year or less \$'000	One to five years \$'000	Total \$'000
Group			
2019			
Financial assets			
Trade and other receivables	5,437	–	5,437
Cash and cash equivalents	210,567	–	210,567
Total undiscounted financial assets	216,004	–	216,004
Financial liabilities			
Trade and other payables (exclude GST payables)	13,324	–	13,324
Accrued operating expenses	2,372	–	2,372
Lease liabilities	287	15,459	15,746
Loans and borrowings	34,287	23,724	58,011
Total undiscounted financial liabilities	50,270	39,183	89,453
Total net undiscounted financial assets/(liabilities)	165,734	(39,183)	126,551
Group			
2018			
Financial assets			
Trade and other receivables	6,733	–	6,733
Cash and cash equivalents	225,738	–	225,738
Total undiscounted financial assets	232,471	–	232,471
Financial liabilities			
Trade and other payables (exclude GST payables)	11,716	–	11,716
Accrued operating expenses	3,824	–	3,824
Loans and borrowings	35,012	26,352	61,364
Total undiscounted financial liabilities	50,552	26,352	76,904
Total net undiscounted financial assets/(liabilities)	181,919	(26,352)	155,567

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

Liquidity risk (cont'd)

Company	One year or less	One to five years	Total
2019	\$'000	\$'000	\$'000
Financial assets			
Trade and other receivables	920	–	920
Cash and cash equivalents	128,138	–	128,138
Total undiscounted financial assets	129,058	–	129,058
Financial liabilities			
Trade and other payables (exclude GST payables)	3,884	–	3,884
Accrued operating expenses	1,092	–	1,092
Lease liabilities	26	34	60
Total undiscounted financial liabilities	5,002	34	5,036
Total net undiscounted financial assets/(liabilities)	124,056	(34)	124,022
Company			
2018			
Financial assets			
Trade and other receivables	1,433	–	1,433
Cash and cash equivalents	129,253	–	129,253
Total undiscounted financial assets	130,686	–	130,686
Financial liabilities			
Trade and other payables (exclude GST payables)	3,570	–	3,570
Accrued operating expenses	1,154	–	1,154
Loans and borrowings	18	29	47
Total undiscounted financial liabilities	4,742	29	4,771
Total net undiscounted financial assets/(liabilities)	125,944	(29)	125,915

Foreign currency risk

The Group and the Company hold cash and cash equivalents denominated in foreign currencies for working capital purposes. At the end of the reporting period, such foreign currency balances (mainly in Australian Dollar (AUD), New Zealand Dollar (NZD), Malaysian Ringgit (MYR) and Renminbi (RMB)) amounted to \$169,495,000 (2018: \$172,124,000) for the Group. The Group does not enter into any derivatives to hedge foreign exchange exposures.

The Group is also exposed to currency translation risk arising from its net investments in foreign operations, including Australia, New Zealand, Malaysia and People's Republic of China. The Group's net investments are not hedged as currency positions in AUD, NZD, MYR and RMB are considered to be long-term in nature.

The Group has minimal transactional currency exposures arising from sales or purchases that denominated in a currency other than the respective functional currencies of the Group entities, primarily SGD, AUD, NZD, MYR and RMB.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

Foreign currency risk (cont'd)

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Group's profit net of tax to a reasonably possible change in the AUD, NZD, MYR and RMB exchange rates against the respective functional currencies of the Group entities, with all other variables held constant.

	Profit net of tax	
	2019 \$'000	2018 \$'000
AUD/SGD - strengthened 5% (2018: 5%)	4,770	3,972
- weakened 5% (2018: 5%)	(4,770)	(3,972)
NZD/SGD - strengthened 5% (2018: 5%)	48	48
- weakened 5% (2018: 5%)	(48)	(48)
MYR/SGD - strengthened 5% (2018: 5%)	233	214
- weakened 5% (2018: 5%)	(233)	(214)
RMB/SGD - strengthened 5% (2018: 5%)	369	373
- weakened 5% (2018: 5%)	(369)	(373)

Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arising primarily from trade and other receivables. For other financial assets, including investment securities and cash and short-term deposits, the Group and the Company minimise credit risk by dealing exclusively with high credit ratings counterparties.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. Cash terms and advance payments are required for customers of lower credit standing. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments when they fall due within 90 days, or when the debtor is in significant financial difficulties or liquidation.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

Credit risk (cont'd)

The Group considers “low risk” to be an investment grade credit rating with at least one major rating agency for those investments with credit rating. To assess whether there is a significant increase in credit risk, the company compares the risk of a default occurring on the asset as at reporting date with the risk of default as at the date of initial recognition. The Group considers available reasonable and supportive forwarding-looking information which includes the following indicators:

- Internal credit rating
- External credit rating
- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the debtor’s ability to meet its obligations
- Actual or expected significant changes in the operating results of the debtor
- Significant increases in credit risk on other financial instruments of the same debtor
- Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements
- Significant changes in the expected performance and behaviour of the debtor, including changes in the payment status of debtors in the group and changes in the operating results of the debtor

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 30 days past due in making contractual payment.

