



HOTEL GRAND CENTRAL LIMITED



ANNUAL  
REPORT | 2016



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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 year ended 31 December 2016, the Balance Sheet of the Company as at 31 December 2016 and the Statement of Changes in Equity of the Company for the year then ended.

### OPERATIONS AND FINANCIAL REVIEW

#### GROUP REVENUE

The Group's revenue for the year ended 31 December 2016 increased 11% to \$151.4 million (2015 - \$135.8 million). The increase was largely due to two main factors. Firstly, there was a full year contribution to revenue by Hotel Chancellor @ Orchard and Hotel Grand Central which soft opened in May and October 2015 respectively. Secondly, there was a maiden contribution to revenue by Hotel Grand Chancellor Townsville which was acquired on 29 June 2016.

These increases more than offset the Group's loss in revenue contribution from Hotel Grand Chancellor Surfers Paradise which was sold on 13 July 2016.

#### *Increase in Singapore Revenue*

The increase in the Singapore turnover was largely due to the full year contribution to revenue by the two Singapore hotels which opened in 2015.

#### *Decrease in Australia Revenue*

Overall, the Australia hotels performed better in 2016 compared to last year. However, the improved performance plus maiden revenue contribution by the newly acquired property in Townsville were offset by the loss in revenue contribution from the Surfers Paradise hotel which was sold during the year.

#### *Increase in New Zealand Revenue*

The increase in the New Zealand revenue was mainly due to the improved performance of James Cook Hotel Grand Chancellor Wellington after the completion of the hotel's earthquake strengthening works in end 2015. This improvement was not reflected significantly in the New Zealand segment due to the loss of revenue contribution from Hotel Grand Chancellor Auckland Airport after its sale on 3 March 2015.

#### *Decrease in China Revenue*

The decrease in the China revenue was due to the weak economic environment in Sihui, China during the year.

#### *Decrease in Malaysia Revenue*

The Malaysia revenue decreased during the year due to the weak economy and lower Ringgit exchange rates.

### GROUP EARNINGS

Despite a stronger group operation profits, the gain of \$28.4 million from the disposal of the Surfers Paradise hotel and a foreign exchange gain during the year, its profit was lower in 2016. This was due to the extraordinary gain of \$70.6 million in 2015 arising from the disposal of Hotel Grand Chancellor Pte Ltd, owner of the 328 hotel in Little India.

Overall, the Earnings per Share of the Group was 7.97 cents compared to 13.35 cents in 2015.

### FINANCIAL POSITION

The Group's financial position remained stable as at year-end 2016.

Its total assets at year-end amounted to \$1.64 billion (2015 - \$1.63 billion) and net gearing ratio was effectively nil as at year end (2015 - Nil).

The Group's Net asset per share as at 31 December 2016 was \$1.97 compared with \$ 1.93 in 2015.

## CHAIRMAN'S STATEMENT

### DIVIDENDS

Your Board recommends for your approval, a final one-tier ordinary dividend of 5.0 cents and final one-tier special dividend of 1.0 cent (2015: final one-tier ordinary dividend of 5.0 cents ) per ordinary share, in respect of the financial year ended 31 December 2016.

### OTHER MATTERS DURING THE YEAR

**a) *Purchase of Hotel Grand Chancellor Townsville***

The purchase of Hotel Grand Chancellor Townsville for A\$14.0 million was completed on 29 June 2016.

**b) *Sale of Hotel Grand Chancellor Surfers Paradise***

The disposal of Hotel Grand Chancellor Surfers Paradise for A\$80.0 million was completed on 13 July 2016.

**c) *Mixed Commercial Development at Christchurch***

The construction of the 7 level mixed use commercial development was largely completed in December 2016.

### PROSPECTS

The hotel markets where the Group operates in are expected to be affected by the continuing uncertainty in the global economy.

The trading performance in the Australia and New Zealand hotels are expected to be resilient in the coming year. The Singapore hotels are expected to operate in a competitive market in 2017 due to a further increase in hotel room supply.

### 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. Last, but not least, I would also like to express my sincere thanks to our management and staff for their dedication and hard work throughout the year.

Tan Eng Teong  
Chairman  
7 April 2017



## 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)  
Fang Swee Peng (Independent Non-Executive Director)  
Chng Beng Siong (Independent Non-Executive Director)  
Tan Kok Aun (Lead Independent Non-Executive Director)

### AUDIT COMMITTEE

Tan Kok Aun (Chairman)  
Fang Swee Peng  
Chng Beng Siong  
Tan Eng How

### NOMINATING COMMITTEE

Fang Swee Peng (Chairman)  
Chng Beng Siong  
Tan Teck Lin  
Tan Kok Aun

### REMUNERATION COMMITTEE

Chng Beng Siong (Chairman)  
Fang Swee Peng  
Tan Kok Aun

### 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  
Oversea-Chinese Banking Corporation Limited  
United Overseas Bank  
The Development Bank of Singapore Ltd

### 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 operations 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.

**Tan Eng How** has been with the Group since the inception of the Company. He is an Executive Director of Grand Central Enterprises Bhd and is involved in the day to day operations of the Malaysian hotels. 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. He is a member of the Audit Committee of the Company.

**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 a member of the Audit Committee and the Remuneration Committee of the Company.

**Chng Beng Siong** is a Non-Executive Director of the Company. He joined the Board on 29 June 2000. He has business interests in the building, property investment and hospitality industries. He is the Chairman of the Remuneration Committee and is a member of the Audit Committee and Nominating Committee of the Company.

**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.

**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 in Business Administration (Hons), 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.

Tan Eng Teong, Tan Teck Lin and Tan Eng How are brothers and are each deemed to have an interest in Tan Chee Hoe & Sons Holdings Pte Ltd, the substantial shareholder of the Company. Tan Eng Teong is the father of Tan Hwa Lian.



## DIRECTORS' AND SENIOR MANAGEMENT PROFILE

### MANAGEMENT

**Tan Hwa Lam, Hellen** is the Financial Controller of the Group. She has more than 30 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 20 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 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.

Tan Eng Teong is the father of Tan Hwa Lam, Hellen. Tan Teck Lin is the father of Tan Hwa Imm, Michelle.

## CORPORATE GOVERNANCE REPORT

### CORPORATE GOVERNANCE PRACTICES

The Company remains focused on complying with the substance and spirit of the principles of the Code of Corporate Governance 2012 (Code) while achieving operational excellence and delivering the Group's long-term strategic objectives. The Board of Directors (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.

This corporate governance report (Report) sets out the corporate governance practices for financial year (FY) 2016 with reference to the principles of the Code. Where there are deviations from any of the guidelines of the Code, an explanation has been provided within this Report. The Company 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.**

##### *Principal duties of the Board*

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.

Apart from its fiduciary duties and statutory responsibilities, the Board oversees the strategic direction, performance and affairs of the Group and is collectively responsible for its long-term success. The duties and responsibilities include approving the Group's broad policies, strategies, objectives, annual budgets, and major funding, including capital management proposals, investments and divestments. The Board has reserved authority to approve certain matters and these include:

- (a) material acquisitions, investments and divestments;
- (b) share issuances, dividends and other returns to shareholders; and
- (c) matters which involve a conflict of interest for a controlling shareholder or a Director.

It regularly approves the adequacy of internal controls, risk management, financial reporting and compliance and is also charged with the responsibility of approving the appointment of the CEO, directors and succession planning process.

##### *Independent judgement*

All directors exercise due diligence and independent judgement and make decisions objectively in the best interests of the Company. In determining the independence of directors, our concept of independence adheres to the definition of the Code. Each independent director is required to make annual declaration of Director's Independence based on guidelines as set out in the Code.

In addition, consideration is given to Guideline 2.4 of the Code which requires that the independence of any director who has served on the Board beyond nine years, from the date of first appointment, be subject to particularly rigorous review.

##### *Delegation by the Board*

The Board has established various Board Committees to assist it in the discharge of its functions. These Board Committees are the Audit Committee (AC), the Remuneration Committee (RC) and the Nominating Committee (NC). Each of these Board Committees operates under delegated authority from the Board with the Board retaining overall oversight and has its own terms of reference. The establishment of the AC, RC, and NC is consistent with the recommendations in the Code. The composition of the various Board Committees is set out on page 4 of this Annual Report.



## CORPORATE GOVERNANCE REPORT

The Board may form other Board Committees as dictated by business imperatives. The Board regularly undertakes a review of its Board Committees structure, their membership and terms of reference to ensure that the Board continues to be effective.

### Key Features of Board Processes

The Board meets at least once every quarter, and as required by business imperatives. Board and Board Committee meetings are scheduled prior to the start of each financial year.

Where exigencies prevent a Director from attending a Board meeting in person, the Constitution of the Company (Constitution) permits the Director to participate via audio or video conference. The Board and Board Committees may also make decisions by way of resolutions in writing. Except where a Director is required to recuse himself or herself due to a potential conflict of interest situation and is thus excused from participation, in each meeting where matters requiring the Board's approval are to be considered, all members of the Board participate in the discussions and deliberations; and resolutions in writing are circulated to all Directors for their consideration and approval. This principle of collective decisions adopted by the Board ensures that no individual influences or dominates the decision-making process.

A total of five Board meetings were held in FY 2016. A table showing the attendance record of the Directors at meetings of Board and Board Committees in FY 2016 is set out on page 10 of this Annual Report. The Company believes in the manifest contributions of its Directors beyond attendance at formal Board and Board Committee meetings. To judge a Director's contribution based on his or her attendance at formal meetings alone would not do justice to his or her overall contributions, which include being accessible to Management for guidance or exchange of views outside the formal environment of Board and Board Committee meetings.

### Board Orientation and Training

A formal letter of appointment is provided to every new director. The formal letter of appointment indicates the time commitment required and the role of directors (including directors' responsibilities). The new director will also receive a manual containing board and the Company's policies relating to the disclosure of interests in securities, disclosure of conflicts of interest in transactions involving the Company, prohibition on dealings in the Company's securities and restrictions on the disclosure of price-sensitive information. New directors will undergo a comprehensive orientation programme with presentations by senior management to introduce them to every aspect of the Company's business to familiarize them with the Company's business and financial and governance practices. The orientation programme gives directors an understanding of the Company's businesses to enable them to assimilate into their new roles and includes site visits. The programme also allows the new director to get acquainted with senior management, thereby facilitating board interaction and independent access to senior management.

In view of the increasingly demanding, complex and multi-dimensional role of a Director, the Board recognizes the importance of continual training and development for its Directors so as to equip them to discharge the responsibilities of their office as Directors of the Company to the best of their abilities. The directors are provided with continuing briefings and updates in areas such as directors' duties and responsibilities, corporate governance, changes in financial reporting standards and issues which have a direct impact on financial statements, towards meeting the objective of having a Board which comprises individuals who are competent and possess up-to-date knowledge and skills necessary to discharge their responsibilities. The directors may also attend other appropriate courses, conferences and seminars and these include programmes run by the Singapore Institute of Directors. The costs of training are borne by the Company.

### Briefings and updates provided for directors in FY2016

- At every AC meeting, the external auditor, Ernst & Young LLP, briefs the AC members on developments in accounting, financial and governance standards.
- The Chairman and Managing Director, and the Executive Directors update the Board at each meeting on business and strategic developments and industry-related matters, so that they are updated on matters that affect or may enhance their performance as Directors or Board Committee members.

## CORPORATE GOVERNANCE REPORT

### BOARD COMPOSITION AND GUIDANCE

#### PRINCIPLE 2:

**There should be a strong and independent element on the Board, which is able to exercise objective judgement on corporate affairs independently, in particular, from Management and 10% shareholders. No individual or small group of individuals should be allowed to dominate the Board's decision-making.**

The Board comprises seven Directors, three of whom are non-executive independent Directors and one non-executive Director. The remaining three directors are executive directors. This is in line with the recommendations in the Code.

#### Key Information on Directors

A brief profile of the directors is shown under 'Board of Directors' section of the Annual Report.

#### Board Independence

Of the current seven-member Board, three are independent.

In light of Guideline 2.4 of Code which requires that the independence of any director who has served on the board beyond nine years, from the date of first appointment, be subject to particularly rigorous review, the Board, taking into account the views of the NC, has assessed the independence of these Directors during the financial year. Such review is reported under "Board Membership". The following directors have served on the board for nine years or more:

- a) Tan Eng Teong, Chairman and Managing Director, who was appointed on 10 July 1968;
- b) Tan Teck Lin, Executive Director, who was appointed on 10 July 1968;
- c) Tan Eng How, Non-Executive Non-Independent Director, who was appointed on 17 February 1978;
- d) Fang Swee Peng, Independent Non-Executive Director, who was appointed on 28 April 2000;
- e) Mr. Chng Beng Siong, Independent Non-Executive Director, who was appointed on 29 June 2000;
- f) Ms. Tan Hwa Lian, Executive Director, who was appointed on 26 August 2003

#### Lead Independent Director

Mr. Tan Kok Aun, Independent Non-Executive Director is appointed by the Board to serve in a lead capacity to coordinate the activities of the non-executive Directors in circumstances where it would be inappropriate for the Chairman to serve in such capacity. He also assists the 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 Chairman/Managing Director and the Executive Directors at least 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.

#### Board composition and size

Each year, the NC reviews and examines the size and the composition of the Board and each Board committee in order to evaluate the Board's effectiveness in carrying out its duties. Taking into consideration the nature of the Group's businesses, the Board believes that its current board size and composition effectively serves the Group.

The NC also examines the core competencies of its members to ensure an appropriate balance and diversity of skill and experience. Core competencies include experience and knowledge in business, finance, accounting, and technical and management skills. The NC is satisfied that the Board collectively not only reflect a diverse wealth of experience and knowledge in business, finance, accounting, and technical and management skills, but they also possess independence in decision-making at Board level.

The Board, taking into account the views of the NC, considers that its directors possess the appropriate mix of expertise, experience and necessary competencies and knowledge to lead and govern the Company effectively.



## CORPORATE GOVERNANCE REPORT

The number of board meetings held in the financial year 2016 by the Board and meetings of Board Committees including the attendance of the Members are set out below: -

	Main Board	Audit Committee	Nominating Committee	Remuneration Committee
<b>No. of meetings held</b>	<b>5</b>	<b>4</b>	<b>1</b>	<b>1</b>
<b>Executive Director</b>				
Tan Eng Teong	5	N.A.	N. A.	N.A.
Tan Teck Lin	5	N.A.	1	N.A.
Tan Hwa Lian	5	N.A.	N.A.	N.A.
<b>Independent Director</b>				
Fang Swee Peng	5	4	1	1
Chng Beng Siong	5	4	1	1
Tan Kok Aun	5	4	1	1
<b>Non-Executive Director</b>				
Tan Eng How	5	4	N.A.	N.A.

### Board Guidance

The Board, in particular Non-Executive Directors (NEDs), is kept well informed of the Company's businesses and is knowledgeable about the industry in which the Group operates in. To ensure that NEDs are well supported by accurate, complete and timely information, NEDs have unrestricted access to management. NEDs also receive periodic information papers and board briefings on latest market developments and trends, and key business initiatives. Regular meetings are held for management to brief directors on prospective deals and potential developments in the early stages, before formal board approval is sought. Board papers are provided to directors a week in advance of the meeting to afford the directors sufficient time to review the board papers prior to the meeting. If a director is unable to attend a board or board committee meeting, the director may nevertheless provide his/her comments separately to the Chairman or relevant board committee chairman.

## CHAIRMAN AND 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, Mr. 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, Mr. 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, Mr. Tan Eng Teong works closely with Mr. Tan Teck Lin, an Executive Director and Mr. Tan Eng How, a non-executive Director of the Company. Mr. 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 Mr. Tan Eng Teong. Mr. Tan Eng How is involved in the day to day running of the hotel business in Malaysia and makes all major operational decisions with the concurrence of Mr. Tan Teck Lin. Mr. Tan Eng Teong is kept informed of all significant operational decisions in Malaysia by Mr. Tan Teck Lin. Ms. 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

## CORPORATE GOVERNANCE REPORT

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 of Corporate Governance.

### BOARD MEMBERSHIP

#### PRINCIPLE 4:

**There should be a formal and transparent process for the appointment and reappointment of Directors to the Board.**

#### *Continuous Board Renewal*

On Board renewal, the Company believes that Board renewal is a necessary and continual process, for good governance and ensuring that the Board has the skills, expertise and experience which are relevant to the evolving needs of the Group's business; renewal or replacement of a Director therefore does not necessarily reflect his or her performance or contributions to date.

The Board, in conjunction with the NC has carried out the assessment of each of its Directors for FY 2016 taking into account the performance and contribution of each individual director. Board composition is also evaluated to ensure diversity of skills and experience is maintained within the Board and Board committees. Based on the NC's assessment of independence of each individual director and his or her relevant expertise, and with the aim of ensuring compliance with the requirements of the Code, the Board reviews, and reconstitutes as appropriate, the membership of the Board committees.

#### *Recommendation of Directors*

The NC is responsible for identifying candidates and reviewing all nominations for the appointment, re-appointment or termination of directors and Board committee members, taking into account the proper criteria for such appointments, the director's independence status, his or her participation and contributions during and outside Board meetings, the Code of Corporate Governance and other relevant factors as may be determined by the NC.

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 Mr. Fang Swee Peng, Mr. Chng Beng Siong and Mr. Tan Kok Aun are Non-Executive Independent Directors as defined under the Code. Each non-executive 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.

Election of Board members is the prerogative and right of shareholders. The Constitution requires one-third of its Directors (prioritised by length of service since the previous re-election or appointment and who are not otherwise required to retire) to retire and subject themselves to re-election by shareholders (one-third rotation rule) at every annual general meeting (AGM). In addition, any newly appointed Director (whether as an additional Director or to fill a casual vacancy) will submit himself or herself for retirement and election at the AGM immediately following his or her appointment. Thereafter, he or she is subject to the one-third rotation rule.

With regard to the re-election of existing Directors each year, the NC advises the Board of those Directors who are retiring or due for consideration to retire in accordance with the provisions of the Constitution. The NC makes recommendations to the Board as to whether the Board should support the re-election of a Director who is retiring. In making recommendations, the NC will undertake a process of review of the retiring non-executive Director's performance during the period in which the non-executive Director has been a member of the Board. Each member of the NC will recuse himself or herself from deliberations on his or her own re-election. Shareholders are provided with relevant information in the Notice of Annual General Meeting on the candidates for election or re-election. The NC had reviewed the performance and contribution of the directors retiring at this Annual General Meeting and recommended their re-elections. All these directors have consented to be re-appointed.

#### *Directors' Time Commitments*

Guideline 4.4 of the Code recommends that the Board determines the maximum number of listed company board appointments which any Director may hold. In view of the responsibilities of a Director, the Board is cognisant of the need for Directors to be able to devote sufficient time and attention to adequately perform their roles. However, the Board has not imposed any limit as it has taken the view that the limit on the number of listed company directorships



## CORPORATE GOVERNANCE REPORT

that an individual may hold should be considered on a case-by-case basis, as a person's available time and attention may be affected by many different factors, such as whether he or she is in full-time employment and the nature of his or her other responsibilities. A Director with multiple directorships is expected to ensure that sufficient attention can be and is given to the affairs of the Company. The Board believes that each Director is best placed to determine and ensure that he or she is able to devote sufficient time and attention to discharge his or her duties and responsibilities as a Director of the Company, bearing in mind his or her other commitments. In considering the nomination of any individual for appointment or re-election and in its annual review of each Director's ability to commit time to the affairs of the Company, the NC takes into account, among other things, the attendance record of the Directors at meetings of the Board and Board Committees, the competing time commitments faced by any such individual with multiple board memberships as well as his or her other principal commitments. All Directors had confirmed that notwithstanding the number of their individual listed company board appointments and other principal commitments which each of them held, they were able to devote sufficient time and attention to the affairs of the Company. The Board also notes that, as at the date of this Report, none of the independent Directors serves on more than four listed company boards. Taking into account also the attendance record of the Directors at meetings of the Board and Board Committees in FY 2016 (set out on page 10 of this Annual Report) and contributions to the Board's deliberations as well as availability outside formal Board meetings, the Board is of the view that the current commitments of each of its Directors are reasonable and each of the Directors is able to and has been adequately carrying out his or her duties.