The Group determined that its financial assets are credit-impaired when:

- There is significant difficulty of the issuer or the debtor
- A breach of contract, such as a default or past due event
- It is becoming probable that the debtor will enter bankruptcy or other financial reorganisation
- There is a disappearance of an active market for that financial asset because of financial difficulty

The Group categorises a loan or receivable for potential write-off when a debtor fails to make contractual payments more than 90 days past due. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the Group continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

The following are credit risk management practices and quantitative and qualitative information about amounts arising from expected credit losses for each class of financial assets.

(i) Trade and other receivables at amortised cost

The Group uses a provision matrix to measure the lifetime expected credit loss allowance for trade receivables which are grouped based on days past due. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of receivables and adjust to reflect current and forward-looking macroeconomic data. Loss allowances for other receivables are measured based on 12-month expected credit loss.

The Group had assessed that the lifetime expected credit loss of trade and other receivables is not significant.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

Credit risk (cont'd)

Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly. Selective hedging is used within the Group to manage risk concentrations at both the relationship and industry levels. The Group does not apply hedge accounting.

Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the country of its trade receivables on an on-going basis. The credit risk concentration profile of the Group's trade receivables at the end of the reporting period is as follows:

	Group			
	2019		2018	
	\$'000	%	\$'000	%
By country:				
Singapore	811	19	760	17
Australia	2,910	67	2,959	65
New Zealand	558	13	777	17
Malaysia	37	1	65	1
China	17	–*	24	–*
	4,333	100	4,585	100

* Less than 1%

Expected credit losses

The exposure to credit risk for trade receivables using provision matrix at the end of the reporting period are as follows:

Group	Current \$'000	Past due			Total \$'000	
		Within 30 days \$'000	More than 30 to 60 days \$'000	More than 60 to 90 days \$'000		
		More than 90 days \$'000				
31 December 2019						
Gross carrying amount	2,626	640	766	161	140	4,333
31 December 2018						
Gross carrying amount	2,749	735	869	77	155	4,585

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

Credit risk (cont'd)

Expected credit losses (cont'd)

Company	Current \$'000	Past due			Total \$'000
		Within 30 days \$'000	More than 30 to 60 days \$'000	More than 60 to 90 days \$'000	
31 December 2019					
Gross carrying amount	83	19	7	-	109
31 December 2018					
Gross carrying amount	79	83	4	-	166

The Group had assessed that the lifetime expected credit loss of these trade receivables is not significant.

As at 31 December 2019, management has identified a debtor to be credit impaired as they experienced significant financial difficulties and delays in payment. Hence, management has assessed the recoverability of the outstanding balances separately from the provision matrix.

	Group		Company	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Gross carrying amount	92	-	-	-
Less: loss allowance	(92)	-	-	-
Carrying amount net of allowance	-	-	-	-

The movement in allowance for expected credit losses of trade and other receivables are as follows:

	Group		Company	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Movement in allowances account:				
At 1 January	-	-	-	-
Charge for the year	92	-	-	-
Written off	-	-	-	-
At 31 December	92	-	-	-

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

Market price risk

Market price risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market prices (other than interest or exchange rates). The Group is exposed to equity price risk arising from its investment in quoted equity instruments. These instruments are quoted on the Singapore Exchange and are classified as financial assets at fair value through other comprehensive income. The Group does not have exposure to commodity price risk.

The Group's objective is to manage investment returns and equity price risk by investing in shares with steady dividend yield. At the end of the reporting period, 94% (2018: 94%) of the Group's equity portfolio comprise shares included in the Straits Times Index ("STI").

Sensitivity analysis for equity price risk

At the end of the reporting period, if the equity share price had been 5% (2018: 5%) higher/lower with all other variables held constant, the Group's other comprehensive income would have been \$722,000 (2018: \$674,000) higher/lower, arising as a result of an increase/decrease in the fair value of equity instruments classified as FVOCI.

32. CAPITAL MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. The Group manages its capital structure by taking into account its current and projected cash flow, expansion and capital expenditure commitments, and ensuring a prudent debt to equity ratio.