### Continuous Review of Directors' Independence

It also rigorously reviews the independence of any director who has served on the Board beyond nine years, from the date of first appointment in light of Guideline 2.4 of Code. The NC recognizes the contribution of its independent directors who over time have developed deep insight into the Group's businesses and operations. It also takes into consideration outstanding individuals who, despite the demands on their time, have the capacity to participate and contribute as members of the Board. For now, the NC believes that the Company's qualitative assessment and the existing practice, which requires each director to confirm annually to the NC, his/her ability to devote sufficient time and attention to the Company's affairs, having regard to his/her other commitments, are effective. As such, the Board has not set a fixed term of office for each of its independent directors so as to be able to retain the services of the directors as necessary.

The NC had concurred that Mr. Fang Swee Peng, Mr. Chng Beng Siong and Mr. Tan Kok Aun continue to provide impartial and autonomous judgment in the discharge of their responsibilities as directors of the Company. They have continued to express their individual viewpoints and objectively debated issues presented by management. The NC is satisfied that Mr. Fang Swee Peng, Mr. Chng Beng Siong, Mr. Tan Kok Aun have remained independent in their judgment and continued to discharge their duties objectively.

The Board is satisfied that all directors have discharged their duties adequately for FY2016. The Board also expects that the directors will continue to discharge their duties adequately in FY2017.

## BOARD PERFORMANCE

### PRINCIPLE 5:

**There should be a formal annual assessment of the effectiveness of the Board as a whole and its Board Committees and the contribution by each Director to the effectiveness of the Board.**

### Board Evaluation Policy

The Board has implemented a process carried out by the NC, for assessing the effectiveness of the Board as a whole.

### Board Evaluation Process

The Board, through the NC, strives to ensure that there is an optimal blend in the Board of backgrounds, experience and knowledge in business and general management, expertise relevant to the Group's business and track record, and that each Director can bring to the Board an independent and objective perspective to enable balanced and well-considered decisions to be made in the interests of the Group.

Whilst Board performance is ultimately reflected in the long-term performance of the Group, the Board believes that engaging in a regular process of self-assessment and evaluation of Board performance in order to identify key strengths and areas for improvement is essential to effective stewardship and to attaining success for the Company.

Each year, the NC undertakes a process to evaluate the effectiveness of the Board as a whole and the Board Committees. As part of the process, questionnaires were sent by the Company Secretary to the Directors and

## CORPORATE GOVERNANCE REPORT

the findings were summarised by the Company Secretary and reported, together with the weighted ratings, to the Chairman of the NC and also Chairman of the Board. Where necessary, one-on-one interviews were also conducted to seek clarifications to the feedback obtained from the responses in the questionnaires, and broader questions were raised to help validate certain survey findings. The evaluation categories covered in the questionnaire included Board composition, information management, Board processes, corporate integrity and social responsibility, managing company performance, strategy review, Board Committee effectiveness, CEO performance and succession planning, Director development and management, and managing risk and adversity. The Board has considered and followed up with the findings and recommendations of the NC.

The Board further believes that the collective Board performance and the contributions of individual Board members are also reflected in, and evidenced by, the synergistic performance of the Board in discharging its responsibilities as a whole by providing proper guidance, diligent oversight and able leadership, and lending support to Management in steering the Company in the appropriate direction, as well as the long-term performance of the Company whether under favourable or challenging market conditions.

For FY2016, the NC is of the view that the Board's current size and composition is appropriate, taking into account the nature and scope of the Group's operations and the diversity of the Board members' experience and attributes; and no individual or small group of individuals dominates the Board's decision-making process.

### ACCESS TO INFORMATION

#### PRINCIPLE 6:

**In order to fulfil their responsibilities, Directors should be provided with complete, adequate and timely information prior to Board meetings and on an ongoing basis so as to enable them to make informed decisions to discharge their duties and responsibilities.**

#### *Complete, Adequate and Timely Information*

The Company recognises the importance of providing the Board with relevant information on a timely basis prior to Board meetings and on an ongoing basis, to enable the Directors to make informed decisions to discharge their duties and responsibilities. Reports on the Group's performance are also provided to the Board on a regular basis.

The Board meets regularly for Board meetings. The Chairperson of each Board Committee provides an update on the significant matters discussed at the Board Committee meetings, the Executive Directors provides updates on the Group's business and operations and the Group Accountant (Finance and Investments) presents the financial performance. Presentations in relation to specific business areas are also made by senior executives and external consultants or experts; this allows the Board to develop a good understanding of the progress of the Group's business as well as the issues and challenges facing the Group, and also promotes active engagement with the key executives of the Group.

The quarterly and year-end financial statements are reviewed and recommended by the AC to the Board for approval. To enable the Board to fulfil its responsibilities, management provides Board members with quarterly management accounts and other financial statements. As a general rule, Board papers are sent to Board members at least five working days prior to each Board meeting, to allow the members of the Board to prepare for the Board meetings and to enable discussions to focus on any questions that they may have. In addition to providing complete, adequate and timely information to the Board on Board affairs and issues requiring the Board's decision, Management also provides ongoing reports relating to the operational and financial performance of the Company, such as monthly management reports.

Where appropriate, informal meetings are also held for Management to brief Directors on prospective transactions and potential developments in the early stages before formal Board approval is sought.

The Board has separate and independent access to Management, including the Company Secretary, at all times. Directors are provided with the names and contact details of the management team.

The Board sets aside time at scheduled meeting to meet without the presence of Management. The AC also meets the internal and external auditors separately at least once a year without the presence of the Management. The Board has unfettered access to any Management staff for any information that it may require. Through the training framework adopted for the professional development of the Directors, Directors also receive on a regular basis reading materials



## CORPORATE GOVERNANCE REPORT

on topical matters or subjects and regulatory updates and implications. In addition, where appropriate, briefings from industry players or consultants are also arranged.

### *Company Secretary*

The Company Secretary attends to corporate secretarial administration matters and is the corporate governance advisor on corporate matters to the Board and Management. The Company Secretary attends all Board meetings and assists the Chairman and in ensuring that Board procedures are followed. The appointment and the removal of the Company Secretary are subject to the Board's approval.

### *Independent Professional Advice*

The Board, whether as individual Directors or as a group, is also entitled to have access to independent professional advice where required, at the Company's expense.

## REMUNERATION MATTERS

### PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

#### PRINCIPLE 7:

**There should be a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual Directors. No Director should be involved in deciding his own remuneration**

### LEVEL AND MIX OF REMUNERATION

#### PRINCIPLE 8:

**The level and structure of remuneration should be aligned with the long-term interest and risk policies of the company, and should be appropriate to attract, retain and motivate (a) the Directors to provide good stewardship of the company, and (b) key management personnel to successfully manage the company. However, companies should avoid paying more than is necessary for this purpose.**

### DISCLOSURE ON REMUNERATION

#### PRINCIPLE 9:

**Every company should provide clear disclosure of its remuneration policies, level and mix of remuneration, and the procedure for setting remuneration, in the company's Annual Report. It should provide disclosure in relation to its remuneration policies to enable investors to understand the link between remuneration paid to Directors and key management personnel, and performance.**

The Board sets the remuneration policies in line with the Company's business strategy and approves the executive compensation framework based on the key principle of linking pay to performance. The Board has established the RC to oversee executive compensation and development. In carrying out this role, the RC also aims to build capable and committed management teams through competitive compensation and progressive policies which are aligned to the long-term interests and risk policies of the Group. The RC plays a crucial role in helping to ensure that the Company is able to attract, motivate and retain the best talents to drive the Group's business forward.

All the RC members, including the Chairman of the RC, are Non-Executive Independent Directors. The RC met one time in the year under review.

The RC is guided by its terms of reference. In particular, the RC recommends to the Board for approval a general framework of remuneration for the entire organization and also approves the annual salary increment pool and market adjustments for staff of all grades, including key management personnel of the Group, and fees payable to the Non-Executive Directors. Its recommendations are submitted for the Board's discussion or, as the case may be, approval. For FY2016, the RC has reviewed and ascertained that the remuneration packages of Executive Directors are fair, linking rewards with performance.

The Board and the RC have access to independent remuneration consultants to advise as required.

The directors are paid only directors' fees. The compensation policy for is based on a scale of fees divided into basic fees for serving as Director and additional fees for serving on Board Committees. The compensation package is market benchmarked, taking into account the demanding responsibilities on the part of the Directors in light of the scale, complexity and the international nature of the business, the level of contributions and time spent. They do not receive

## CORPORATE GOVERNANCE REPORT

an attendance fee for attending meetings. In respect of fees for directors, approval of shareholders is requested at each annual general meeting of the Company.

The level of each director's remuneration for the year ended 2016 are shown below:

	FEE (\$)	SALARY (\$)	BONUS (\$)	BENEFITS (\$)	TOTAL (\$)
	\$'000	\$'000	\$'000	\$'000	\$'000
Mr. Tan Eng Teong	49.0	240.0	260.0	–	549.0
Ms. Tan Hwa Lian	42.4	141.2	48.0	–	231.6
Mr. Tan Teck Lin	46.8	–	–	–	46.8
Mr. Tan Eng How	42.4	–	–	–	42.4
Mr. Fang Swee Peng	41.7	–	–	–	41.7
Mr. Chng Beng Siong	36.2	–	–	–	36.2
Mr. Tan Kok Aun	36.2	–	–	–	36.2

- a) The top key executives are Frank Delli Cicchi, Peter Yared, Ralph Freckelton, 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 2016 was \$989,000. The Company believes that the disclosure of the remuneration of each individual top five key management personnel, on a named basis and total in aggregate 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.
- b) There is no employee of the Group who is an immediate family member of a director or the Chairman with remuneration exceeding S\$50,000 during the year except as disclosed below:

*Remuneration of immediate family members of the Chairman and directors*

Remuneration of employees who are immediate family members of the Chairman/Managing Director and the Executive Directors of the Company for the year ended 31 December 2016 is set out below:

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

- c) The Company does not have any share option scheme.
- d) For FY 2016, 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.

### ACCOUNTABILITY

#### PRINCIPLE 10:

**The Board should present a balanced and understandable assessment of the company's performance, position and prospects.**

The Board is accountable to the shareholders while the Management is accountable to the Board.

The Board provides shareholders with quarterly and annual financial reports. Results for the first three quarters are released to shareholders no later than 45 days from the end of the quarter. Annual results are released within 60 days from the financial year-end. In presenting the annual and quarterly financial statements to shareholders, the Board aims to provide shareholders with a balanced and clear assessment of the Company's position and prospects. For the



## CORPORATE GOVERNANCE REPORT

financial year under review, the Board and the Group Accountant have provided assurance to the Board on the integrity of the financial statements for the Company and its subsidiaries. For interim financial statements, the Board provides a negative assurance confirmation to shareholders, in line with the Listing Rules. For the full year financial statements, the Board provides an opinion that the Group's internal controls, addressing financial, operational, compliance and information technology risks are adequate. This is based on the internal controls established and maintained by the Group, work performed by the external auditors, the carrying out of the internal audit function and reviews performed by management, various Board committees and the Board. This, in turn, is supported by a negative assurance statement from the Managing Director. The management provides the Board with a continual flow of relevant information on a timely basis in order that it may effectively discharge its duties.

The Company believes in conducting itself in ways that seek to deliver maximum sustainable value to its shareholders. Best practices are promoted to build an excellent business for its shareholders and the Company is accountable to shareholders for its performance. Prompt fulfilment of statutory reporting requirements is but one way to maintain shareholders' confidence and trust in the capability and integrity of the Company.

### RISK MANAGEMENT AND INTERNAL CONTROLS

#### PRINCIPLE 11:

**The Board is responsible for the governance of risk. The Board should ensure that Management maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the company's assets, and should determine the nature and extent of the significant risks which the Board is willing to take in achieving its strategic objectives.**

The Company has in place an adequate and effective system of risk management and internal controls addressing material financial, operational, compliance and information technology (IT) risks to safeguard shareholders' interests and the Group's assets.

The Board has overall responsibility for the governance of risk and oversees Management in the design, implementation and monitoring of the risk management and internal controls system. The AC assists the Board in carrying out the Board's responsibility of overseeing the Company's risk management framework and policies.

The Company has adopted an Enterprise Risk Management (ERM) Framework which sets out the required environmental and organisational components for managing risk in an integrated, systematic and consistent manner. The ERM Framework and related policies are reviewed annually. A team comprising the AC Chairman and other key management personnel is responsible for directing and monitoring the development, implementation and practice of ERM across the Group.

The Company consistently seeks to improve and strengthen its ERM Framework. As part of the ERM Framework, Management, among other things, undertakes and performs a Risk and Control Assessment (RCA) process. As a result of the RCA process, the Group produces and maintains a risk register which identifies the material risks it faces and the corresponding internal controls it has in place to manage or mitigate those risks. The Board also reviews the approach of identifying and assessing risks and internal controls in the risk register. The material risks, including the mitigating measures, are reviewed regularly by the AC, and reported to the Board.

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.

The internal auditors conduct reviews of the adequacy and effectiveness of the material internal controls in the Group addressing financial, operational and compliance risks. Management ensures that sites have firewall and anti virus installed and has put in place measures to safeguard the integrity of information technology. Any material non-compliance or lapses in internal controls together with corrective measures recommended by the internal auditors and Management are reported to and reviewed by the AC. The AC also reviews the adequacy and effectiveness of the measures taken by Management on the recommendations made by the internal auditors in this respect.

## CORPORATE GOVERNANCE REPORT

The Board has received assurance from the Executive Chairman/Managing Director and Executive Directors that:

- (a) the financial records of the Group have been properly maintained and the financial statements for FY 2016 give a true and fair view of the Group's operations and finances; and
- (b) the system of risk management and internal controls in place within the Group is adequate and effective in addressing the material risks faced by the Group in its current business environment including material financial, operational, compliance and IT risks. Executive Chairman/Managing Director and Executive Directors have obtained similar assurances from the respective business and corporate executive heads in the Group.

In addition, in FY 2016, the Board has received quarterly certification by Management on the integrity of financial reporting and the Board has provided a negative assurance confirmation to shareholders as required by the Listing Manual.

Based on the ERM Framework established and the reviews conducted by Management and both the internal and external auditors, as well as the assurance from the Executive Chairman/Managing Director and Executive Directors, the Board concurs with the recommendation of the AC and is of the opinion that the Group's system of risk management and internal controls, addressing material financial, operational, compliance and IT risks, is adequate and effective to meet the needs of the Group in its current business environment as at 31 December 2016.

The Group's financial risk management objectives and policies are stated under Note 30 of the Financial Statements.

### AUDIT COMMITTEE

#### PRINCIPLE 12:

**The Board should establish an Audit Committee with written terms of reference which clearly set out its authority and duties**

All the members of the AC, including the Chairman of the AC, are Non-Executive Directors; three of whom are Non-Executive Independent Directors. The members of the AC collectively have strong accounting and related financial management expertise and experience.

#### Authority and Duties of the AC

The AC has explicit authority to investigate any matter within its terms of reference. Management is required to provide the fullest co-operation in providing information and resources, and in implementing or carrying out all requests made by the AC. The AC has direct access to the internal and external auditors and full discretion to invite any Director or executive officer to attend its meetings. Similarly, both the internal and external auditors are given unrestricted access to the AC.

Under its terms of reference, the AC's scope of duties and responsibilities is as follows:

- (a) it reviews the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Company and any announcements relating to the Company's financial performance;
- (b) it assesses the adequacy and effectiveness of the internal controls (including material financial, operational, compliance and IT controls) and risk management system;
- (c) it reviews the adequacy and effectiveness of the Company's internal audit function and also ensures that the internal audit function is adequately resourced;
- (d) it reviews the scope and results of the external audit, and independence and objectivity of the external auditors;
- (e) it makes recommendations to the Board on the proposals to the shareholders on the appointment, reappointment and removal of the external auditors, and approving the remuneration of the external auditors;
- (f) it reviews and approves processes to regulate interested person transactions and to ensure compliance with the applicable regulations, in particular, the requirement that the transactions are on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders; and
- (g) it reviews the policy and arrangements by which employees of the Company and any other persons may, in confidence, report suspected fraud or irregularity or suspected infringement of any laws or regulations or rules, or raise concerns about possible improprieties in matters of financial reporting or other matters with a view to ensuring that arrangements are in place for such concerns to be raised and independently investigated, and for appropriate follow-up action to be taken.



## CORPORATE GOVERNANCE REPORT

The AC meets on a quarterly basis to review the integrity of the financial statements including the relevance and consistency of the accounting principles adopted. The Chairman, Group Accountant, Executive Directors, and the external auditor were invited to attend these meetings. The AC reviews and recommends the financial statements and corresponding SGXNET announcements to the Board for approval.

Changes to the accounting standards and accounting issues which have a direct impact on the financial statements were reported to and discussed with the AC at its meetings. Directors are also invited to attend relevant seminars on changes to accounting standards and issues by leading accounting firms.

In its review of the financial statements of the Group and the Company for FY 2016, the AC had discussed with Management the accounting principles that were applied and their judgement of items that could affect the integrity of the financial statements and also considered the clarity of key disclosures in the financial statements. The AC reviewed, amongst other matters, key audit matters as reported by the external auditors for the financial year ended 31 December 2016.

In FY 2016, the AC also met with the internal and external auditors, without Management's presence, to discuss the reasonableness of the financial reporting process, the system of internal controls, and the significant comments and recommendations by the auditors. Where relevant, the AC makes reference to best practices and guidance for Audit Committees in Singapore including practice directions issued from time to time in relation to the Financial Reporting Surveillance Programme administered by the Accounting and Corporate Regulatory Authority of Singapore.

The AC recommends to the Board the appointment, re-appointment and removal of the external auditor, the remuneration and terms of engagement of the external auditor. The re-appointment of the external auditor is always subject to shareholder approval at the Company's annual general meeting. In order to maintain the independence of the external auditors, the Company has developed policies regarding the types of non-audit services that the external auditors can provide to the Group and the related approval processes. The AC has reviewed the nature and extent of non-audit services provided by the external auditors in FY 2016 and the fees paid for such services. The AC is satisfied that the independence of the external auditors has not been impaired by the provision of those services. The external auditors have also provided confirmation of their independence to the AC. The total non-audit fees for FY 2016 as a percentage of total audit fees was 11%. The total fees paid to our external auditor, Ernst & Young LLP, are as disclosed in Note 22(b) of the Financial Statements. The AC has recommended the re-appointment of Ernst & Young LLP as the auditors at the coming AGM.

The Company has complied with Listing Rules 712, 715 and 716 in respect of the appointment of its auditors of the Company and Group companies.

### Whistleblowing Policy

The Company has in place a Whistle Blowing Policy ("the Policy") for the Group, which provides a channel to employees and other parties to report in confidence, without fear of reprisals, concerns about possible improprieties in financial reporting or other matters. The Policy was to assist the Audit Committee in managing allegations of fraud or other misconduct which may be made, so that investigations are carried out in an appropriate and timely manner; administrative, disciplinary and civil actions that are initiated following the completion of the investigations, are appropriate and fair; and actions are taken to correct the weakness in the existing system of internal processes which allowed the perpetration of the fraud and/or misconduct and to prevent recurrence.

There have been no established incidents pertaining to whistle-blowing for FY2016.

## INTERNAL AUDIT

### **PRINCIPLE 13:**

**The company should establish an effective internal audit function that is adequately resourced and independent of the activities it audits.**

The internal audit function for the Malaysia operations is out-sourced. The Group has established an in-house internal audit function for the Australia and New Zealand operations. The Internal Auditor reports directly to the AC and has unfettered access to the Group's documents, records, properties and employees, including access to the AC.

## CORPORATE GOVERNANCE REPORT

He prepares and executes a risk-based audit plan, to review the adequacy and effectiveness of the system of internal controls in the Australia and New Zealand operations. These include operational, financial and compliance controls. Regular reports highlighting material internal control weaknesses are submitted to management for its review. Management submits internal audit findings and recommendations to the AC on a regular basis. Significant internal audit findings and issues are discussed at AC meetings. Management and the Finance Department follow up on all internal audit recommendations to ensure that they are implemented in a timely and appropriate fashion.

The AC is of the view that the internal audit function performed by the Internal Auditor is adequately resourced.

### SHAREHOLDER RIGHTS

#### PRINCIPLE 14:

**Companies should treat all shareholders fairly and equitably, and should recognise, protect and facilitate the exercise of shareholders' rights, and continually review and update such governance arrangements.**

The Company is committed to treating all its shareholders fairly and equitably. All shareholders enjoy specific rights under the Constitution and the relevant laws and regulations. These rights include, among other things, the right to participate in profit distributions. They are also entitled to attend general meetings and are accorded the opportunity to participate effectively and vote at general meetings (including through appointment of up to two proxies, if they are unable to attend in person or in the case of a corporate shareholder, through its appointed representative). Shareholders such as nominee companies which provide custodial services for securities are not constrained by the two proxy limitation, and are able to appoint more than two proxies to attend, speak and vote at general meetings of the Company.

### COMMUNICATION WITH SHAREHOLDERS

#### PRINCIPLE 15:

**Companies should actively engage their shareholders and put in place an investor relations policy to promote regular, effective and fair communication with shareholders.**

The Company is committed to keeping all its shareholders and other stakeholders and analysts informed of its performance and any changes in the Group or its business which would be likely to materially affect the price or value of the Company's securities, on a timely and consistent basis, so as to assist shareholders and investors in their investment decisions.

### CONDUCT OF SHAREHOLDER MEETINGS

#### PRINCIPLE 16:

**Companies should encourage greater shareholder participation at general meetings of shareholders, and allow shareholders the opportunity to communicate their views on various matters affecting the company.**

The Company supports the principle of encouraging shareholder participation and voting at general meetings. Shareholders receive the Annual Report and notice of the general meeting. Notices of the general meetings are also advertised in the press and issued on SGXNet. The requisite notice period for a general meeting is adhered to. All shareholders are given the opportunity to participate effectively in and vote at general meetings.

At general meetings, shareholders are encouraged to communicate their views and discuss with the Board and Management matters affecting the Company. All Directors (including the Chairpersons of the respective Board Committees), Management and the external auditors, would be present at general meetings to address any queries that the shareholders may have.

To safeguard shareholder interests and rights, a separate resolution is proposed for each substantially separate issue at general meetings. To ensure transparency in the voting process and better reflect shareholders' interests, the Company conducts poll voting for all the resolutions proposed at the general meetings. Voting procedures are explained and vote tabulations are disclosed at the general meetings. An independent scrutineer is also appointed to validate the



## CORPORATE GOVERNANCE REPORT

vote tabulation procedures. Votes cast, for or against and the respective percentages, on each resolution are tallied and reported to shareholders immediately at the general meetings. The total number of votes cast for or against the resolutions and the respective percentages are also announced on SGXNet after the general meetings. Voting in absentia and by email, which are currently not permitted, may only be possible following careful study to ensure that the integrity of information and authentication of the identity of shareholders through the web are not compromised, and legislative changes are effected to recognise remote voting. Minutes of the general meetings are prepared and are available to shareholders for their inspection upon request.

Shareholders also have the opportunity to communicate their views and discuss with the Board and Management matters affecting the Company after the general meetings.

### ADDITIONAL INFORMATION

#### DEALINGS IN SECURITIES

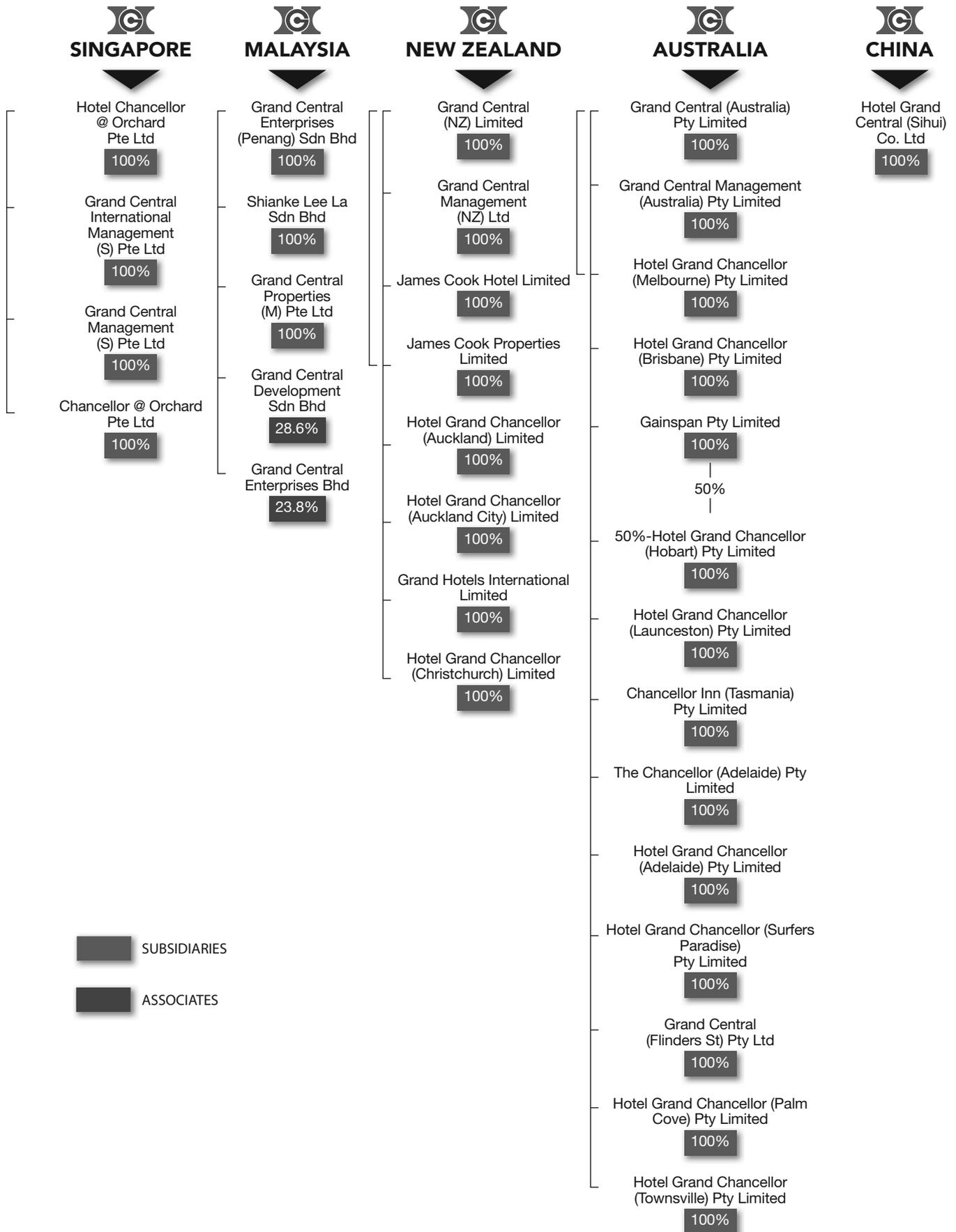
The Company has devised and adopted a Securities Transactions Code for securities dealing for the Group's officers and employees which applies the best practice recommendations in the Listing Manual. To this end, the Company has issued guidelines to its Directors and employees in the Group which set 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 applicable at all times, 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



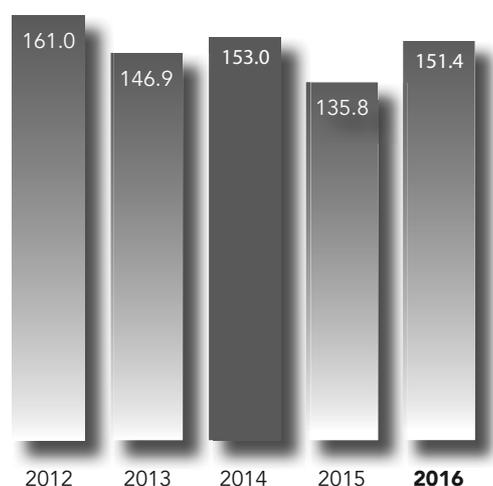
SUBSIDIARIES

ASSOCIATES

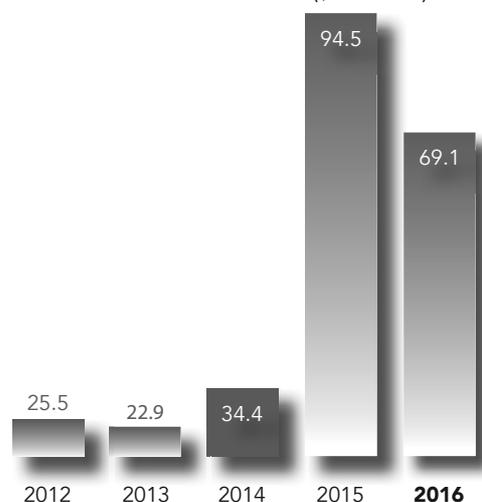


## FINANCIAL STATISTICS & CHARTS

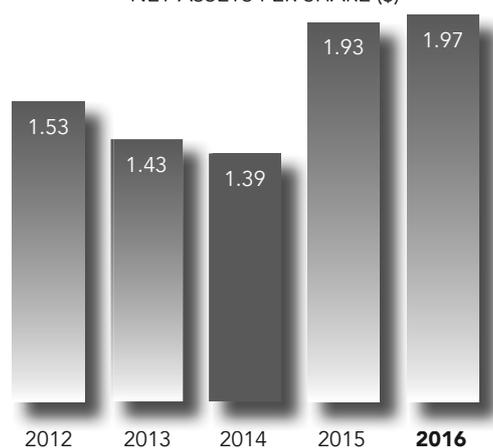
TURNOVER (\$ MILLION)



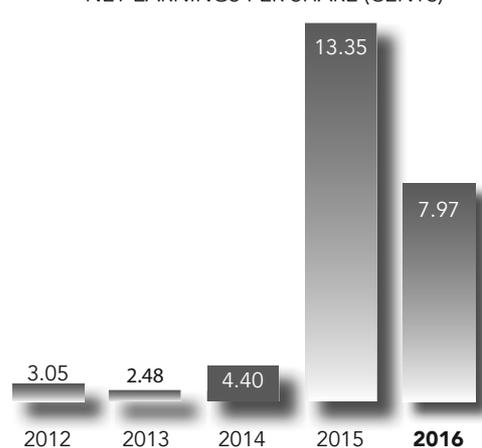
PROFIT BEFORE TAX (\$ MILLION)



NET ASSETS PER SHARE (\$)



NET EARNINGS PER SHARE (CENTS)



### Profit & Loss (\$ Million)

	2012	2013	2014	2015	2016
Turnover	161.0	146.9	153.0	135.8	151.4
Profit Before Tax	25.5	22.9	34.4	94.5	69.1
Profit After Tax	17.0	14.5	26.8	85.5	52.9

### Balance Sheet (\$ Million)

	2012	2013	2014	2015	2016
Total Assets	1,125.9	1,143.4	1,203.4	1,629.8	1,640.2
Paid Up Capital	316.9	343.3	369.8	422.0	422.0
Share Capital & Reserve	873.8	855.8	866.3	1,276.6	1,305.1

### Selected Ratios

	2012	2013	2014	2015	2016
Net Earnings Per Share (Cents)	3.05	2.48	4.40	13.35	7.97
Ordinary Dividends Per Share (Cents)	5.00	5.00	5.00	5.00	5.00
Special Dividends Per Share (Cents)	–	–	5.00	–	1.00
Net Assets Per Share (\$)	1.53	1.43	1.39	1.93	1.97



## 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 2016.

### 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 2016 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  
 Chng Beng Siong  
 Tan Kok Aun

In accordance with Article 101 of the Company's Constitution, Ms. Tan Hwa Lian and Mr. Chng Beng Siong retire, and being eligible, offer themselves for 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, Cap. 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 the beginning of financial year	At the end of financial year
<b>The Company</b>				
<b>Ordinary shares</b>				
Tan Eng Teong	37,960	37,960	408,830,373	409,080,873
Tan Teck Lin	–	–	388,848,040	388,848,040
Tan Hwa Lian	5,433	5,433	–	–
Tan Eng How	936,441	936,441	368,040,455	368,040,455
Fang Swee Peng	592,557	592,557	–	–
Chng Beng Siong	37	37	27,711,609	27,711,609

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and 21 January 2017.



## DIRECTORS' STATEMENT

By virtue of Section 7 of the Companies Act, Cap. 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 or at the end of the financial year.

### AUDIT COMMITTEE

The Audit Committee ("AC") comprises four board members, three 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  
Chng Beng Siong  
Tan Eng How

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

- Reviewed the audit plan of the external auditors of the Company and the assistance given by the Company's management to the external auditors;
- Ensured the adequacy of the Company's system of internal accounting controls and reviewed effectiveness of the Company's material internal controls, including financial, operational and compliance controls and risk management;
- Reviewed the quarterly and annual financial statements and the auditors' report on the annual financial statements of the Company before their submission to the board of directors;
- 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 considers appropriate; and
- Reviewed interested person transactions in accordance with the requirements of the Singapore Exchange Securities Trading Limited ("SGX-ST")'s Listing Manual.

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 the 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.



## DIRECTORS' STATEMENT

### AUDITORS

Ernst & Young LLP have expressed their willingness to accept reappointment as auditors.

On behalf of the board of directors,

Tan Eng Teong  
Director

Tan Teck Lin  
Director

Singapore  
7 April 2017



## INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2016

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

#### REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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 2016, the statements of changes in equity of the Group and the Company and the consolidated income statement, 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.

#### Opinion

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 Financial Reporting Standards in Singapore ("FRSs") 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 2016 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) Impairment assessment of hotel assets

The Group is the owner of several hotels in Australia, New Zealand, Singapore, China and Malaysia. The collective carrying value of these hotel assets are disclosed in Note 6 to the consolidated financial statements. The Group's policy is to carry these hotel assets at revalued cost less depreciation, with an asset re-valuation exercise carried out once every three years. The latest valuation exercise was carried out in 2015. The total carrying amount of the hotel assets comprised 82% of the total non-current assets as at 31 December 2016.

Management assesses if there is any indication of impairment in its hotel assets by looking at each 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 then 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, revenue growth rates and the competitive landscape in local markets. Management assesses, on an annual basis, whether there are triggering events indicating potential impairment.



## INDEPENDENT AUDITOR'S REPORT

### For the financial year ended 31 December 2016

Our audit procedures included, amongst others, an evaluation of the group's policies and procedures to identify triggering events for potential impairment 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 that were approved by management as well as historic trend analyses. We also involved our valuation experts to evaluate the discount rates utilized in the forecasts.

#### (b) Valuation of investment properties

Investment properties represent 16% 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 and interest 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 as 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 their valuation techniques. 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.

#### (c) Accounting for significant acquisitions

On 29 June 2016, a subsidiary of the Company acquired Hotel Grand Chancellor Townsville and accounted for it as an acquisition of business. Based on the quantitative materiality of the acquisition and the significant degree of management judgment that was involved in preparing the provisional purchase price allocation ("PPA"), which involved the identification of the acquired assets and liabilities and their respective fair values, we have determined this to be a key audit matter. Management prepared the provisional PPA with the assistance of an external valuation expert ("expert").

Our audit procedures, included amongst others, reviewing the appropriateness of the PPA and assessing the competence, objectivity and relevant experience of the expert engaged by management. We also assessed the sensitivity of management's estimates and assumptions used in the PPA, and the adequacy of the related disclosures in Note 10(b) to the financial statements.

As disclosed in Note 10(b) to the financial statements, the acquisition accounting of Hotel Grand Chancellor Townsville is provisional. Goodwill arising from the acquisition and the relating carrying amounts of the assets and liabilities will be adjusted accordingly on a retrospective basis when the valuation is finalised.

#### 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 2016

### 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 FRSs, 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.

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.