The Group monitors capital using a gearing ratio which is net debt divided by total capital plus net debt. The Group includes within net debt, lease liabilities, loans and borrowings, trade and other payables, accrued operating expenses, less cash and short-term deposits. Capital include equity attributable to owners of the Company, less fair value adjustment reserve and asset revaluation reserve.

No changes were made in the objectives, policies or processes during the financial years ended 31 December 2019 and 2018. The group has complied with externally imposed capital requirements for the financial years ended 31 December 2019 and 2018.

	Group	
	2019	2018
	\$'000	\$'000
Lease liabilities (Note 19)	4,776	–
Loans and borrowings (Note 17)	53,263	58,487
Trade and other payables (Note 18)	14,639	13,196
Accrued operating expenses	2,372	3,824
Less: Cash and short-term deposits (Note 16)	(210,567)	(225,738)
<i>Net cash position</i>	(135,517)	(150,231)
Equity attributable to the owners of the Company	1,349,889	1,379,932
Less: Fair value adjustment reserve	(2,155)	(2,168)
Asset revaluation reserve	(685,000)	(702,442)
<i>Total capital</i>	662,734	675,322
Capital and net cash	527,217	525,091
Gearing ratio	Nil	Nil

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

33. SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their geographical locations, and has five reportable operating segments as follows:

- Singapore
- Malaysia
- Australia
- New Zealand
- China

No operating segments have been aggregated to form the above reportable operating segments.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects, as explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that are allocated on a reasonable basis. Unallocated items comprise mainly income tax and foreign exchange gain or loss, and deferred tax assets and liabilities. Inter-segment assets and liabilities are eliminated.

Transfer prices between operating segments are set on an arm's length basis in a manner similar to transactions with external parties.

Segment capital expenditure is the total costs incurred during the financial year to acquire segment assets that are expected to be used for more than one year.

	Singapore	Malaysia	Australia	New Zealand	China	Eliminations	Group
31 December 2019	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Turnover	34,944	327	88,026	30,264	1,141	-	154,702
Segment results	8,331	(334)	23,138	7,156	(648)	-	37,643
Finance costs	(6)	-	(3)	(2,444)	-	-	(2,453)
Interest income from fixed deposits	2,106	663	608	82	5	-	3,464
Share of results of associates	-	(448)	-	-	-	-	(448)
Writeback on investment in an associated company	-	1,959	-	-	-	-	1,959
Income tax expense							(11,853)
Unallocated foreign exchange loss							(1,845)
Profit for the year attributable to owners of the Company							26,467
Segment assets	707,736	6,571	343,353	295,376	14,819	(6,183)	1,361,672
Cash and short-term deposits	150,662	16,886	34,365	7,363	1,291	-	210,567
Investment in associates	-	8,762	-	-	-	-	8,762
Unallocated assets							384
Total assets							1,581,385
Segment liabilities	(7,574)	(160)	(11,569)	(8,348)	(859)	5,880	(22,630)
Loans and borrowings	-	-	-	(53,263)	-	-	(53,263)
Unallocated liabilities							(155,603)
Total liabilities							(231,496)
Capital expenditure	(181)	(2)	(8,051)	(16,103)	(41)	-	(24,378)
Depreciation and amortisation	(11,161)	(151)	(7,101)	(2,711)	(863)	-	(21,987)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

33. SEGMENT INFORMATION (CONT'D)

31 December 2018	Singapore \$'000	Malaysia \$'000	Australia \$'000	New Zealand \$'000	China \$'000	Eliminations \$'000	Group \$'000
Turnover	34,842	304	92,324	32,920	1,584	-	<u>161,974</u>
Segment results	6,201	(328)	23,543	16,493	(123)	-	45,786
Finance costs	(110)	-	-	(2,672)	-	-	(2,782)
Interest income from fixed deposits	2,205	670	998	276	13	-	4,162
Share of results of associates	-	(254)	-	-	-	-	(254)
Impairment loss on investment in an associate company	-	(618)	-	-	-	-	(618)
Income tax expense							(14,296)
Unallocated foreign exchange loss							(5,929)
Profit for the year attributable to owners of the Company							<u>26,069</u>
Segment assets	722,447	6,770	358,166	288,352	15,839	(5,463)	1,386,111
Cash and short-term deposits	146,887	16,569	42,169	18,911	1,202	-	225,738
Investment in associates	-	7,451	-	-	-	-	7,451
Unallocated assets							62
Total assets							<u>1,619,362</u>
Segment liabilities	(7,268)	(161)	(10,507)	(4,278)	(973)	5,163	(18,024)
Loans and borrowings	(47)	-	-	(58,440)	-	-	(58,487)
Unallocated liabilities							(162,919)
Total liabilities							<u>(239,430)</u>
Capital expenditure	(1,742)	(13)	(5,099)	(11,535)	(11)	-	(18,400)
Depreciation and amortisation	(10,449)	(143)	(7,234)	(2,289)	(747)	-	(20,862)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

33. SEGMENT INFORMATION (CONT'D)

Information about products and services

The following table presents information regarding the Group's products and services as at and for the years ended 31 December 2019 and 2018.