## **INDEPENDENT AUDITOR'S REPORT**

For the financial year ended 31 December 2016

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

7 April 2017



## BALANCE SHEETS

as at 31 December 2016

	Note	Group	
		2016 \$'000	2015 \$'000
<b>Equity attributable to owners of the Company</b>			
Share capital	4	421,997	421,997
Reserves	5	883,139	854,595
<b>Total equity</b>		<u>1,305,136</u>	<u>1,276,592</u>
<b>Non-current assets</b>			
Property, plant and equipment	6	1,049,214	1,097,793
Investment properties	7	208,852	157,748
Land use rights	8	1,153	1,254
Intangible assets		90	87
Goodwill	9	1,454	2,009
Investments in associates	11	10,413	12,079
Deferred tax assets	12	3,471	4,144
Investment securities	13	10,358	6,143
		<u>1,285,005</u>	<u>1,281,257</u>
<b>Current assets</b>			
Land use rights	8	46	48
Prepaid operating expenses		2,453	2,396
Inventories	14	832	920
Trade and other receivables	15	8,851	9,233
Pledged short-term deposits	16	–	37,335
Cash and short-term deposits	16	343,056	298,645
		<u>355,238</u>	<u>348,577</u>
<b>Current liabilities</b>			
Trade and other payables	18	26,769	21,177
Accrued operating expenses	18	10,581	13,954
Derivatives	19	509	–
Deferred income		756	373
Loans and borrowings	17	8,551	71,739
Income tax payable		12,845	2,519
		<u>60,011</u>	<u>109,762</u>
<b>Net current assets</b>		295,227	238,815
<b>Non-current liabilities</b>			
Derivatives	19	318	–
Deferred tax liabilities	12	138,119	141,453
Loans and borrowings	17	136,659	102,027
		<u>1,305,136</u>	<u>1,276,592</u>

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

## BALANCE SHEETS

as at 31 December 2016

	Note	Company	
		2016 \$'000	2015 \$'000
<b>Equity attributable to owners of the Company</b>			
Share capital	4	421,997	421,997
Reserves	5	267,246	291,214
<b>Total equity</b>		<u>689,243</u>	<u>713,211</u>
<b>Non-current assets</b>			
Property, plant and equipment	6	270,038	270,348
Investments in subsidiaries	10	243,006	225,862
Investments in associates	11	11,574	12,401
Deferred tax assets	12	447	547
Investment securities	13	10,358	6,143
		<u>535,423</u>	<u>515,301</u>
<b>Current assets</b>			
Prepaid operating expenses		109	96
Inventories	14	32	19
Trade and other receivables	15	2,766	2,016
Pledged short-term deposits	16	–	37,335
Cash and short-term deposits	16	202,278	206,171
		<u>205,185</u>	<u>245,637</u>
<b>Current liabilities</b>			
Trade and other payables	18	3,482	3,177
Accrued operating expenses	18	8,762	8,512
Loans and borrowings	17	18	–
Income tax payable		20	38
		<u>12,282</u>	<u>11,727</u>
<b>Net current assets</b>		192,903	233,910
<b>Non-current liabilities</b>			
Derivatives	19	318	–
Loans and borrowings	17	38,765	36,000
		<u>689,243</u>	<u>713,211</u>

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 2016

	Note	Group	
		2016 \$'000	2015 \$'000
<b>Revenue</b>			
Hotel operations and management		141,839	126,184
Rental income from investment properties		9,535	9,613
Total revenue		<u>151,374</u>	<u>135,797</u>
Other income	20(a)	28,954	76,175
		<u>180,328</u>	<u>211,972</u>
<b>Costs and expenses</b>			
Staff costs	21	(48,156)	(47,740)
Depreciation of property, plant and equipment	6	(21,689)	(15,232)
Operating costs and expenses	22	(51,577)	(49,151)
Other expenses	20(b)	–	(12,794)
<b>Profit from operating activities before fair value adjustment</b>		<u>58,906</u>	<u>87,055</u>
Fair value gain on investment properties	7	8,444	7,674
<b>Profit from operating activities</b>		<u>67,350</u>	<u>94,729</u>
Finance costs	23	(4,140)	(3,042)
Interest income from fixed deposits		5,212	6,233
Foreign exchange gain/(loss), net		460	(4,227)
Share of results of associates		205	839
<b>Profit before tax</b>		<u>69,087</u>	<u>94,532</u>
Income tax expense	24	(16,211)	(9,079)
<b>Profit net of tax and attributable to owners of the Company</b>		<u>52,876</u>	<u>85,453</u>
<b>Earnings per share attributable to owners of the Company (cents per share)</b>			
Basic	25	<u>7.97</u>	<u>13.35</u>
Diluted	25	<u>7.97</u>	<u>13.35</u>

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 2016

	Group	
	2016 \$'000	2015 \$'000
<b>Profit net of tax</b>	52,876	85,453
<b>Other comprehensive income:</b>		
<b>Items that will not be reclassified to profit or loss</b>		
Impairment of Kedah hotel building	(600)	–
Reversal of deferred tax liability on revaluation reserve for Surfers Paradise hotel	2,134	–
Revaluation surplus of hotel building – net and net of tax	–	363,071
	1,534	363,071
<b>Items that may be reclassified subsequently to profit or loss</b>		
Net gain/(loss) on fair value changes of available-for-sale financial assets	337	(686)
Additional development cost accruals for completed hotels in Singapore	(1,162)	–
Foreign currency translation	8,111	(27,558)
	7,286	(28,244)
<b>Other comprehensive income for the year, net of tax</b>	8,820	334,827
<b>Total comprehensive income for the year and attributable to owners of the Company</b>	61,696	420,280

*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 2016

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	
<b>2016</b>								
<b>Opening balance at 1 January 2016</b>		421,997	299,072	634,735	326	(80,970)	1,432	1,276,592
Profit net of tax		-	52,876	-	-	-	-	52,876
<i>Other comprehensive income for the year</i>								
Impairment of Kedah hotel		-	-	(600)	-	-	-	(600)
Reversal of deferred tax liability on revaluation reserve for Surfers Paradise hotel		-	-	2,134	-	-	-	2,134
Net gain on fair value changes of available-for-sale financial assets		-	-	-	337	-	-	337
Additional development cost accruals for completed hotels in Singapore		-	-	(1,162)	-	-	-	(1,162)
Foreign currency translation		-	-	-	-	8,111	-	8,111
Total comprehensive income for the year		-	52,876	372	337	8,111	-	61,696
<i>Distributions to owners</i>								
Cash dividends	26	-	(33,152)	-	-	-	-	(33,152)
Total distributions to owners		-	(33,152)	-	-	-	-	(33,152)
<i>Others</i>								
Transfer from asset revaluation reserve to retained earnings		-	8,428	(8,428)	-	-	-	-
Total others		-	8,428	(8,428)	-	-	-	-
<b>Closing balance at 31 December 2016</b>		<b>421,997</b>	<b>327,224</b>	<b>626,679</b>	<b>663</b>	<b>(72,859)</b>	<b>1,432</b>	<b>1,305,136</b>

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 2016

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	Reserve of disposal entity held for sale \$'000	
<b>2015</b>									
<b>Opening balance at 1 January 2015</b>		369,764	187,058	277,382	1,012	(53,412)	1,432	83,018	866,254
Profit net of tax		-	85,453	-	-	-	-	-	85,453
<i>Other comprehensive income for the year</i>									
Net loss on fair value changes of available-for-sale financial assets		-	-	-	(686)	-	-	-	(686)
Net surplus on revaluation of hotels assets		-	-	363,071	-	-	-	-	363,071
Foreign currency translation		-	-	-	-	(27,558)	-	-	(27,558)
Total comprehensive income for the year		-	85,453	363,071	(686)	(27,558)	-	-	420,280
<i>Distributions to owners</i>									
Scrip dividends	26	52,233	(52,233)	-	-	-	-	-	-
Cash dividends	26	-	(9,942)	-	-	-	-	-	(9,942)
Total distributions to owners		52,233	(62,175)	-	-	-	-	-	(9,942)
<i>Others</i>									
Transfer of reserve attributable to disposal entity classified as held for sale		-	83,018	-	-	-	-	(83,018)	-
Transfer from asset revaluation reserve to retained earnings		-	5,718	(5,718)	-	-	-	-	-
Total others		-	88,736	(5,718)	-	-	-	(83,018)	-
<b>Closing balance at 31 December 2015</b>		<b>421,997</b>	<b>299,072</b>	<b>634,735</b>	<b>326</b>	<b>(80,970)</b>	<b>1,432</b>	<b>-</b>	<b>1,276,592</b>

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 2016

Company 2016	Note	Share capital \$'000	Retained earnings \$'000	Asset revaluation reserve \$'000	Fair value adjustment reserve \$'000	Total equity \$'000
<b>Opening balance at 1 January 2016</b>		421,997	91,785	199,103	326	713,211
Profit net of tax		–	9,360	–	–	9,360
<i>Other comprehensive income for the year</i>						
Net gain on fair value changes of available- for-sale financial assets		–	–	–	337	337
Additional development cost accruals for completed hotel		–	–	(513)	–	(513)
Total comprehensive income for the year		–	9,360	(513)	337	9,184
Cash dividends	26	–	(33,152)	–	–	(33,152)
<b>Closing balance at 31 December 2016</b>		<b>421,997</b>	<b>67,993</b>	<b>198,590</b>	<b>663</b>	<b>689,243</b>

### Company 2015

<b>Opening balance at 1 January 2015</b>		369,764	6,740	69,325	1,012	446,841
Profit net of tax		–	147,220	–	–	147,220
<i>Other comprehensive income for the year</i>						
Net loss on fair value changes of available- for-sale financial assets		–	–	–	(686)	(686)
Net surplus on revaluation of hotel assets, net of tax		–	–	129,778	–	129,778
Total comprehensive income for the year		–	147,220	129,778	(686)	276,312
Scrip dividends	26	52,233	(52,233)	–	–	–
Cash dividends	26	–	(9,942)	–	–	(9,942)
<b>Closing balance at 31 December 2015</b>		<b>421,997</b>	<b>91,785</b>	<b>199,103</b>	<b>326</b>	<b>713,211</b>

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 2016

	Note	Group	
		2016 \$'000	2015 \$'000
<b>Operating activities</b>			
Profit before tax		69,087	94,532
Adjustments for:			
Depreciation of property, plant and equipment	6	21,689	15,232
Fair value gain on investment properties	7	(8,444)	(7,674)
Amortisation of land use rights	8	46	48
Dividend income from investment securities	20(a)	(353)	(236)
Net gain on disposal of property, plant and equipment	20(a)	(28,421)	(5,265)
Gain on disposal of entity held for sale	20(a)	–	(70,638)
Impairment loss on property, plant and equipment	20(b)	–	1,154
Impairment loss on investment in an associated company	20(b)	–	9,904
Commission fee paid on sale of subsidiary	20(b)	–	1,736
Fair value loss on derivatives	22(b)	827	–
Finance costs		4,140	3,042
Interest income		(5,212)	(6,233)
Effects of exchange rate changes		(460)	4,227
Share of results of associated companies		(205)	(839)
<b>Operating cash flows before changes in working capital</b>		<u>52,694</u>	<u>38,990</u>
Decrease / (increase) in inventories		99	(9)
Decrease / (increase) in trade and other receivables		453	(191)
Increase in prepaid operating expenses		(25)	(27)
Increase in trade and other payables		5,603	533
(Decrease) / increase in accrued operating expenses		(4,785)	8,656
<b>Cash flows from operations</b>		<u>54,039</u>	<u>47,952</u>
Interest received		5,212	6,233
Interest paid		(4,140)	(3,042)
Income taxes paid		(8,431)	(8,861)
<b>Net cash flows generated from operating activities</b>		<u><u>46,680</u></u>	<u><u>42,282</u></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 2016

	Note	Group	
		2016 \$'000	2015 \$'000
<b>Investing activities</b>			
Dividend income from investment securities		353	236
Dividend income from associated companies		595	957
Proceeds from disposal of property, plant and equipment		82,060	22,263
Net proceeds from disposal of entity held for sale		–	247,184
Commission fee paid on sale of subsidiary		–	(1,736)
Purchase of property, plant and equipment		(6,098)	(53,964)
Net cash outflow on acquisition of Townsville hotel	10(b)	(14,624)	–
Purchase of investment securities		(3,878)	(2,230)
Additions to investment properties	7	(38,191)	(36,918)
<b>Net cash flows generated from investing activities</b>		<u>20,217</u>	<u>175,792</u>
<b>Financing activities</b>			
Cash dividends paid on ordinary shares	26	(33,152)	(9,942)
Decrease in fixed deposits pledged		37,335	811
Proceeds from loans and borrowings		41,331	167,970
Repayments of loans and borrowings		(71,310)	(193,600)
Repayments of obligations under finance leases		(7)	(6)
<b>Net cash flows used in financing activities</b>		<u>(25,803)</u>	<u>(34,767)</u>
Net increase in cash and cash equivalents		41,094	183,307
Effect of exchange rate changes on cash and cash equivalents		3,317	(9,235)
Cash and cash equivalents at 1 January		298,645	124,573
<b>Cash and cash equivalents at 31 December</b>		<u>343,056</u>	<u>298,645</u>
<b>Cash and cash equivalents at end of year comprise:</b>			
Cash and bank balances	16	45,692	30,211
Short-term deposits	16	297,364	268,434
<b>Cash and cash equivalents at 31 December</b>		<u>343,056</u>	<u>298,645</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 2016

#### 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 Securities Trading Limited (“SGX-ST”).

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 are disclosed in Note 10 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 (“FRS”).

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 the tables are rounded to the nearest thousand (“\$’000”), except when otherwise indicated.

The Accounting Standards Council announced on 29 May 2014 that Singapore incorporated companies listed on the Singapore Exchange will apply a new financial reporting framework identical to the International Financial Reporting Standards. The Group will adopt the new financial reporting framework on 1 January 2018.

##### 2.2 *Changes in accounting policies*

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the Group has adopted all the new and revised standards that are effective for annual financial periods beginning on or after 1 January 2016. The adoption of these standards did not have any significant effect on the financial performance or position of the Group and the Company.

##### 2.3 *Standards issued but not yet effective*

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

<i>Description</i>	<i>Effective for annual periods beginning on or after</i>
Amendments to FRS 7 <i>Disclosure Initiative</i>	1 January 2017
FRS 109 <i>Financial Instruments</i>	1 January 2018
FRS 115 <i>Revenue from Contracts with Customers</i>	1 January 2018
FRS 116 <i>Leases</i>	1 January 2019

Except for FRS 109, FRS 115 and FRS 116, the directors expect that the adoption of the other standards above will have no material impact on the financial statements in the period of initial application. The nature of the impending changes in accounting policy on adoption of FRS 109, FRS 115 and FRS 116 are described below.

##### FRS 115 Revenue from Contracts with Customers

FRS 115 establishes a five-step model to account for revenue arising from contracts with customer. Under FRS 115, revenue is recognised at an amount that reflects the consideration which an entity expects to be entitled in exchange for transferring goods or services to a customer.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

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

#### 2.3 *Standards issued but not yet effective (cont'd)*

##### FRS 115 Revenue from Contracts with Customers (cont'd)

The new revenue standard will supersede current revenue recognition requirements including FRS 18 *Revenue*, FRS 11 *Construction Contracts*, INT FRS 113 *Customer Loyalty Programmes*, INT FRS 115 *Agreements for the Construction of Real Estate and the Accompanying Note on Application of INT FRS 115 in Singapore*, INT FRS 118 *Transfers of Assets from Customers* and INT FRS 31 *Revenue – Barter Transaction Involving Advertising Services*. FRS 115 is effective for annual periods beginning on or after 1 January 2018, with early adoption permitted.

FRS 115 is expected to impact the Group's accounting for breakages from hotel booking deposits received, bundled room packages and transactions with online travel agents. Based on an initial assessment, the adoption of the standard is not expected to have a significant impact on the Group's financial statements.

##### *Transition*

The Group plans to adopt the new standard on the required effective date using the full retrospective method and apply all the practical expedients available for full retrospective approach under FRS 115.

##### FRS 109 Financial Instruments

FRS 109 introduces new requirements for classification and measurement of financial assets, impairment of financial assets and hedge accounting. Financial assets are classified according to their contractual cash flow characteristics and the business model under which they are held. The impairment requirements in FRS 109 are based on an expected credit loss model and replace the FRS 39 incurred loss model.

##### (a) *Classification and measurement*

The Group will continue to measure its available-for-sale quoted equity securities at fair value through other comprehensive income. The Group does not expect any significant impact arising from these changes.

##### (b) *Impairment*

FRS 109 requires the Group to record expected credit losses on all of its loans and trade receivables, either on a 12-month or lifetime basis. The Group expects to apply the simplified approach and record lifetime expected losses on all trade receivables. Upon application of the expected credit loss model, the Group does not expect any significant impact arising from these changes.

##### *Transition*

The Group plans to adopt the new standard on the required effective date without restating prior periods' information and recognises any difference between the previous carrying amount and the carrying amount at the beginning of the annual reporting period at the date of initial application in the opening retained earnings.

##### FRS 116 Leases

FRS 116 requires lessees to recognise most leases on balance sheets to reflect the rights to use the leased assets and the associated obligations for lease payments as well as the corresponding interest expense and depreciation charges. The standard includes two recognition exemptions for lessees – leases of 'low value' assets and short-term leases. The new standard is effective for annual periods beginning on or after 1 January 2019.

The Group plans to adopt the new standard on the required effective date. Based on the Group's initial assessment, the Group does not expect any significant adjustments on adoption of FRS 116 as the Group does not have a significant amount of operating lease as lessee.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

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

#### 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.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- de-recognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost;
- de-recognises the carrying amount of any non-controlling interest;
- de-recognises the cumulative translation differences recorded in equity;
- recognises the fair value of the consideration received;
- recognises the fair value of any investment retained;
- recognises any surplus or deficit in profit or loss; and
- reclassifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

##### (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.

The Group elects for each individual business combination, whether non-controlling interest in the acquiree (if any), that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation, is recognised on the acquisition date at fair value, or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by another FRS.

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. The accounting policy for goodwill is set out in Note 2.9 (a). 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.



## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 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)**

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, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

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.

#### 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.

##### (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.

In the case of a partial disposal without loss of control of a subsidiary that includes a foreign operation, the proportionate share of the cumulative amount of the exchange differences are re-attributed to non-controlling interest and are not recognised in profit or loss. For partial disposals of associates or jointly controlled entities that are foreign operations, the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Exchange differences arising on monetary items that or 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 2016

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

#### 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 buildings are measured at cost less accumulated depreciation and any accumulated impairment losses. The 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 2.19. 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, 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	- 99 years
Hotel buildings and improvements	- 50 years
Furniture, fixtures and office equipment	- 2 to 13 years
Plant, equipment and electrical fittings	- 10 years
Kitchen and room equipment	- 4 years
Motor vehicles	- 5 to 10 years

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.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

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

#### 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 and properties that are being constructed or developed for future use as investment properties. Properties held under operating leases are classified as investment properties when the definition of investment properties 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*

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*

##### (a) *Goodwill*

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, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

The cash-generating unit to which goodwill has 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 the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses recognised for goodwill are not reversed in subsequent periods.

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.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

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

#### 2.9 *Intangible assets (cont'd)*

##### (a) *Goodwill (cont'd)*

Goodwill and fair value adjustments arising on the acquisition of foreign operation are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated in accordance with the accounting policy set out in Note 2.5.

##### (b) *Other 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.

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. In assessing value in use, the estimated future cash flows expected to be generated by the asset are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Group's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

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

#### 2.10 *Impairment of non-financial assets (cont'd)*

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.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss 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.

#### 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.

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 or joint venture.

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 is accounted as 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 asset, liabilities and contingent 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 associate 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.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

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

#### 2.12 *Associates (cont'd)*

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. The Group determines the classification of its financial assets at initial recognition.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss, directly attributable transaction costs.

###### *Subsequent measurement*

The subsequent measurement of financial assets depends on their classification as follows:

##### (i) *Loans and receivables*

Non-derivative financial assets with fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired, and through the amortisation process.

##### (ii) *Available-for-sale financial assets*

Available-for-sale financial assets include equity and debt securities. Equity investments classified as available-for sale are those, which are neither classified as held for trading nor designated at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in the market conditions.

After initial recognition, available-for-sale financial assets are subsequently measured at fair value. Any gains or losses from changes in fair value of the financial assets are recognised in other comprehensive income, except that impairment losses, foreign exchange gains and losses on monetary instruments and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is derecognised.

Investments in equity instruments whose fair value cannot be reliably measured are measured at cost less impairment loss.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

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

#### 2.13 *Financial instruments (cont'd)*

##### ***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 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. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

#### 2.14 ***Impairment of financial assets***

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset is impaired.

#### (a) ***Financial assets carried at amortised cost***

For financial assets carried at amortised cost, the Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss on financial assets carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account. The impairment loss is recognised in profit or loss.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

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

#### 2.14 *Impairment of financial assets (cont'd)*

##### (a) *Financial assets carried at amortised cost (cont'd)*

When the asset becomes uncollectible, the carrying amount of impaired financial asset is reduced directly or if an amount was charged to the allowance account, the amounts charged to the allowance account are written off against the carrying value of the financial asset.

To determine whether there is objective evidence that an impairment loss on financial asset has been incurred, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments.

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that the carrying amount of the asset does not exceed its amortised cost at the reversal date. The amount of reversal is recognised in profit or loss.

##### (b) *Available-for-sale financial assets*

In the case of equity investments classified as available-for-sale, objective evidence of impairment include (i) significant financial difficulty of the issuer or obligor, (ii) information about significant changes with an adverse effect that have taken place in the technological, market, economic or legal environment in which the issuer operates, and indicates that the cost of the investment in equity instrument may not be recovered; and (iii) a significant or prolonged decline in the fair value of the investment below its costs. 'Significant' is to be evaluated against the original cost of the investment and 'prolonged' against the period in which the fair value has been below its original cost.