	Hotel operations		Commercial property investments		Total	
	2019	2018	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Revenue:						
Sales to external customers	135,468	142,431	19,234	19,543	154,702	161,974
Assets:						
Segment assets	1,080,502	1,110,644	281,170	275,467	1,361,672	1,386,111
Interest earning cash and short-term deposits	205,912	216,157	4,655	9,581	210,567	225,738
Investments in associates	8,762	7,451	–	–	8,762	7,451
Unallocated assets	384	62	–	–	384	62
Total assets	1,295,560	1,334,314	285,825	285,048	1,581,385	1,619,362
Capital expenditure	23,509	18,254	869	146	24,378	18,400

34. EVENTS OCCURRING AFTER THE REPORTING PERIOD

Subsequent to the end of the financial year, the COVID-19 outbreak was declared a pandemic by the World Health Organisation in March 2020.

The Group has seen a significant impact to the Group's business. The outbreak and the response of Governments in dealing with the pandemic is interfering with general activity levels within the community, the economy and the Group's operations. The scale and duration of these developments remain uncertain as at the date of this report, however, they are having an impact on the Group's earnings, cash flow and financial condition of the Group.

It is not possible to estimate the impact of the outbreak's near-term and long-term effects or Governments' varying efforts to combat the outbreak and support businesses. The Group notes that the carrying value of certain assets and liabilities recorded in the statement of financial position determined by reference to fair or market values at 31 December 2019 may have materially changed by the date of this report. These include the valuation of hotel assets and investment properties. The Group does not consider it practicable to provide a quantitative or qualitative estimate of the potential impact of this outbreak at this time.

The financial statements have been prepared based upon conditions existing at 31 December 2019 and considering those events occurring subsequent to that date that provide evidence of conditions that existed at the end of the reporting period. As the outbreak of COVID-19 occurred after 31 December 2019, its impact is considered an event that is indicative of conditions that arose after the reporting period and accordingly, no adjustments have been made to financial statements as at 31 December 2019 for the impact of COVID-19.

35. AUTHORISATION OF FINANCIAL STATEMENTS FOR ISSUE

The financial statements for the financial year ended 31 December 2019 were authorised for issue in accordance with a resolution of the Directors on 14 April 2020.

OWNED HOTELS/INVESTMENT PROPERTIES

as at 31 December 2019

HOTELS OWNED BY THE GROUP

The hotels of the Group consist of the following:

Fixed Assets/Location	Description	Number Of Guest Rooms	Approximate Land Area (sq m)	Tenure
Hotel Grand Central, Singapore	Land with 10 level hotel building	264	1,239	Freehold
Hotel Chancellor @ Orchard, Singapore	Land with 10 level hotel building	488	2,805	Leasehold 99 years from 2 May 1978
Hotel Grand Crystal Kedah, Malaysia	Land with 6 level hotel building	130	4,192	Freehold
The Chancellor on Currie, Adelaide, Australia	Land with 8 level hotel building	64	542	Freehold
Hotel Grand Chancellor Adelaide, Australia	Land with 14 level hotel building	208	2,644	Freehold
Hotel Grand Chancellor Brisbane, Australia	Land with 12 level hotel building	230	3,799	Freehold
Hotel Grand Chancellor Hobart, Australia	Land with 13 level hotel building and a concert hall with a seating capacity for 1,086 people	244	11,020	Freehold
Hotel Grand Chancellor Launceston, Australia	Land with 7 level hotel building	165	9,036	Freehold
Hotel Grand Chancellor Melbourne, Australia	Land with 17 level hotel building	160	1,582	Freehold
Hotel Grand Chancellor Palm Cove, Australia	Land with low rise hotel buildings	140	36,461	Freehold
Hotel Grand Chancellor Townsville, Australia	Land with 20 level hotel building	200	1,465	Freehold
Hotel Grand Chancellor Auckland City, New Zealand	65 hotel units	65	-	Freehold
James Cook Hotel Grand Chancellor Wellington, New Zealand	Hotel Building comprising of two towers of 6 levels and 11 levels respectively	268	-	Freehold
Hotel Grand Central, Sihui, China	Land with 16 level hotel building	216	2,548	Leasehold 35 years from 22 Sep 2008
Total		<u>2,842</u>	<u>77,333</u>	