If an available-for-sale financial asset is impaired, an amount comprising the difference between its acquisition cost (net of any principal repayment and amortisation) and its current fair value, less any impairment loss previously recognised in profit or loss, is transferred from other comprehensive income and recognised in profit or loss. Reversals of impairment losses in respect of equity instruments are not recognised in profit or loss; increase in their fair value after impairment are recognised directly in other comprehensive income.

In the case of debt instruments classified as available-for-sale, impairment is assessed based on the same criteria as financial assets carried at amortised cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortised cost and the current fair value, less any impairment loss on that investment previously recognised in profit or loss. Future interest income continues to be accrued based on the reduced carrying amount of the asset, using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income. If, in a subsequent year, the fair value of a debt instrument increases and the increases can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed in profit or loss.



## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

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

#### 2.15 *Cash and cash equivalents*

Cash and cash equivalents comprise cash at bank and on hand, demand deposits, and short-term, highly liquid investments 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.

#### 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.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

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

#### 2.19 *Employee benefits (cont'd)*

##### (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*

##### (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.

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*

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same bases as rental income. The accounting policy for rental income is set out in Note 2.23(b). Contingent rents are recognised as revenue in the period in which they are earned.

#### 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.



## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

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

#### 2.22 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is made. Revenue is measured at the fair value of consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The Group assesses its revenue arrangements to determine if it is acting as a principal or agent. The following specific recognition criteria must also be met before revenue is recognised:

**(a) Rendering of services**

Revenue from hotel operations and management comprises all income and proceeds from sales resulting from the operation of the hotel and all of the facilities therein and is recognised as and when goods and services are provided.

**(b) Rental income**

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.

#### 2.23 Finance income

Finance income comprises interest income and net foreign currency gains recognised in profit or loss. Interest income is recognised using the effective interest method.

#### 2.24 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.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

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

#### 2.24 Taxes (cont'd)

##### (b) Deferred tax (cont'd)

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 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 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 income 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.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, would be recognised subsequently if new information about facts and circumstances changed. The adjustment would either be treated as a reduction to goodwill (as long as it does not exceed goodwill) if it is incurred during the measurement period or in profit or loss.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

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

#### 2.24 *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.

#### 2.25 *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 32, including the factors used to identify the reportable segments and the measurement basis of segment information.

#### 2.26 *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.

#### 2.27 *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 2016

### 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 the 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.

#### 3.1 *Judgements made in applying accounting policies*

In the process of applying the Group's accounting policies, management makes judgements, apart from those involving estimations, which affect amounts recognised in the financial statements. In management's opinion, there are no key judgements which significantly impact financial statement amounts.

#### 3.2 *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) *Impairment assessment of hotel properties*

Assessment for impairment is performed at least annually. When there are indications of impairment, the recoverable value is assessed based on the fair value determined by external professional valuers or a value in use calculation using cash flow projections from financial budgets approved by management. These estimates are made based on management's experience of the industry, the specific hotel operations, and market demand. Any changes in these factors will affect the estimate of recoverable value of the hotel property. 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 and other comprehensive income respectively.

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 such as future cash flows from assets (such as rental, tenants' profiles, future revenue streams, capital values of fixtures and fittings, plant and machinery, any environmental matters and the overall repair and condition of the property) and discount rates applicable to those assets. 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 2016

### 4. SHARE CAPITAL

	Group and Company			
	2016		2015	
	No. of shares '000	\$'000	No. of shares '000	\$'000
Issued and fully paid ordinary shares				
At 1 January	663,033	421,997	621,775	369,764
Scrip dividends (Note 26)	–	–	41,258	52,233
At 31 December	<u>663,033</u>	<u>421,997</u>	<u>663,033</u>	<u>421,997</u>

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 2016

### 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	Plant, equipment and electrical fittings \$'000	Kitchen and room equipment \$'000	Motor vehicles \$'000	
<b>Cost or valuation</b>									
At 1 January 2015	206,048	166,866	193,487	80,451	85,078	6,742	610	598	739,880
Additions	-	-	3,663	47,439	2,233	80	127	422	53,964
Disposals	-	-	-	-	(479)	-	-	-	(479)
Reclassification	-	-	96,438	(122,287)	7,237	16,281	2,331	-	-
Revaluation surplus	134,795	206,201	80,313	-	-	-	-	-	421,309
Elimination of accumulated depreciation on revaluation	-	(1,201)	(19,523)	-	-	-	-	-	(20,724)
Exchange differences	(5,407)	-	(10,400)	(355)	(3,837)	(327)	(30)	(12)	(20,368)
At 31 December 2015 and 1 January 2016	335,436	371,866	343,978	5,248	90,232	22,776	3,038	1,008	1,173,582
Additions	222	-	10,292	2,784	7,027	60	143	194	20,722
Disposals	(16,087)	-	(31,721)	(44)	(13,987)	-	-	-	(61,839)
Write off	-	-	-	-	-	-	-	(202)	(202)
Reclassification	-	-	7,318	(7,927)	609	-	-	-	-
Exchange differences	1,637	-	3,579	269	850	100	(4)	3	6,434
At 31 December 2016	321,208	371,866	333,446	330	84,731	22,936	3,177	1,003	1,138,697
<b>Accumulated depreciation and impairment losses</b>									
At 1 January 2015	-	2,813	17,399	-	57,608	4,673	607	496	83,596
Charge for the year	-	1,201	6,541	-	6,243	927	271	49	15,232
Disposals	-	-	-	-	(319)	-	-	-	(319)
Impairment of hotel building	-	-	1,154	-	-	-	-	-	1,154
Elimination of accumulated depreciation on revaluation	-	(1,201)	(19,523)	-	-	-	-	-	(20,724)
Exchange differences	-	-	(381)	-	(2,559)	(169)	(30)	(11)	(3,150)
At 31 December 2015 and 1 January 2016	-	2,813	5,190	-	60,973	5,431	848	534	75,789
Charge for the year	-	5,271	8,339	-	5,450	1,871	632	126	21,689
Disposals	-	-	(189)	-	(9,327)	-	-	-	(9,516)
Write off	-	-	-	-	-	-	-	(202)	(202)
Impairment of hotel building	-	-	800	-	-	-	-	-	800
Exchange differences	-	-	132	-	760	32	(4)	3	923
At 31 December 2016	-	8,084	14,272	-	57,856	7,334	1,476	461	89,483
<b>Net carrying amount</b>									
At 31 December 2015	335,436	369,053	338,788	5,248	29,259	17,345	2,190	474	1,097,793
At 31 December 2016	321,208	363,782	319,174	330	26,875	15,602	1,701	542	1,049,214

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 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	Plant, equipment and electrical fittings \$'000	Kitchen and room equipment \$'000	Motor vehicles \$'000	
<b>Cost or valuation</b>								
At 1 January 2015	96,000	2,524	25,232	195	12	7	405	124,375
Additions	-	3,178	12,669	11	4	2	422	16,286
Reclassification	-	27,330	(37,901)	3,120	6,485	966	-	-
Revaluation	125,000	5,756	-	-	-	-	-	130,756
Elimination of accumulated depreciation on revaluation	-	(294)	-	-	-	-	-	(294)
At 31 December 2015 and 1 January 2016	221,000	38,494	-	3,326	6,501	975	827	271,123
Additions	-	1,382	72	109	3	70	194	1,830
Write off	-	-	-	-	-	-	(202)	(202)
At 31 December 2016	221,000	39,876	72	3,435	6,504	1,045	819	272,751
<b>Accumulated depreciation</b>								
At 1 January 2015	-	126	-	124	9	7	339	605
Charge for the year	-	168	-	77	129	48	42	464
Elimination of accumulated depreciation on revaluation	-	(294)	-	-	-	-	-	(294)
At 31 December 2015 and 1 January 2016	-	-	-	201	138	55	381	775
Charge for the year	-	788	-	333	649	250	120	2,140
Write off	-	-	-	-	-	-	(202)	(202)
At 31 December 2016	-	788	-	534	787	305	299	2,713
<b>Net carrying amount</b>								
At 31 December 2015	221,000	38,494	-	3,125	6,363	920	446	270,348
At 31 December 2016	221,000	39,088	72	2,901	5,717	740	520	270,038

#### Revaluation of land and buildings

Land and buildings were last revalued at 31 December 2015 based on valuations performed by accredited independent valuers. All valuations are made based on the discounted cash flow method.

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 current market conditions.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

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

#### *Revaluation of land and buildings (cont'd)*

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	
	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000
Freehold land at 31 December:				
Cost and net carrying amount	42,496	41,751	2,749	2,749
Leasehold land at 31 December:				
Cost	3,021	3,021	-	-
Accumulated depreciation	(507)	(465)	-	-
Net carrying amount	2,514	2,556	-	-
Hotel buildings and improvements at 31 December:				
Cost	301,000	310,392	33,030	33,030
Accumulated depreciation	(59,795)	(55,077)	(955)	(294)
Net carrying amount	241,205	255,315	32,075	32,736

#### *Capitalisation of borrowing costs*

The Group's construction-in-progress included borrowing costs arising from bank loans borrowed specifically for the purpose of the construction of two hotels. Both hotels were completed in 2015. The borrowing costs capitalised as cost of construction-in-progress amounted to \$Nil (2015: \$1,255,000). The rate used to determine the amount of borrowing costs eligible for capitalisation was at Nil% (2015: 1.37% to 5.22%), which was the effective interest rate of the specific borrowings.

#### *Cash flows during the year*

During the financial year, the cash outflow on direct acquisition of property, plant and equipment amounted to \$20,722,000 (2015: \$53,964,000), of which \$14,624,000 was related to the acquisition of the Townsville hotel (Note 10(b)).

#### *Assets held under finance leases*

The carrying amount of motor vehicle held under finance lease at the end of the reporting period was \$185,000 (2015: \$Nil).

The motor vehicle has been pledged as security for the related finance lease liabilities.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

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

*Property, plant and equipment pledged as security*

In addition to assets held under finance leases, the carrying amounts of the Group's and the Company's freehold land, leasehold land and hotel buildings and improvements mortgaged to secure bank borrowings (Note 17) are as follows:

	Group		Company	
	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000
Freehold land	221,000	236,905	221,000	221,000
Leasehold land	319,729	325,000	–	–
Hotel buildings and improvements	96,166	135,748	35,416	35,970
	<u>636,895</u>	<u>697,653</u>	<u>256,416</u>	<u>256,970</u>

*Impairment of assets*

In 2016, Hotel Grand Crystal, Kedah, was loss-making and generated a deficit in hotel operating cash flows. The carrying value of the hotel was written down to its recoverable amount of \$4,000,000. The impairment of \$600,000 (net of the related deferred tax) has been fully recorded against the asset revaluation reserve and did not impact the Group's profit or loss.

In 2015, Hotel Grand Chancellor Adelaide on Hindley was revalued. It was assessed that a portion of the costs of the hotel was not recoverable through use and impaired. Because there was insufficient asset revaluation reserve to offset the impairment, the amount of \$1,154,000 was charged to profit or loss.

### 7. INVESTMENT PROPERTIES

Group	Completed investment properties	Investment properties under construction	Total
2016	\$'000	\$'000	\$'000
At 1 January	107,791	49,957	157,748
Additions	73	38,118	38,191
Transfer to completed investment properties	88,075	(88,075)	–
Net gain from fair value adjustments recognised in profit or loss	8,444	–	8,444
Exchange differences	4,469	–	4,469
At 31 December	<u>208,852</u>	<u>–</u>	<u>208,852</u>
<b>2015</b>			
At 1 January	103,551	16,239	119,790
Additions	2,290	34,628	36,918
Net gain from fair value adjustments recognised in profit or loss	7,532	142	7,674
Exchange differences	(5,582)	(1,052)	(6,634)
At 31 December	<u>107,791</u>	<u>49,957</u>	<u>157,748</u>

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.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 7. INVESTMENT PROPERTIES (CONT'D)

#### (a) *Completed investment properties*

Completed investment properties comprise commercial properties that are leased to third parties vendor operating leases.

Completed investment properties are stated at fair value which has been determined based on valuations performed at balance sheet date. 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 income method and discounted cash flow method. Details of the valuation techniques and inputs used are discussed in Note 29(b)(iii).

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.

Where external independent professional valuations were obtained, these were carried out by the following valuers:

<b>Country</b>	<b>2016 and 2015 Valuers</b>
Australia	CBRE Limited
New Zealand	CBRE Limited

The property rental income earned by the Group for the year ended 31 December 2016 from its investment properties, all of which are leased out under operating leases, amounted to \$9,535,000 (2015: \$9,613,000). Direct operating expenses (including repairs and maintenance) arising on the rental-earning investment properties amounted to \$1,747,000 (2015: \$1,961,000).

Completed investment properties amounting to approximately \$112,119,000 (2015: \$84,063,000) have been mortgaged to banks as securities for bank facilities.

#### (b) *Investment property under construction*

Investment property under construction is valued annually by external valuers by estimating the fair value of the land and adding the construction costs incurred to date.

The external independent professional valuations were carried out by the following valuer:

<b>Country</b>	<b>2015 Valuers</b>
New Zealand	CBRE Limited

#### *Capitalisation of borrowing costs*

The Group's investment property under construction includes borrowing costs arising from bank loans borrowed specifically for the purpose of the construction of the investment property. During the financial year, the borrowing costs capitalised as cost of investment property under construction amounted to \$1,447,000 (2015: \$800,000). The rate used to determine the amount of borrowing costs eligible for capitalisation was 4.22% to 4.80% (2015: 4.60% to 5.35%), which is the effective interest rate of the specific borrowings.

The investment property under construction was completed in 2016 and transferred to investment property.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 8. LAND USE RIGHTS

	Group	
	2016 \$'000	2015 \$'000
<b>Cost</b>		
At 1 January	1,612	1,578
Exchange differences	(70)	34
At 31 December	1,542	1,612
<b>Accumulated amortisation</b>		
At 1 January	310	257
Amortisation for the year	46	48
Exchange differences	(13)	5
At 31 December	343	310
<b>Net carrying amount</b>	1,199	1,302
Amount to be amortised:		
<b>Current</b>		
- Not later than one year	46	48
<b>Non-current</b>		
- Later than one year but not later than five years	183	191
- Later than five years	970	1,063
	1,153	1,254
	1,199	1,302

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 28 years (2015: 29 years).

### 9. GOODWILL

	Group	
	2016 \$'000	2015 \$'000
<b>Cost</b>		
At 1 January	4,591	4,829
Derecognised on sale of Surfers Paradise hotel	(3,927)	-
Recognised on Townsville business combination (Note 10(b))	718	-
Exchange differences	72	(238)
At 31 December	1,454	4,591
<b>Accumulated impairment</b>		
At 1 January	2,582	2,707
Derecognised on sale of Surfers Paradise hotel	(2,611)	-
Exchange differences	29	(125)
At 31 December	-	2,582
<b>Net carrying amount</b>		
At 31 December	1,454	2,009

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 9. GOODWILL (CONT'D)

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

	Group	
	2016	2015
	\$'000	\$'000
Hotel located in Wellington, New Zealand	736	709
Hotel located in Townville, Australia (Note 10(b))	718	–
Hotel located in Surfers Paradise, Australia	–	1,300
	1,454	2,009

#### Wellington Hotel

The recoverable amount of the CGU of the Wellington hotel has 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% (2015: 4.7%) and a terminal yield of 8.00% (2015: 8.00%).

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

	Group	
	2016	2015
	%	%
Hotel located in Wellington, New Zealand	10.5	10.5

#### Townsville Hotel

As disclosed in Note 10(b), goodwill is provisionally recorded on the acquisition of Townsville Hotel arising from excess purchase consideration paid over the fair value of its identifiable net assets.

#### Surfers Paradise Hotel

The Surfers Paradise hotel has been disposed in 2016 and the goodwill on the hotel has been de-recognised on sale of the hotel.

#### 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

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



## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 10. INVESTMENTS IN SUBSIDIARIES

	Company	
	2016	2015
	\$'000	\$'000
Shares, at cost	229,782	232,294
Addition	17,144	1,700
Disposal	–	(4,212)
Impairment loss	(3,920)	(3,920)
	243,006	225,862

#### (a) Subsidiary companies

Name of subsidiary	Principal activities	Country of incorporation	Effective equity held by the Group		Cost of investment	
			2016	2015	2016	2015
			%	%	\$'000	\$'000
<b>Held by the Company</b>						
** Hotel Chancellor @ Orchard Pte Ltd	Hotel operations	Singapore	100	100	5,000	5,000
** Grand Central International Management (S) Pte Ltd	Dormant	Singapore	100	100	– *	– *
** Grand Central Management (S) Pte Ltd	Provision of marketing and support services	Singapore	100	100	– *	– *
Chancellor @ Orchard Pte Ltd	Dormant	Singapore	100	100	– *	– *
! Grand Central Enterprises (Penang) Sdn Bhd	Hotel operations	Malaysia	100	100	18,246	18,246
@ Grand Central Properties (M) Sdn Bhd	Dormant	Malaysia	100	100	1,085	1,085
# Grand Central (Australia) Pty Ltd	Hotel operations	Australia	100	100	180,846	180,846
# Grand Central (NZ) Ltd	Commercial property investment	New Zealand	100	100	21,739	4,595
Φ Hotel Grand Central (Sihui) Co. Ltd	Hotel operations	People's Republic of China	100	100	16,090	16,090
					243,006	225,862

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 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	
			2016 %	2015 %
<b>Held through Subsidiaries</b>				
! Shianke Lee La Sdn Bhd	Hotel operations	Malaysia	100	100
# Grand Central Management (NZ) Ltd	Provision of management services	New Zealand	100	100
# Hotel Grand Chancellor (Christchurch) Ltd	Dormant	New Zealand	100	100
# Hotel Grand Chancellor (Auckland) Ltd	Hotel operations	New Zealand	100	100
# James Cook Hotel Ltd	Hotel operations	New Zealand	100	100
# James Cook Properties Ltd	Property investment	New Zealand	100	100
# Grand Hotels International Ltd	Dormant	New Zealand	100	100
# Hotel Grand Chancellor (Auckland City) Ltd	Hotel operations	New Zealand	100	100
# Gainspan Pty Ltd	Investment holding	Australia	100	100
# Grand Central Management (Australia) Pty Ltd	Dormant	Australia	100	100
# Hotel Grand Chancellor (Brisbane) Pty Ltd	Hotel operations	Australia	100	100
# Hotel Grand Chancellor (Hobart) Pty Ltd	Hotel operations	Australia	100	100
# Hotel Grand Chancellor (Melbourne) Pty Ltd	Hotel operations	Australia	100	100
# Chancellor Inn (Tasmania) Pty Ltd	Dormant	Australia	100	100
# The Chancellor (Adelaide) Pty Ltd	Hotel operations	Australia	100	100
# Hotel Grand Chancellor Townsville Pty Ltd (formerly known as Grand Central (Bourke Street) Pty Ltd)	Hotel operations	Australia	100	100

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 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	
			2016 %	2015 %
<b>Held through Subsidiaries (cont'd)</b>				
# Hotel Grand Chancellor (Launceston) Pty Ltd	Hotel operations	Australia	100	100
# Hotel Grand Chancellor (Adelaide) Pty Ltd	Hotel operations	Australia	100	100
# Hotel Grand Chancellor (Surfers Paradise) Pty Ltd	Hotel operations	Australia	100	100
# Grand Central (Flinders St) Pty Ltd	Commercial property investment	Australia	100	100
# Hotel Grand Chancellor (Palm Cove) Pty Ltd	Hotel operations	Australia	100	100

\* Less than \$1,000.

\*\* Audited by Ernst & Young LLP, Singapore.

# Audited by member firms of Ernst & Young Global in the respective countries.

! Audited by Baker Tilly AC, Penang.

Φ Audited by Guangdong Zhaoqing Zhongpeng Certified Public Accountants Co., Ltd.

@ The company commenced voluntary liquidation procedures on 12 February 2010.

#### (b) Business acquisition of Holiday Inn Townsville

##### Hotel Grand Chancellor Townsville Pty Ltd

On 29 June 2016, the Group acquired the Holiday Inn Townsville, a hotel operating in Townsville, Australia. Since acquisition, the hotel has operated under the name of Hotel Grand Chancellor Townsville. The fair values of identifiable assets and liabilities of Grand Central Chancellor Townsville as at the date of acquisition were:

	Fair value recognised on acquisition \$'000
<b>Assets</b>	
Property, plant and equipment (Note 6)	14,624
<b>Liabilities</b>	
Deferred tax liability	(718)
Total identifiable net assets at fair value	13,906
Goodwill arising from acquisition (Note 9)	718
Purchase consideration, representing net cash outflow on acquisition	14,624

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 10. INVESTMENTS IN SUBSIDIARIES (CONT'D)

#### (b) Business acquisition of Holiday Inn Townsville (cont'd)

##### Goodwill arising from acquisition

The Group has engaged an independent firm to perform purchase price allocation exercise ("PPA") for Hotel Grand Chancellor Townsville Pty Ltd. Based on the PPA, part of the consideration for the net assets acquired have been identified and provisionally allocated to deferred tax liability, and the residual excess of consideration paid over the fair values of identifiable net assets have been recorded as goodwill amounting to \$718,000.

##### Impact of the acquisition on profit or loss

From the date of acquisition, Hotel Grand Chancellor Townsville Pty Ltd has contributed \$3,075,000 of revenue and \$603,000 loss to the Group's profit for the year. If the business acquisition had taken place at the beginning of the financial year, Hotel Grand Chancellor Townsville Pty Ltd's contribution to the Group's revenue and loss after tax would have been \$6,472,000 and \$1,361,000 respectively.

##### Transaction costs

Transaction costs, which are the stamp duties related to the acquisition of \$836,000 have been recognised in the "Operating costs and expenses" line item in the Group's profit or loss for the year ended 31 December 2016.

### 11. INVESTMENTS IN ASSOCIATES

The Group's investments in associates comprised:

	Group		Company	
	2016	2015	2016	2015
	\$'000	\$'000	\$'000	\$'000
Grand Central Enterprises Bhd	8,413	9,571	8,744	9,571
Grand Central Development Sdn Bhd	2,000	2,508	2,830	2,830
	10,413	12,079	11,574	12,401
Fair value of investment in an associate for which there is a published price quotation	8,690	9,571		

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	
			2016	2015
			%	%
<b>Held by the Company</b>				
# Grand Central Enterprises Bhd	Hotel operations	Malaysia	23.8	23.8
@ Grand Central Development Sdn Bhd	Property development	Malaysia	28.6	28.6

# Audited by a member firm of Ernst & Young Global in Malaysia.

@ 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 2016

### 11. INVESTMENTS IN ASSOCIATES (CONT'D)

The summarised financial information of the associates, based on its FRS 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 Enterprise Bhd		Grand Central Development Sdn Bhd	
	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000
<b>Assets and liabilities:</b>				
Current assets	23,696	25,450	9,485	10,981
Non-current assets	61,245	64,686	1,966	2,010
Total assets	<u>84,941</u>	<u>90,136</u>	<u>11,451</u>	<u>12,991</u>
Current liabilities	1,794	1,789	111	316
Non-current liabilities	5,546	5,876	-	-
Total liabilities	<u>7,340</u>	<u>7,665</u>	<u>111</u>	<u>316</u>
Net assets	77,601	82,471	11,340	12,675
Attributable to:				
- NCI	-	-	4,346	3,906
- Associate's shareholders	77,601	82,471	6,994	8,769
Proportion of the Group's ownership	23.8%	23.8%	28.6%	28.6%
Group's share of net assets	18,469	19,628	2,000	2,508
Adjustments:				
- Impairment loss	(9,904)	(9,904)	-	-
- Others	(152)	(153)	-	-
	<u>8,413</u>	<u>9,571</u>	<u>2,000</u>	<u>2,508</u>

#### Summarised statement of comprehensive income

	Grand Central Enterprise Bhd		Grand Central Development Sdn Bhd	
	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000
Revenue	2,191	2,598	242	500
(Loss)/profit net of tax	<u>(457)</u>	<u>(155)</u>	<u>820</u>	<u>332</u>

#### Impairment testing of investment in an associated company

During the year, management performed an updated impairment test for the investment in Grand Central Enterprises Bhd ("GCE Bhd"). Based on the impairment test for this investment in 2015, an impairment loss of \$9,904,000 had been recognised in the "Other expenses" (Note 20(b)) line item of the profit or loss to write down 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 7.20%, risk free rate of 3.71%, equity beta of 1.0 and an average growth rate of 26% (Year 1), 21% (Year 2), 20% (Year 3), 15% (Year 4), 12% (Year 5) 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 Enterprise Bhd's shares on the Bursa Malaysia, less anticipated selling costs.

Based on management's calculations, it was determined that both the fair value less costs to sell and value in use are higher than the carrying value of the investment in GCE Bhd.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 12. DEFERRED TAX

Deferred income tax at 31 December relates to the following:

	Group		Company	
	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000
<b>Deferred tax assets</b>				
Provisions and other liabilities	(1,024)	(1,452)	-	-
Fair value adjustments on acquisition of Palm Cove hotel	(2,000)	(2,145)	-	-
Unutilised tax losses	(447)	(547)	(447)	(547)
	(3,471)	(4,144)	(447)	(547)
<b>Deferred tax liabilities</b>				
Differences in depreciation for tax purposes	21,158	24,992	-	-
Revaluations to fair value:				
- Land, hotel buildings and improvements	117,439	116,614	-	-
Other items	309	294	-	-
	138,906	141,900	-	-
<u>Less: Deferred tax assets</u>				
Provisions and other liabilities	(454)	(117)	-	-
Unabsorbed capital allowances	(145)	(130)	-	-
Unutilised tax losses	(188)	(200)	-	-
	(787)	(447)	-	-
Net deferred tax liabilities	138,119	141,453	-	-
<u>Disclosures in balance sheets</u>				
Deferred tax assets	(3,471)	(4,144)	(447)	(547)
Deferred tax liabilities	138,119	141,453	-	-
	134,648	137,309	(447)	(547)

#### 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 proposed dividends

There are no income tax consequences (2015: \$Nil) attached to the dividends to the shareholders proposed by the Company but not recognised as a liability in the financial statements (Note 26).

#### Tax consequences of unremitted foreign interest income

At the end of the reporting period, no deferred tax liability has been recognised for taxes that would be payable on the unremitted foreign interest income because:

- The parent is able to control the timing of the reversal of the temporary difference; and
- It is probable that the temporary difference will not reverse in the foreseeable future.

The deferred tax liability on such temporary differences that has not been recognised amounts to \$4,471,000 (2015: \$4,227,000).

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 12. DEFERRED TAX (CONT'D)

#### 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 portion of the undistributed earnings of its overseas subsidiaries will not be distributed in the foreseeable future. Such temporary differences for which no deferred tax has been recognised aggregate to approximately \$179,840,000 (2015: \$124,251,000) and the deferred tax liability is estimated at approximately \$21,533,000 (2015: \$13,666,000).

### 13. INVESTMENT SECURITIES

	<b>Group and Company</b>	
	<b>2016</b>	<b>2015</b>
	\$'000	\$'000
<b>Non-current:</b>		
<i>Available-for-sale financial assets</i>		
Shares (quoted), at fair value	10,358	6,143

### 14. INVENTORIES

	<b>Group</b>		<b>Company</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
	\$'000	\$'000	\$'000	\$'000
<b>Balance sheet:</b>				
Food and beverage	648	730	22	10
Sundry stores and consumables	184	190	10	9
	<u>832</u>	<u>920</u>	<u>32</u>	<u>19</u>
<b>Income statement:</b>				
Inventories recognised as an expense in stock consumables (Note 22(a))	10,048	9,897		

### 15. TRADE AND OTHER RECEIVABLES

	<b>Group</b>		<b>Company</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
	\$'000	\$'000	\$'000	\$'000
<b>Trade and other receivables (current):</b>				
Trade receivables	6,483	7,747	807	340
Amount due from subsidiaries	–	–	753	824
Deposits	243	109	73	16
Other receivables	2,125	1,377	1,133	836
Total trade and other receivables	8,851	9,233	2,766	2,016
Add: Cash and short-term deposits (Note 16)	343,056	298,645	202,278	206,171
Pledged short-term deposits (Note 16)	–	37,335	–	37,335
Total loans and receivables	<u>351,907</u>	<u>345,213</u>	<u>205,044</u>	<u>245,522</u>

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 15. TRADE AND OTHER RECEIVABLES (CONT'D)

#### 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.

#### Receivables that are past due but not impaired

The Group has trade receivables amounting to \$541,000 (2015: \$638,000) that are past due at the end of the reporting period but not impaired. These receivables are unsecured and the analysis of their aging at the end of the reporting period is as follows:

	<b>Group</b>	
	<b>2016</b>	<b>2015</b>
	\$'000	\$'000
Trade receivables past due but not impaired:		
61 to 90 days	408	360
More than 90 days	133	278
	541	638

The Group does not have trade receivables that are impaired at the end of the 2016 and 2015 reporting periods.

### 16. CASH AND SHORT-TERM DEPOSITS AND PLEDGED SHORT-TERM DEPOSITS

	<b>Group</b>		<b>Company</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
	\$'000	\$'000	\$'000	\$'000
Cash at bank and on hand	45,692	30,211	8,674	2,941
Short-term deposits	297,364	268,434	193,604	203,230
Cash and short-term deposits	343,056	298,645	202,278	206,171
Pledged short-term deposits	-	37,335	-	37,335

#### Cash at bank

Cash at bank earns interest at floating rates based on daily bank deposit rates ranging from 0.35% to 1.95% (2015: 0.75% to 2.48%) 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 (2015: 90 days) and effective interest rates ranging from 0.01% to 5.25% (2015: 0.01% to 4.68%) per annum.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 16. CASH AND SHORT-TERM DEPOSITS AND PLEDGED SHORT-TERM DEPOSITS (CONT'D)

#### Pledged short-term deposits

A subsidiary of the Company, Grand Central (NZ) Limited, undertook a revolving credit facility with a bank for the purpose of financing the construction of the Christchurch land. The facility requires a charge to be placed on the Company's short-term deposits amounting to 110% of facility amount. Pledged short-term deposits are denominated in AUD. The revolving credit facilities was fully paid as at year end.

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

	Group	
	2016 \$'000	2015 \$'000
AUD	135,605	80,663
NZD	34,198	59,211
MYR	20,029	18,895
USD	11	11
RMB	7,205	6,811
	197,048	165,591

A reconciliation of the Group's cash and short-term deposits to its cash and cash equivalents has been presented in the consolidated cash flow statement.

### 17. LOANS AND BORROWINGS

	Maturity	Group		Company	
		2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000
<b>Current:</b>					
Obligations under finance leases	Within 1 year	18	–	18	–
Bank term loans – short term portion (Note 17(I))	Within 1 year	8,533	37,842	–	–
Short term bank loans (Note 17(II))	Within 1 year	–	33,897	–	–
		8,551	71,739	18	–
<b>Non-current:</b>					
Obligations under finance leases	Within 2 - 3 years	65	–	65	–
Bank term loans – long term portion (Note 17(I))	Within 2 - 3 years	136,594	102,027	38,700	36,000
Total loans and borrowings		145,210	173,766	38,783	36,000

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 17. LOANS AND BORROWINGS (CONT'D)

#### (i) *Bank term loans*

Details of the bank term loans are as follows:

##### Subsidiaries

SGD loan to subsidiary in Singapore

	<b>Loans outstanding as at 31 December</b>	
	<b>2016</b>	<b>2015</b>
	\$'000	\$'000
Current	2,000	2,000
Non-current	59,700	60,700
	61,700	62,700

The loan is secured by way of a legal mortgage over the leasehold land of the subsidiary and a hotel on the leasehold land. The loan has an interest rate at 1.25% per annum above SGD swap cost and was refinanced on 2 November 2015. The subsidiary has entered into an interest rate swap for notional principal of \$45,000,000 and \$17,700,000 with the same bank. The subsidiary pays fixed interest rate of 2.00% and 1.76% per annum respectively and receives a floating interest rate of 1.25% above the SGD swap rate per annum. The effective interest rate ranged from 1.98% to 2.85% (2015: 1.58% to 2.67%) during the year.

#### (ii) NZD loan 1 to subsidiary in New Zealand

Current	4,523	726
Non-current	–	5,327
	4,523	6,053



## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 17. LOANS AND BORROWINGS (CONT'D)

#### (i) *Bank term loans (cont'd)*

#### Loans outstanding as at 31 December

2016	2015
\$'000	\$'000

#### Subsidiaries (cont'd)

The NZD loan that was granted to a subsidiary in New Zealand is secured by way of a legal mortgage over the JacksonStone House (previously the Lumley House) building. The loan has a variable interest rate based on the Customised Average Rate Loan ("CARL") rate and ranged between 4.22% to 4.80% (2015: 4.80% to 5.89%). The loan is repayable in annual installments of NZ\$750,000 each commencing 13 March 2013 with a final payment of the remaining outstanding amount on 13 March 2017.

(iii) NZD loan 2 to subsidiary in New Zealand

Current

2,010 –

Non-current

38,194 –

40,204 –

The NZD loan that was granted to a subsidiary in New Zealand during the year 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. The effective interest rate was 4.12% during the year. Interest is repriced every 30, 60, 90, 120, 150 or 180 days. The loan is repayable in two semi - annual installments of NZ\$1,000,000 each and three semi - annual instalments of NZ\$1,500,000 each. The loan commences on 22 December 2016 with a final payment of NZ\$33,500,000 on 22 December 2019.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 17. LOANS AND BORROWINGS (CONT'D)

#### (I) *Bank term loans (cont'd)*

<b>Loans outstanding as at 31 December</b>	
<b>2016</b>	<b>2015</b>
\$'000	\$'000

#### **Subsidiaries (cont'd)**

(iv) AUD loan 1 to subsidiary in Australia

Current

	-	18,590
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A loan granted to a subsidiary in Australia and is secured by way of a legal mortgage over Hotel Grand Chancellor Surfers Paradise and a registered charge over the subsidiary's assets and undertakings. The loan bears interest at 1.50% per annum above the bank bill rates. The effective interest rate was 3.90% (2015: 3.71% to 4.25%) during the year. Interest is repriced every 90 days. The loan is repayable in semi-annual installments of A\$500,000 each commencing 17 June 2014. The loan was fully repaid on 14 March 2016.

(v) AUD loan 2 to subsidiary in Australia

Current

	-	16,526
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A loan granted to a subsidiary in Australia and is secured by way of a legal mortgage over 300 Flinders Street, Melbourne and a registered charge over the subsidiary's assets and undertakings and a corporate guarantee by Grand Central (Australia) Pty Ltd. The loan bears interest at the Bank Borrowing Rate (BBR) plus a line fee of 1.50% per annum. The effective interest rate ranged from 1.66% to 2.15% (2015: 2.07% to 2.69%) during the year. The loan is repayable in installments of A\$1,000,000 each on 17 January and 17 June each year commencing 17 January 2014. The loan was fully repaid on 28 October 2016.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 17. LOANS AND BORROWINGS (CONT'D)

#### (I) *Bank term loans (cont'd)*

	Loans outstanding as at 31 December	
	2016	2015
	\$'000	\$'000
<b><u>Company</u></b>		
(vi) SGD loan to Company		
Non-current	38,700	36,000

The SGD loan granted to the Company is secured by way of a legal mortgage over the freehold land of the Company and a hotel on the freehold land. The loan has an interest rate at 1.25% per annum above SGD swap cost and was refinanced on 30 November 2015. The Company had entered into an interest rate swap for notional principal of \$35,300,000 with the same bank (Note 19). The Company pays fixed interest rate of 1.99% per annum and receives a floating interest rate of 1.25% above the SGD swap rate per annum. The effective interest rate ranged from 1.93% to 2.87% (2015: 1.50% to 2.87%).

#### **Group**

Total bank term loans		
Current	8,533	37,842
Non-current	136,594	102,027
	145,127	139,869

#### (II) *Short term bank loans*

	Loans outstanding as at 31 December	
	2016	2015
	\$'000	\$'000
<b><u>Subsidiary</u></b>		
A Revolving Credit Facility ("RCF") of up to NZ\$35,000,000 was granted to a subsidiary in New Zealand and is secured by way of a charge on cash deposits equivalent to 110% of NZ\$35,000,000 in Australian dollars or other major currencies. The loan has an interest rate at 0.9% per annum above the bank's cost of funds. The effective interest rate ranged from 3.98% to 4.97% (2015: 4.60% to 5.35%) during the year. The loan which was repayable on the interest payment date, due every one to three months was repaid on 22 December 2016.	-	33,897

#### **Group**

Total short-term bank loans	-	33,897
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## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 18. TRADE AND OTHER PAYABLES

	Group		Company	
	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000
<b>Trade and other payables:</b>				
Trade payables	9,834	5,497	115	82
Other payables	15,352	14,314	414	334
Rental deposits received	1,520	1,293	10	14
Amounts due to associates	63	73	63	73
Amounts due to subsidiaries	–	–	2,880	2,674
Total trade and other payables	26,769	21,177	3,482	3,177
Add:				
Accrued operating expenses	10,581	13,954	8,762	8,512
Loans and borrowings (Note 17)	145,210	173,766	38,783	36,000
Total financial liabilities carried at amortised cost	182,560	208,897	51,027	47,689

#### Trade payables/other payables

Trade payables are non-interest bearing and are normally settled on 60-day terms. Trade payables are denominated in the 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 unsecured, interest-free and repayable on demand. These trade balances are to be settled in cash.

#### 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 \$1,223,000 (2015: \$1,249,000) is denominated in Malaysian Ringgit.

### 19. DERIVATIVES

Group	2016		
	Contract/ notional amount \$'000	Assets \$'000	Liabilities \$'000
Interest rate swap, representing total derivatives:	98,000		
Current		–	(509)
Non-current		–	(318)
Total		–	(827)
Total financial liabilities at fair value through profit or loss classified as held for trading	–	–	(827)
<b>Company</b>			
Interest rate swap, representing total derivatives:	35,300		
Non-current		–	(318)
Total financial liabilities at fair value through profit or loss classified as held for trading	–	–	(318)

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 19. DERIVATIVES (CONT'D)

Derivatives comprise interest rate swaps which the Group and the Company use to hedge cash flow interest rate risk arising from SGD bank term loans. The Group and the Company do not apply hedge accounting.

### 20. OTHER INCOME/(EXPENSES)

#### (a) Other income

	Group	
	2016 \$'000	2015 \$'000
Dividend income from investment securities	353	236
Net gain on disposal of property, plant and equipment	28,421	5,265
Gain on disposal of subsidiary company	–	70,638
Others	180	36
	28,954	76,175

#### (b) Other expenses

	Group	
	2016 \$'000	2015 \$'000
Impairment loss on property, plant and equipment (Note 6)	–	(1,154)
Impairment loss on investment in an associate (Note 11)	–	(9,904)
Commission fee paid on sale of subsidiary	–	(1,736)
	–	(12,794)

### 21. STAFF COSTS

	Group	
	2016 \$'000	2015 \$'000
Wages, salaries and bonuses	39,998	39,107
CPF and pension contributions	3,307	3,340
Other benefits	4,851	5,293
	48,156	47,740

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 28(b)).