INVESTMENT PROPERTIES OWNED BY THE GROUP

The investment properties of the Group consist of the following:

Investment Properties/Location	Description	Approximate Land Area (sq m)	Net Lettable Area (sq m)	Tenure
300 Flinders Street, Melbourne, Australia	A 21 level office building	-	14,094	Freehold
James Cook Arcade and Office Tower, Wellington, New Zealand	A 7 level retail and office building with 426 car park spaces	3,526	2,253	Freehold
JacksonStone House, Wellington, New Zealand	A 13 level retail and office building with 23 car park spaces	1,320	8,350	Freehold & Perpetual Leasehold
Grand Central Building, Christchurch, New Zealand	A 7 level retail and office building with 64 car park spaces	3,683	14,118	Freehold
PWC Centre, Christchurch, New Zealand	A 6 level retail and office building with 103 car park spaces	3,749	7,831	Freehold
Fonterra House, Hamilton, New Zealand	A 9 level office building with 93 car park spaces	5,302	7,275	Freehold
Total		<u>17,580</u>	<u>53,921</u>	

SUPPLEMENTAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Mr. Tan Teck Lin and Ms. Tan Hwa Lian are the Directors seeking re-election at the forthcoming Annual General Meeting of the Company ("AGM") (collectively, the "Retiring Directors" and each a "Retiring Director").

Pursuant to *Rule 720(6)* of the Listing Manual of the SGX-ST, the following is the information relating to the Retiring Directors as set out in *Appendix 7.4.1* to the Listing Manual of the SGX-ST:

	MR. TAN TECK LIN	MS. TAN HWA LIAN
Date of Appointment	10 July 1968	26 August 2003
Date of last re-appointment	29 April 2016	28 April 2017
Age	79	58
Country of principal residence	Malaysia	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee and has reviewed and considered the contribution and performance, attendance, preparedness, participation, candour and suitability of Mr. Tan Teck Lin for re-appointment as Executive Director of the Company. The Board have reviewed and concluded that Mr. Tan Teck Lin possess the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee and has reviewed and considered the contribution and performance, attendance, preparedness, participation, candour and suitability of Ms. Tan Hwa Lian for re-appointment as Executive Director of the Company. The Board have reviewed and concluded that Ms. Tan Hwa Lian possess the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.
Whether appointment is executive, and if so, the area of responsibility	Executive Day-to-day operations of Australia and New Zealand companies and the property development business in Malaysia.	Executive Sharing executive role for managing Singapore hotels and providing group IT overview strategy.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director	Executive Director
Professional qualifications	Nil	Bachelor of Business Administration (Hons)
Working experience and occupation(s) during the past 10 years	Executive Director of Hotel Grand Central Limited; Deputy Executive Chairman and Managing Director of Grand Central Enterprises Berhad.	Executive Director of Hotel Grand Central Limited
Shareholding interest in the listed issuer and its subsidiaries	Direct Interest: Nil ordinary shares Deemed Interest: 445,685,509 ordinary shares	Direct Interest: 6,526 ordinary shares Deemed Interest: Nil ordinary shares

SUPPLEMENTAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR. TAN TECK LIN	MS. TAN HWA LIAN
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries.	Brother of Mr. Tan Eng Teong (Executive Chairman/Managing Director) and Mr. Tan Eng How (Non-Independent Non-Executive Director)	Daughter of Mr. Tan Eng Teong (Executive Chairman/Managing Director). Niece to Mr. Tan Teck Lin (Executive Director) and Mr. Tan Eng How (Non-Independent Non-Executive Director)
Conflict of interest (including any competing business)	Tan Chee Hoe & Sons Holdings Pte Ltd (private limited company) has primarily investment in properties and equity shares.	No
Undertaking (in the format set out in <i>Appendix 7.7</i>) under <i>Rule 720(1)</i> has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments Including Directorships		
<ul style="list-style-type: none"> • Present 	Director of: Grand Central Enterprises Bhd & Group; Tan Chee Hoe & Sons Holdings Pte Ltd; Tan Chee Hoe & Sons Sdn Bhd; & Tan Teck Lin Holdings Sdn Bhd	Nil
<ul style="list-style-type: none"> • Past (for the last 5 years) 	Director of: Grand Central Enterprises Bhd & Group; Tan Chee Hoe & Sons Holdings Pte Ltd; Tan Chee Hoe & Sons Sdn Bhd; & Tan Teck Lin Holdings Sdn Bhd	Nil

SUPPLEMENTAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is “yes”, full details must be given.