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 22. OPERATING COSTS AND EXPENSES

#### (a) *Hotel marketing and operating costs*

	Group	
	2016 \$'000	2015 \$'000
Laundry expenses	4,566	4,142
Marketing expenses and commissions	6,482	5,809
Repair and maintenance expenses	7,318	6,784
Room daily supplies	1,861	2,285
Stock consumables (Note 14)	10,048	9,897
Utilities expenses	6,461	6,181
	36,736	35,098

#### (b) *Other operating expenses*

	Group	
	2016 \$'000	2015 \$'000
Audit fees payable to:		
- Auditors of the Company	187	187
- Other auditors	299	327
Non-audit fees payable to:		
- Auditors of the Company	78	70
- Other auditors	37	35
Amortisation of land use rights (Note 8)	46	48
Body corporate fee	423	428
Directors' fees payable to Directors of the Company	295	295
Insurance expenses	1,086	1,234
Fair value loss on derivatives	827	-
Printing, postage and stationery	459	486
Professional fees	412	850
Property and land taxes	4,270	5,505
Rental expense	853	609
Stamp duty on acquisition of hotel (Note 10(b))	836	-
Telecommunication	307	307
Travelling	345	242
Administrative and general expenses	4,081	3,430
	14,841	14,053
Total operating costs and expenses	51,577	49,151

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 23. FINANCE COSTS

	Group	
	2016	2015
	\$'000	\$'000
Interest expense on:		
- Bank loans	5,585	5,097
- Obligations under finance lease	2	-
<i>Less: Interest capitalised in:</i>		
- Plant, property and equipment (Note 6)	-	(1,255)
- Investment property (Note 7)	(1,447)	(800)
	4,140	3,042

### 24. INCOME TAX EXPENSE

#### *Major components of income tax expense*

The major components of income tax expense for the financial years ended 31 December 2016 and 2015 are:

	Group	
	2016	2015
	\$'000	\$'000
<b><i>Consolidated income statement:</i></b>		
<i>Current income tax</i>		
- Current income taxation	18,373	8,459
- Over provision in respect of previous years	(14)	(231)
	18,359	8,228
<i>Deferred income tax</i>		
- Origination of temporary differences	(2,188)	(512)
- Under provision in respect of previous years	40	1,369
- Adjustment in respect of deferred tax on assets held for sale	-	(6)
	(2,148)	851
Income tax expense recognised in profit or loss	16,211	9,079
<b>Statement of comprehensive income:</b>		
Deferred income tax related to other comprehensive income:		
Reversal of deferred tax liability on impairment of Kedah hotel building	200	-
Reversal of deferred tax liability on revaluation reserve for Surfers Paradise hotel	2,134	-
Net surplus on revaluation of hotel land and building	-	58,238
	2,334	58,238



## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 24. 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 2016 and 2015 are as follows:

	Group	
	2016 \$'000	2015 \$'000
Profit before tax	69,087	94,532
Tax at the domestic rates applicable to profits in the countries where the Group operates	20,628	21,879
Adjustments:		
Non-deductible expenses	879	2,905
Income not subject to taxation	(5,336)	(16,697)
Effect of partial tax exemption	(85)	(208)
(Over)/under provision in respect of previous years		
- Current income tax	(14)	(231)
- Deferred tax	40	1,369
Deferred tax assets not recognised	36	46
Others	63	16
Income tax expense recognised in profit or loss	16,211	9,079

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

At balance sheet date, certain subsidiaries in the Group have tax losses aggregating approximately \$844,000 (2015: \$690,000) 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.

### 25. EARNINGS PER SHARE

Basic earnings per share amounts are 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.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 25. EARNINGS PER SHARE (CONT'D)

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	
	2016 \$'000	2015 \$'000
Profit net of tax attributable to owners of the Company	52,876	85,453
	<b>No. of shares '000</b>	<b>No. of shares '000</b>
Weighted average number of ordinary shares for basic and diluted earnings per share computation	663,033	640,169

### 26. DIVIDENDS

	Group and Company	
	2016 \$'000	2015 \$'000
<b>Declared and paid during the financial year</b>		
Dividends on ordinary shares:		
Final exempt (one-tier) dividend for 2015: Ordinary: 5.0 cents (2014: 5.0 cents) per share	33,152	31,088
Final exempt (one-tier) dividend for 2015: Special: Nil cents (2014: 5.0 cents) per share	–	31,087
	<u>33,152</u>	<u>62,175</u>

The final dividend was paid on 20 May 2016 (2015: 20 July 2015). Out of the \$33,152,000 (2015: \$62,175,000) declared, \$33,152,000 (2015: \$9,942,000) was settled by cash) and the balance \$ Nil (2015: \$52,233,000) was settled by scrips (Note 4).

#### Proposed but not recognised as a liability as at 31 December

	Group and Company	
	2016 \$'000	2015 \$'000
Dividends on ordinary shares, subject to shareholders' approval at the AGM:		
Final exempt (one-tier) dividend for 2016 - Ordinary: 5.0 cents (2015: 5.0 cents) per share	33,152	33,152
Final exempt (one-tier) dividend for 2016 - Special: 1.0 cents (2015: Nil) per share	6,630	–
	<u>6,630</u>	<u>–</u>

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 27. COMMITMENTS

#### (a) *Operating lease commitments – 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 thirteen 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.

Future minimum lease payments receivable under non-cancellable operating leases as at 31 December are as follows:

	Group	
	2016	2015
	\$'000	\$'000
Not later than one year	15,109	10,998
Later than one year but not later than five years	55,877	37,148
Later than five years	64,930	5,169
	135,916	53,315

#### (b) *Operating lease commitments – As lessee*

In addition to the land use rights disclosed in Note 8, the Group has entered into operating lease agreements for rental of office premises. These leases have 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 2016 amounted to \$307,000 (2015: \$529,000).

Future minimum lease payments payable under non-cancellable operating leases (excluding land use rights) as at the end of the reporting period are as follows:

	Group	
	2016	2015
	\$'000	\$'000
Future minimum lease payments		
- not later than one year	216	66
- later than one year but not later than five years	151	100
	367	166

#### (c) *Capital commitments*

As at 31 December 2016, the Group had outstanding commitments in respect of construction of an investment property and the renovation of a hotel building in New Zealand amounting to \$Nil (2015: \$31,190,000).

#### (d) *Continuing financial support*

As at 31 December 2016 and 2015, the Company has given an undertaking to two of its subsidiaries to provide financial support, where necessary, to enable them to operate as going concerns and to meet their obligations for at least twelve months from the date of the respective directors' report.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 28. RELATED PARTY TRANSACTIONS

#### (a) Sales and purchases 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	
	2016 \$'000	2015 \$'000
Management fee charged to related party	35	34

#### (b) Compensation of key management personnel

	Group	
	2016 \$'000	2015 \$'000
<b>Directors of the Company</b>		
Short-term employee benefits	689	681
Contribution to CPF and other defined contribution pension schemes	25	20
Directors' fees	295	295
	1,009	996
<b>Other key management personnel</b>		
Short-term employee benefits	2,208	2,114
Contribution to CPF and other defined contribution pension schemes	205	200
	2,413	2,314

### 29. FAIR VALUES OF ASSETS AND LIABILITIES

#### (a) Fair value hierarchy

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

- (A) Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date;
- (B) Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- (C) 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 2016

### 29. 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
	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	
<b>2016</b>				
<b>Recurring fair value measurements</b>				
<b>Assets:</b>				
<b>Financial assets:</b>				
Available-for-sale financial assets				
- Investment securities (i)	10,358	-	-	10,358
<b>Non-financial assets:</b>				
Investment properties (iii)	-	-	208,852	208,852
Hotel assets*				
- Freehold land (iv)	-	-	321,208	321,208
- Leasehold land (iv)	-	-	371,866	371,866
- Hotel buildings and improvements (iv)	-	-	333,446	333,446
	10,358	-	1,235,372	1,245,730
<b>Liabilities:</b>				
<b>Financial liabilities:</b>				
Derivatives (ii)				
- Interest rate swaps	-	827	-	827

\* These reflect the cost or valuation amounts as at the financial year ended (Note 6).

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

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

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

	Group			
	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	Total \$'000
<b>2015</b>				
<b>Recurring fair value measurements</b>				
<b>Assets:</b>				
<b>Financial assets:</b>				
Available-for-sale financial assets				
- Investment securities (i)	6,143	-	-	6,143
<b>Non-financial assets:</b>				
Investment properties (iii)	-	-	157,748	157,748
Hotel assets*				
- Freehold land (iv)	-	-	335,436	335,436
- Leasehold land (iv)	-	-	371,866	371,866
- Hotel buildings and improvements (iv)	-	-	342,187	342,187
	<u>6,143</u>	<u>-</u>	<u>1,207,237</u>	<u>1,213,380</u>
<b>Liabilities:</b>				
<b>Financial liabilities:</b>				
Derivatives (ii)				
- Interest rate swaps	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

\* These reflect the cost or valuation amounts as at the financial year ended (Note 6).

- (i) Quoted investment securities (Note 13): Fair value is determined by direct reference to their share price quotations in an active market at the end of the reporting period.
- (ii) Derivatives (Note 19): Interest rate swap contracts are valued using a valuation based on market observable inputs. The most frequently applied valuation techniques include swap models, using present value calculations. The models incorporate various inputs including interest rate curves.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

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

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

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

Description	Fair value at 31 December 2016 \$'000	Valuation techniques	Significant Unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
<b>Recurring fair value measurements</b>				
Non-financial assets:				
- Investment properties	208,852 (2015: \$157,748)	Capitalisation method	Capitalisation rate - 6.50% to 8.50% (2015: 7.00% to 8.50%)	The estimated fair value varies inversely against the capitalisation rate
		Discounted cash flow method	Discount rate - 8.25% to 9.00% (2015: 9.00% to 9.50%)	The estimated fair value varies inversely against the discount rate and terminal yield rate
			Terminal yield rate - 8.00% to 9.25% (2015: 8.25% to 9.25%)	

(i) 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.

(ii) 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.

(iii) 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.



## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

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

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

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

#### (iii) Valuation policies and procedures (cont'd)

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.

#### (iv) Hotel assets

The Group's hotel assets are periodically revalued every three years (Note 2.6). The last valuation of the hotel assets was done in financial year 2015.

The following table shows the information about the 2015 revaluation measurements performed by professional accredited valuers, using significant unobservable inputs (Level 3):

Description	Revalued cost		Valuation techniques	Significant Unobservable inputs
	2016	2015		
	\$'000	\$'000		
<b>Recurring fair value measurements</b>				
Non-financial assets:				
- Freehold land	321,208	335,436	Discounted cash flow method	Discount rate - 7.50% to 11.0%
- Leasehold land	371,866	371,866	Discounted cash flow method	Discount rate - 7.50%
- Hotel buildings and improvements	333,446	342,187	Discounted cash flow method	Discount rate - 7.50% to 11.0%

#### 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 29(b)(iii)).

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.

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

*Current trade and other receivables and payables (Notes 15 and 18), accrued operating expenses (Note 18), 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.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

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

#### (c) Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value (cont'd)

##### *Obligations under finance leases*

The carrying value of the obligations under finance leases approximates its fair value.

### 30. 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 exchange 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 (2015: less than 6 months) from the end of the reporting period.

Information relating to the Group's interest rate exposure is disclosed in Note 16 (Cash and short term deposits) and Note 17 (Loans and borrowings). At the end of the reporting period, after taking into account the effects of interest rate swaps, approximately \$98,000,000 (2015: Nil) of the Group's loans and borrowings are hedged at fixed rates of interest.

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 SGD interest rates had been 100 (2015: 100) basis points lower/higher with all other variables held constant, the Group's profit net of tax would have been \$399,000 higher/lower (2015: \$1,161,000 higher/lower), arising mainly as a result of lower/higher interest expense on floating rate loans and borrowings and lower/higher positive fair value of interest rate swaps. The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

#### ***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.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

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

#### *Liquidity risk (cont'd)*

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 6% (2015: 41%) and Nil% (2015: Nil%) of total loans and borrowings, respectively.

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

<b>Group</b>	<b>One year or less</b>	<b>One to five years</b>	<b>Total</b>
<b>2016</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
<b>Financial assets</b>			
Trade and other receivables	8,851	–	8,851
Cash and cash equivalents	343,056	–	343,056
<b>Total undiscounted financial assets</b>	351,907	–	351,907
<b>Financial liabilities</b>			
Trade and other payables	26,769	–	26,769
Accrued operating expenses	10,581	–	10,581
Loans and borrowings	13,307	141,877	155,184
<b>Total undiscounted financial liabilities</b>	50,657	141,877	192,534
<b>Total net undiscounted financial assets/ (liabilities)</b>	301,250	(141,877)	159,373
<b>Group</b>			
<b>2015</b>			
<b>Financial assets</b>			
Trade and other receivables	9,233	–	9,233
Pledged short-term deposits	37,335	–	37,335
Cash and cash equivalents	298,645	–	298,645
<b>Total undiscounted financial assets</b>	345,213	–	345,213
<b>Financial liabilities</b>			
Trade and other payables	21,177	–	21,177
Accrued operating expenses	13,954	–	13,954
Loans and borrowings	76,069	106,478	182,547
<b>Total undiscounted financial liabilities</b>	111,200	106,478	217,678
<b>Total net undiscounted financial assets/ (liabilities)</b>	234,013	(106,478)	127,535

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

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

#### *Liquidity risk (cont'd)*

Company	One year or less	One to five years	Total
2016	\$'000	\$'000	\$'000
<b>Financial assets</b>			
Trade and other receivables	2,766	–	2,766
Cash and cash equivalents	202,278	–	202,278
<b>Total undiscounted financial assets</b>	205,044	–	205,044
<b>Financial liabilities</b>			
Trade and other payables	3,482	–	3,482
Accrued operating expenses	8,762	–	8,762
Loans and borrowings	1,177	39,808	40,985
<b>Total undiscounted financial liabilities</b>	13,421	39,808	53,229
<b>Total net undiscounted financial assets/(liabilities)</b>	191,623	(39,808)	151,815
<b>Company</b>			
<b>2015</b>			
<b>Financial assets</b>			
Trade and other receivables	2,016	–	2,016
Pledged short-term deposits	37,335	–	37,335
Cash and cash equivalents	206,171	–	206,171
<b>Total undiscounted financial assets</b>	245,522	–	245,522
<b>Financial liabilities</b>			
Trade and other payables	3,177	–	3,177
Accrued operating expenses	8,512	–	8,512
Loans and borrowings	1,033	37,976	39,009
<b>Total undiscounted financial liabilities</b>	12,722	37,976	50,698
<b>Total net undiscounted financial assets/(liabilities)</b>	232,800	(37,976)	194,824

#### *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 \$197,048,000 (2015: \$165,591,000) 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 2016

### 30. 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	
	2016	2015
	\$'000	\$'000
AUD/SGD - strengthened 5% (2015: 5%)	2,271	2,179
- weakened 5% (2015: 5%)	(2,271)	(2,179)
NZD/SGD - strengthened 5% (2015: 5%)	646	1,469
- weakened 5% (2015: 5%)	(646)	(1,469)
MYR/SGD - strengthened 5% (2015: 5%)	159	130
- weakened 5% (2015: 5%)	(159)	(130)
RMB/SGD - strengthened 5% (2015: 5%)	224	227
- weakened 5% (2015: 5%)	(224)	(227)

#### **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, cash and cash equivalents and derivatives), 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.

##### Exposure to credit risk

At the end of the reporting period, the Group's and the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the balance sheets.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

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

#### **Credit risk (cont'd)**

##### 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			
	2016		2015	
By country:	\$'000	%	\$'000	%
Singapore	2,028	32	2,145	28
Australia	2,975	46	4,077	53
New Zealand	1,426	22	1,468	19
Malaysia	26	—*	43	—*
China	28	—*	14	—*
	6,483	100	7,747	100

\* Less than 1%

##### Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are creditworthy debtors with good payment record with the Group. Cash and cash equivalents, quoted investment securities and derivatives that are neither past due nor impaired are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

##### Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Note 13 (Investment securities) and Note 15 (Trade and other receivables).

#### **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 SGX-ST in Singapore and are classified as available-for-sale financial assets. 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, 82% (2015: 71%) 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% (2015: 5%) higher/lower with all other variables held constant, the Group's fair value adjustment in equity would have been \$521,000 (2015: \$309,000) higher/lower, arising as a result of an increase/decrease in the fair value of equity instruments classified as available-for-sale.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 31. 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 debt to equity ratio of the group is 0.11 : 1 and 0.14 : 1 for the financial years ended 31 December 2016 and 2015 respectively. No changes were made in the objectives, policies or processes during the financial years ended 31 December 2016 and 2015. The group has complied with externally imposed capital requirements for the financial years ended 31 December 2016 and 2015.

	Group	
	2016 \$'000	2015 \$'000
Loans and borrowings (Note 17)	145,210	173,766
Trade and other payables (Note 18)	26,769	21,177
Accrued operating expenses (Note 18)	10,581	13,954
Less: Cash and short-term deposits (Note 16)	(343,056)	(298,645)
<i>Net cash position</i>	<u>(160,496)</u>	<u>(89,748)</u>
Equity attributable to the owners of the parent	1,305,136	1,276,592
Less: Fair value adjustment reserve	(663)	(326)
Asset revaluation reserve	(626,679)	(634,735)
<i>Total capital</i>	<u>677,794</u>	<u>641,531</u>
Capital and net cash	<u>(517,298)</u>	<u>(551,783)</u>
Gearing ratio	<u>Nil</u>	<u>Nil</u>

### 32. 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

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.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 32. SEGMENT INFORMATION (CONT'D)

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.