	MR. TAN TECK LIN	MS. TAN HWA LIAN
a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity, or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
c) Whether there is any unsatisfied judgement against him?	No	No
d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No

**SUPPLEMENTAL INFORMATION ON DIRECTORS
SEEKING RE-ELECTION**

	MR. TAN TECK LIN	MS. TAN HWA LIAN
e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No
f) Whether at any time during the last 10 years, judgement has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
i) Whether he has ever been the subject of any order, judgement or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No



SUPPLEMENTAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR. TAN TECK LIN	MS. TAN HWA LIAN
<p>j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:-</p> <p>i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p> <p>ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or</p> <p>iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or</p> <p>iv. any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</p>	<p>No</p> <p>No</p> <p>No</p> <p>No</p>	<p>No</p> <p>No</p> <p>No</p> <p>No</p>
<p>k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?</p>	<p>No</p>	<p>No</p>

STATISTICS OF SHAREHOLDINGS
as at 17 March 2020**Share capital**

Paid up capital : S\$502,537,265
 Class of Shares : Ordinary Shares
 Voting Rights : One vote per share

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	156	4.78	6,614	0.00
100 - 1,000	396	12.14	189,350	0.03
1,001 - 10,000	1,264	38.76	6,388,968	0.88
10,001 - 1,000,000	1,416	43.42	82,269,438	11.32
1,000,001 AND ABOVE	29	0.90	637,681,007	87.77
TOTAL	3,261	100.00	726,535,377	100.00

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	TAN CHEE HOE & SONS HOLDINGS PTE LTD	402,283,220	55.37
2	TAN ENG TEONG PTE LTD	65,505,403	9.02
3	CHNG GIM HUAT	29,432,250	4.05
4	TAN TECK LIN HOLDINGS SDN BHD	22,909,655	3.15
5	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	21,688,888	2.99
6	ADITAN HOLDINGS SDN BHD	20,101,911	2.77
7	TAN ENG SIN	14,172,141	1.95
8	CHNG GIM HUAT HOLDINGS PTE LTD	8,711,609	1.20
9	CITIBANK NOMINEES SINGAPORE PTE LTD	7,823,914	1.08
10	DBS NOMINEES (PRIVATE) LIMITED	7,792,029	1.07
11	MORPH INVESTMENTS LTD	3,545,000	0.49
12	GRAND CITY DEVELOPMENT PTE LTD	3,031,293	0.42
13	TAN HWA KHEONG	2,923,929	0.40
14	WEE AIK KOON PTE LTD	2,641,192	0.36
15	PHILLIP SECURITIES PTE LTD	2,443,110	0.34
16	TAN HWA IMM	2,315,996	0.32
17	NG POH CHENG	2,224,537	0.31
18	LIM TAI HOCK	2,188,728	0.30
19	TAN KAY TOH	2,005,300	0.28
20	CGS-CIMB SECURITIES (SINGAPORE) PTE. LTD.	1,830,129	0.25
	TOTAL	625,570,234	86.12

SHAREHOLDING STATISTICS

as at 17 March 2020

The Shareholdings of the Substantial Shareholders as recorded in the Register of Substantial Shareholder as at 17 March 2020 are as follows:-

Substantial Shareholder	Direct Interest		Deemed Interest	
	No of shares	%	No of shares	%
Tan Chee Hoe & Sons Holdings Pte. Ltd.	402,416,220	55.39	Nil	Nil
Tan Eng Teong Holdings Sdn Bhd ⁽¹⁾	Nil	Nil	402,416,220	55.39
Tan Teck Lin Holdings Sdn Bhd ⁽²⁾	22,909,655	3.15	402,416,220	55.39
Tan Teck Lin ⁽³⁾	Nil	Nil	445,685,509	61.34
Tan Eng Teong ⁽⁴⁾	42,265	0.01	464,015,371	63.87
Tan Eng How ⁽⁵⁾	1,120,247	0.15	417,210,831	57.42
Tan Chee Hoe & Sons Sdn Bhd ⁽⁶⁾	Nil	Nil	402,416,220	55.39
Tan Eng Teong Pte. Ltd. ⁽⁷⁾	65,505,403	9.02	467,921,623	64.40
Aditan Holdings Sdn Bhd ⁽⁸⁾	20,101,911	2.77	402,416,220	55.39
Chng Gim Huat ⁽⁹⁾	29,502,250	4.06	27,711,609	7.87

Notes

- (1) Tan Eng Teong Holdings Sdn Bhd's deemed interest arose through 402,416,220 shares held by Tan Chee Hoe & Sons Holdings Pte. Ltd.
- (2) Tan Teck Lin Holdings Sdn Bhd's deemed interest arose through 402,416,220 shares held by Tan Chee Hoe & Sons Holdings Pte. Ltd.
- (3) Mr. Tan Teck Lin's deemed interest arose through 402,416,220 shares held by Tan Chee Hoe & Sons Holdings Pte. Ltd., 22,909,655 shares held by Tan Teck Lin Holdings Sdn Bhd, 20,101,911 shares held by Aditan Holdings Sdn Bhd and 257,723 shares held by his spouse.
- (4) Mr. Tan Eng Teong's deemed interest arose through 65,505,403 shares held by Tan Eng Teong Pte. Ltd., 402,416,220 shares held by Tan Chee Hoe & Sons Holdings Pte. Ltd. and 1,401,048 shares held by his spouse.
- (5) Mr. Tan Eng How's deemed interest arose through 402,416,220 shares held by Tan Chee Hoe & Sons Holdings Pte. Ltd. and 20,101,911 shares held by Aditan Holdings Sdn Bhd.
- (6) Tan Chee Hoe & Sons Sdn Bhd's deemed interest arose through 402,416,220 shares held by Tan Chee Hoe & Sons Holdings Pte. Ltd.
- (7) Tan Eng Teong Pte Ltd's deemed interest arose through 402,416,220 shares held by Tan Chee Hoe & Sons Holdings Pte. Ltd.
- (8) Aditan Holdings Sdn. Bhd's deemed interest arose through 402,416,220 shares held by Tan Chee Hoe & Sons Holdings Pte. Ltd.
- (9) Chng Gim Huat's deemed interest arose through 27,711,609 shares held by Chng Gim Huat Holdings Pte. Ltd.

Shareholdings in hands of public

The percentage of shareholdings in the hand of public was approximately 18.57% as at 17 March 2020 and hence the Company has complied with Rule 723 of the SGX-ST Listing Manual.

Material Contracts

Since the end of the previous financial year, the Group and Company did not enter into any material contracts involving interests of the Chairman, directors or controlling shareholders and no such material contract subsist at the end of the financial year.

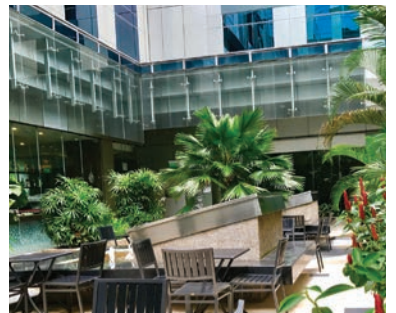
Interested Person Transactions

During the financial year ended 31 December 2019, the Company did not enter into any interested person transaction which value exceeds \$100,000 for each transaction.

Hotel Grand Central, Singapore



Hotel Chancellor@Orchard, Singapore



Hotel Grand Central, Sihui (wholly owned subsidiary hotel in China)



Hotel Grand Chancellor, Hobart (wholly owned subsidiary hotel in Australia)



Hotel Grand Chancellor, Launceston (wholly owned subsidiary hotel in Australia)



Hotel Grand Chancellor, Melbourne (wholly owned subsidiary hotel in Australia)



Hotel Grand Chancellor, Brisbane (Wholly owned subsidiary hotel in Australia)



Hotel Grand Chancellor, Adelaide (Wholly owned subsidiary hotel in Australia)



The Chancellor on Currie (wholly owned subsidiary hotel in Australia)



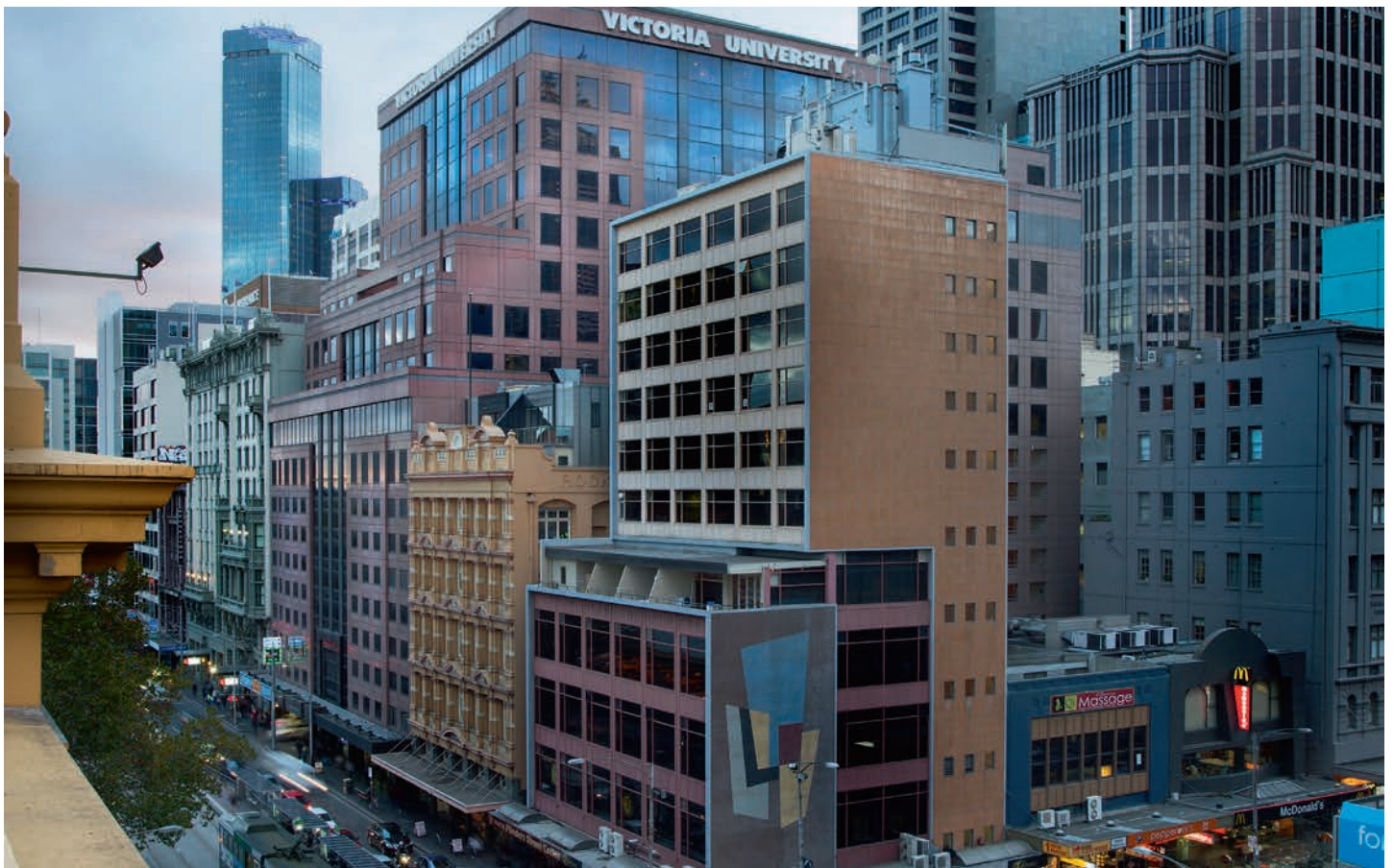
Hotel Grand Chancellor, Palm Cove (wholly owned subsidiary hotel in Australia)



Hotel Grand Chancellor, Townsville (wholly owned subsidiary hotel in Australia)



300 Flinders Street, Melbourne (wholly owned investment property in Australia)



Hotel Grand Chancellor, Auckland City (wholly owned subsidiary hotel in New Zealand)



James Cook Hotel Grand Chancellor (wholly owned subsidiary hotel in New Zealand)



Grand Central Building, Christchurch (wholly owned investment property in New Zealand)



PWC Centre, Christchurch (wholly owned investment property in New Zealand)



Fonterra House, Hamilton (wholly owned investment property in New Zealand)



JacksonStone House, Wellington (wholly owned investment property in New Zealand)



Hotel Grand Crystal, Alor Star (Wholly owned subsidiary hotel in Malaysia)



Hotel Grand Continental, Kuala Terengganu (Associated hotel in Malaysia)



Hotel Grand Continental, Kuala Lumpur (Associated hotel in Malaysia)



Hotel Grand Continental, Kuching (Associated hotel in Malaysia)



Hotel Grand Continental, Kuantan (Associated hotel in Malaysia)



Hotel Grand Continental, Langkawi (Associated hotel in Malaysia)





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GRAND HOTELS INTERNATIONAL

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