2016	Singapore \$'000	Malaysia \$'000	Australia \$'000	New Zealand \$'000	China \$'000	Eliminations \$'000	Group \$'000
Turnover	28,260	309	96,522	24,857	1,426	-	<u>151,374</u>
Segment results	5,262	(339)	56,956	5,773	(302)	-	67,350
Finance costs	(3,143)	-	(612)	(385)	-	-	(4,140)
Interest income from fixed deposits	3,291	641	851	404	25	-	5,212
Share of results of associates	-	205	-	-	-	-	205
Income tax expense							(16,211)
Unallocated foreign exchange loss							460
Profit for the year attributable to owners of the Company							<u>52,876</u>
Segment assets	681,525	6,304	367,453	214,740	17,909	(4,628)	1,283,303
Interest-earning cash and short-term deposits	212,922	15,862	90,170	21,302	2,800	-	343,056
Investment in associates	-	10,413	-	-	-	-	10,413
Unallocated assets							3,471
<b>Total assets</b>							<u>1,640,243</u>
Segment liabilities	(24,274)	(135)	(9,758)	(8,299)	(796)	4,329	(38,933)
Loans and borrowings	(100,483)	-	-	(44,727)	-	-	(145,210)
Unallocated liability							(150,964)
<b>Total liabilities</b>							<u>335,107</u>
Capital expenditure	2,314	-	16,875	39,724	-	-	58,913
Depreciation and amortisation	10,420	147	7,831	2,540	797	-	21,735

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 32. SEGMENT INFORMATION (CONT'D)

2015	Singapore \$'000	Malaysia \$'000	Australia \$'000	New Zealand \$'000	China \$'000	Eliminations \$'000	Group \$'000
Turnover	11,005	349	98,990	23,744	1,709	-	135,797
Segment results	57,000	(306)	26,802	11,460	(227)	-	94,729
Finance costs	(1,167)	-	(1,521)	(354)	-	-	(3,042)
Interest income from fixed deposits	3,678	653	825	1,035	42	-	6,233
Share of results of associates	-	839	-	-	-	-	839
Income tax expense							(9,079)
Unallocated foreign exchange loss							(4,227)
Profit for the year attributable to owners of the Company							85,453
Segment assets	685,557	6,459	399,334	171,279	19,386	(4,384)	1,277,631
Interest-earning cash and short-term deposits	250,929	16,027	36,714	29,974	2,336	-	335,980
Investment in associates	-	12,079	-	-	-	-	12,079
Unallocated assets							4,144
<b>Total assets</b>							<b>1,629,834</b>
Segment liabilities	(22,258)	(121)	(10,018)	(6,444)	(745)	4,082	(35,504)
Loans and borrowings	(98,700)	-	(35,115)	(39,951)	-	-	(173,766)
Unallocated liability							(143,972)
<b>Total liabilities</b>							<b>(353,242)</b>
Capital expenditure	37,377	17	12,286	41,201	1	-	90,882
Depreciation and amortisation	3,353	131	8,721	2,326	749	-	15,280

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 December 2016

### 32. 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 2016 and 2015.

	Hotel operations		Commercial property investments		Total	
	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000	2016 \$'000	2015 \$'000
<b>Revenue:</b>						
Sales to external customers	141,839	126,184	9,535	9,613	151,374	135,797
<b>Assets:</b>						
Segment assets	1,074,451	1,119,883	208,852	157,748	1,283,303	1,277,631
Interest earning cash and short-term deposits	343,056	335,980	–	–	343,056	335,980
Investments in associates	10,413	12,079	–	–	10,413	12,079
Unallocated assets	3,471	4,144	–	–	3,471	4,144
Total assets	<u>1,431,391</u>	<u>1,472,086</u>	<u>208,852</u>	<u>157,748</u>	<u>1,640,243</u>	<u>1,629,834</u>
Capital expenditure	<u>20,722</u>	<u>53,964</u>	<u>38,191</u>	<u>36,918</u>	<u>58,913</u>	<u>90,882</u>

### 33. AUTHORISATION OF FINANCIAL STATEMENTS FOR ISSUE

The financial statements for the financial year ended 31 December 2016 were authorised for issue in accordance with a resolution of the Directors on 7 April 2017.

## OWNED HOTELS/INVESTMENT PROPERTIES

as at 31 December 2016

### 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
Hotel Grand Chancellor on Currie, Adelaide, Australia	Land with 8 level hotel building	64	542	Freehold
Hotel Grand Chancellor on Hindley, 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
<b>Total</b>		<b>2,842</b>	<b>77,333</b>	

### 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 (formerly Lumley 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
<b>Total</b>		<b>8,529</b>	<b>38,815</b>	

## DISTRIBUTION OF SHAREHOLDINGS

### Share capital

Paid up capital : \$421,996,632

Class of Shares : Ordinary Shares

Voting Rights : One vote per share

### DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	130	4.09	5,379	0.00
100 - 1,000	392	12.33	189,661	0.03
1,001 - 10,000	1,221	38.39	6,190,393	0.93
10,001 - 1,000,000	1,408	44.28	82,551,787	12.45
1,000,001 AND ABOVE	29	0.91	574,095,909	86.59
<b>TOTAL</b>	<b>3,180</b>	<b>100.00</b>	<b>663,033,129</b>	<b>100.00</b>

### TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	TAN CHEE HOE & SONS HOLDINGS PTE LTD	349,986,093	52.79
2	TAN ENG TEONG PTE LTD	57,908,140	8.73
3	CHNG GIM HUAT	29,572,250	4.46
4	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	21,933,355	3.31
5	TAN TECK LIN HOLDINGS SDN BHD	20,576,113	3.10
6	ADITAN HOLDINGS SDN BHD	18,054,362	2.72
7	TAN ENG SIN	12,728,588	1.92
8	CHNG GIM HUAT HOLDINGS PTE LTD	8,711,609	1.31
9	CIMB SECURITIES (SINGAPORE) PTE. LTD.	7,420,158	1.12
10	CITIBANK NOMINEES SINGAPORE PTE LTD	6,373,702	0.96
11	GRAND CITY DEVELOPMENT PTE LTD	6,031,293	0.91
12	DBS NOMINEES (PRIVATE) LIMITED	3,791,218	0.57
13	TAN KAY TOH OR YU HEA RYEONG	2,789,696	0.42
14	TAN HWA KHEONG	2,626,102	0.40
15	LIM TAI HOCK	2,600,120	0.39
16	MORPH INVESTMENTS LTD	2,454,590	0.37
17	TAN YONG KENG @TAN GOO KIA OR TAN KOK SING	2,263,172	0.34
18	PHILLIP SECURITIES PTE LTD	2,178,820	0.33
19	TAN HWA IMM	2,080,091	0.31
20	HSBC (SINGAPORE) NOMINEES PTE LTD	1,862,437	0.28
<b>TOTAL</b>		<b>561,941,909</b>	<b>84.74</b>



## SHAREHOLDING STATISTICS

as at 21 March 2017

The Shareholding of the Substantial Shareholders as recorded in the Register of Substantial Shareholder as at 21 March 2017 are as follows: -

Substantial Shareholder	Direct Interest		Deemed Interest	
	No of shares	%	No of shares	%
Tan Chee Hoe & Sons Holdings Pte. Ltd.	349,986,093	52.79	Nil	Nil
Tan Eng Teong Holdings Sdn Bhd <sup>(1)</sup>	Nil	Nil	349,986,093	52.79
Tan Teck Lin Holdings Sdn Bhd <sup>(2)</sup>	20,576,113	3.10	349,986,093	52.79
Tan Teck Lin <sup>(3)</sup>	Nil	Nil	388,848,040	58.65
Tan Eng Teong <sup>(4)</sup>	37,960	0.01	409,173,873	61.71
Tan Eng How <sup>(5)</sup>	1,006,140	0.152	368,040,455	55.51
Tan Chee Hoe & Sons Sdn Bhd <sup>(6)</sup>	Nil	Nil	349,986,093	52.79
Tan Eng Teong Pte. Ltd.	57,929,440	8.74	Nil	Nil
Aditan Holdings Sdn Bhd <sup>(7)</sup>	18,054,362	2.72	349,986,093	52.79
Chng Gim Huat <sup>(8)</sup>	29,575,250	4.46	27,711,609	4.18

### Notes

- (1) Tan Eng Teong Holdings Sdn Bhd's deemed interest arose through 349,986,093 shares held by Tan Chee Hoe & Sons Holdings Pte. Ltd.
- (2) Tan Teck Lin Holdings Sdn Bhd's deemed interest arose through 349,986,093 shares held by Tan Chee Hoe & Sons Holdings Pte. Ltd.
- (3) Mr. Tan Teck Lin's deemed interest arose through 349,986,093 shares held by Tan Chee Hoe & Sons Holdings Pte. Ltd., 20,576,113 shares held by Tan Teck Lin Holdings Sdn Bhd, 18,054,362 shares held by Aditan Holdings Sdn Bhd and 231,472 shares held by his spouse.
- (4) Mr. Tan Eng Teong's deemed interest arose through 57,929,440 shares held by Tan Eng Teong Pte. Ltd., 349,986,093 shares held by Tan Chee Hoe & Sons Holdings Pte. Ltd. and 1,258,340 shares held by his spouse.
- (5) Mr. Tan Eng How's deemed interest arose through 349,986,093 shares held by Tan Chee Hoe & Sons Holdings Pte. Ltd. and 18,054,362 shares held by Aditan Holdings Sdn Bhd.
- (6) Tan Chee Hoe & Sons Sdn Bhd's deemed interest arose through 349,986,093 shares held by Tan Chee Hoe & Sons Holdings Pte. Ltd.
- (7) Aditan Holdings Sdn. Bhd's deemed interest arose through 349,986,093 shares held by Tan Chee Hoe & Sons Holdings Pte. Ltd.
- (8) Mr. 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 20.74% as at 21 March 2017 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 2016, the Company did not enter into any interested person transaction which value exceeds \$100,000 for each transaction.

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 49th Annual General Meeting of HOTEL GRAND CENTRAL LIMITED (the "Company") will be held at 28 Cavenagh Road, Singapore 229635, Hotel Chancellor @ Orchard, Function Room Level 2 on Friday, 28 April 2017 at 11.30 a.m. for the following purposes:

### As Ordinary Business:

1. To receive and adopt the Directors' Statement and the Audited Financial Statements for the year ended 31 December 2016. **[Resolution No. 1]**
2. To approve a first and final One-Tier tax exempt ordinary dividend of 5.0 cents per ordinary share for the year ended 31 December 2016. **[Resolution No. 2]**
3. To approve a One-Tier tax exempt special dividend of 1.0 cent per ordinary share for the year ended 31 December 2016. **[Resolution No. 3]**
4. To approve Directors' Fee of S\$294,700 for the year ended 31 December 2016. (2015: S\$294,700). **[Resolution No. 4]**
5. To re-elect Ms. Tan Hwa Lian, the Director retiring by rotation pursuant to Article 101 of the Company's Constitution. **[Resolution No. 5]**
6. To re-elect Mr. Chng Beng Siong, the Director retiring by rotation pursuant to Article 101 of the Company's Constitution. **[Resolution No. 6]**
7. To re-appoint Auditors and to authorise the Directors to fix their remuneration. **[Resolution No. 7]**

### As Special Business:

8. To approve the issue of shares pursuant to Section 161 of the Companies Act, Chapter 50.

"THAT pursuant to Section 161 of the Act, Chapter 50 and the listing rules of the Singapore Exchange Securities Trading Limited (SGX-ST), authority be and is hereby given to the Directors of the Company to (a) issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); (b) make or grant offers, agreements or options (collectively "Instruments") that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares; (c) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and (d) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) to issue shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force, provided that:-

- (i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total issued shares in the capital of the Company, of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total issued shares in the capital of the Company;
- (ii) for the purpose of determining the aggregate number of shares that may be issued (subject to such manner of calculation as may be prescribed by SGX-ST) under (i) above, the percentage of issued share capital shall be based on the issued shares in the capital of the Company at the time this Resolution is passed, after adjusting for (1) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards that are outstanding or subsisting when this Resolution is passed; and (2) any subsequent consolidation or sub-division of shares;
- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance is waived by the SGX-ST) and the Company's Articles of Association; and



## NOTICE OF ANNUAL GENERAL MEETING

- (iv) unless revoked or varied by the Company in General Meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.” **[Resolution No. 8]**

9. That: -

- a. for the purposes of Section 76E of the Companies Act, Chapter 50 (the “Companies Act”), the exercise by the Directors of all the powers to purchase or otherwise acquire issued ordinary shares in the capital of Company (“Ordinary Shares”) not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), by way of Market Purchase(s) on the Singapore Exchange Securities Trading Limited (“SGX-ST”) and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “Share Repurchase Mandate”);
- b. unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Repurchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of: –
- (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held; or
  - (ii) the date on which the authority conferred by the Share Repurchase Mandate is revoked or varied; or
  - (iii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the proposed Share Repurchase Mandate are carried out to the full extent mandated;

c. in this Resolution:-

“Market Purchase” means market acquisitions of Ordinary Shares through the SGX-ST’s Central Limit Order Book trading system undertaken by the Company in accordance with the Companies Act;

“Maximum Percentage” means that number of issued Ordinary Shares representing 5 per cent of the issued ordinary share capital of the Company as at the date of the passing of this Resolution; and

“Maximum Price” in relation to an Ordinary Share to be purchased or acquired, means the maximum purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses), which shall not exceed 105 per cent of the average closing price of the Ordinary Shares over the period of five (5) trading days in which transactions in the Ordinary Shares on the SGX-ST were recorded before the day on which such purchase is made and deemed to be adjusted for any corporate action that occurs after the relevant 5-days period.

- d. The Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

**[Resolution No. 9]**

BY ORDER OF THE BOARD

Lim Bee Lian Eliza  
Company Secretary  
Singapore, 13 April 2017

## NOTICE OF ANNUAL GENERAL MEETING

### Notes:

1. A Member of the Company (other than a Relevant Intermediary\*) entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified.)
3. The instrument appointing a proxy must be deposited at the office of the Company's Registered Office, 22 Cavenagh Road Singapore 229617 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

\* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

### Explanatory Notes on Ordinary Resolutions:

1. Ms. Tan Hwa Lian is the Executive Director.
2. Mr. Chng Beng Siong is the Independent Non-Executive Director. If he is re-elected, he will remain as the Chairman of the Remuneration Committee and member of the Audit and Nominating Committees.
3. The Audit Committee has recommended that Ernst & Young LLP be re-appointed as Auditors.

### Explanatory Notes on Special Business to be transacted: -

4. Resolution No. 8 is to empower the Directors to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding 50% of the issued shares in the capital of the Company of which the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders, does not exceed 20% of the Company's issued shares. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time that Resolution No. 8 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Resolution No. 8 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.
5. The ordinary Resolution No. 9, if passed at the Annual General Meeting, will renew the Shares Repurchase Mandate approved by the Shareholders of the Company from the date of the Annual General Meeting until the date that the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier. The Company did not buy back any shares subsequent to the last Annual General Meeting on 29 April 2016.

The amount of financing required for the Company to purchase or acquire its ordinary shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this notice as these will depend on the number of ordinary shares purchased or acquired and the price at which such ordinary shares were purchased or acquired.



## NOTICE OF ANNUAL GENERAL MEETING

Based on the existing issued and paid-up ordinary share capital of the Company as at 21 March 2017 (the “Latest Practicable Date”), the purchase by the Company of 5 per cent of its issued ordinary shares will result in the purchase or acquisition of 33,151,656 ordinary shares.

Assuming that the Company purchases or acquires the 33,151,656 ordinary shares at the maximum price, by way of Market Purchases, of \$1.4973 for one ordinary share (being the price equivalent to five per cent above the average closing price of the ordinary shares traded on the SGX-ST for the five consecutive market days immediately preceding the Latest Practicable Date), the maximum amount of funds required is \$49,637,975 approximately. The Company will use its internal sources of funds (comprising cash and fixed deposits) for the Share Purchases. The Company has not obtained or incurred nor does it intend to obtain or incur any borrowings to finance the Share Purchases.

### Personal Data Privacy

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

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# FORTY NINTH ANNUAL GENERAL MEETING PROXY FORM

## Hotel Grand Central Limited

(Incorporated in the Republic of Singapore)

### FORTY NINTH ANNUAL GENERAL MEETING PROXY FORM

**IMPORTANT:**

1. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investors") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy. In which case, the CPF and SRS Investors shall be precluded from attending the Meeting.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

(You are advised to read the notes below before completing this form)

I/We \_\_\_\_\_ (Name)

of \_\_\_\_\_ (Address) being a member/members of Hotel Grand Central Limited ("the Company") hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)

and/or (delete as appropriate)

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)

as \*my/our proxy/proxies to vote for me/us on my/our behalf at the Annual General Meeting (the "Meeting") of the Company to be held at 28 Cavenagh Road, Singapore 229635, Hotel Chancellor @ Orchard, Function Room Level 2 on Friday, 28 April 2017 at 11.30 a.m. and at any adjournment thereof. I/We\* direct my/our \* proxy/proxies\* to vote for or against the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her\* discretion.

The Chairman intends to cast undirected proxy votes in favour of each of the proposed resolutions. Where the Chairman is appointed as \*my/our proxy/proxies, \*I/we acknowledge that the Chairman may exercise \*\*my/our proxy/proxies even if he has an interest in the outcome of the resolution.

I/We have indicated with an "X" in the appropriate box against such item how I/we wish my/our proxy/proxies to vote. If no specific direction as to voting is given, my/our proxy/proxies may vote or abstain as he/they may think fit, as he/they will on any other matter arising at the Annual General Meeting.

	Resolutions relating to:	For	Against
1.	Adoption of Directors' Statement and Audited Financial Statements.		
2.	Approval of first and final one-tier tax exempt ordinary dividend.		
3.	Approval of one-tier tax exempt special dividend.		
4.	Approval of Directors' fees.		
5.	Re-election of Ms. Tan Hwa Lian as a Director.		
6.	Re-election of Mr. Chng Beng Siong as a Director.		
7.	Re-appointment of Auditors.		
8.	Authority to Issue Shares pursuant to Section 161 of the Companies Act, Cap. 50.		
9.	Renewal of Share Repurchase Mandate.		

Signed this \_\_\_\_\_ day of April 2017

Total Number of Shares Held in:	
CDP Register	
Register of Members	

**Important:** Please read notes overleaf

\_\_\_\_\_  
Signature(s) of Shareholder(s) or  
Common Seal of Corporate Shareholder



Postage  
stamp

TO: THE SECRETARY  
HOTEL GRAND CENTRAL LIMITED  
22 CAVENAGH ROAD  
SINGAPORE 229617

Fold along dotted line

**NOTES:**

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company (other than a Relevant Intermediary\*), entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member (other than a Relevant Intermediary\*) appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number or class of shares shall be specified).
5. Subject to note 9, completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Meeting.
6. The instrument appointing a proxy or proxies must be deposited at the office of the Company's Registered Office not less than forty-eight (48) hours before the time appointed for the Meeting.
7. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of an attorney or duly authorised officer. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
8. A corporation which is a member may authorize by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.

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9. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investors") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and/ or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Meeting.

**A Relevant Intermediary is:**

1. a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
2. a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
3. the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

**General:**

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 13 April 2017.



## 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, Hindley** (Wholly owned subsidiary hotel in Australia)



**Hotel Grand Chancellor, 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)



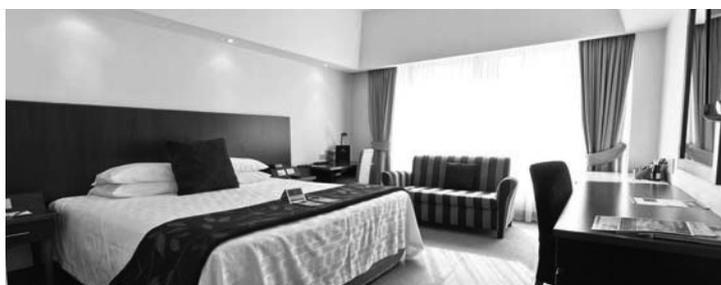
**300 Flinders Street, Melbourne** (wholly owned investment property in Australia)



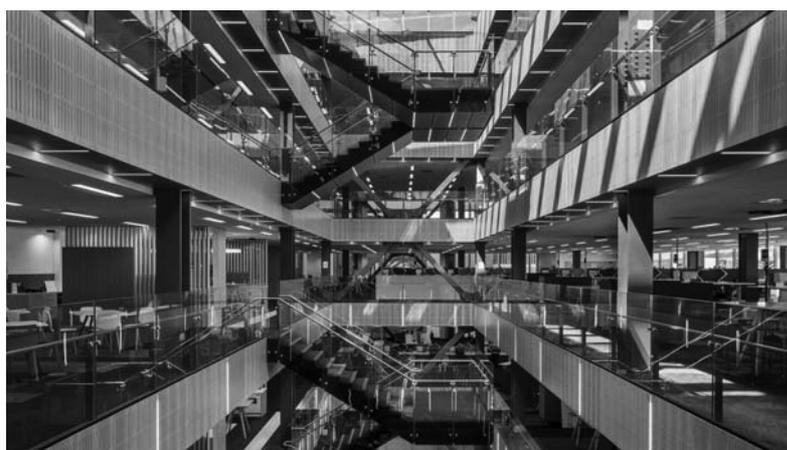
**Hotel Grand Chancellor, Auckland City** (wholly owned subsidiary hotel in New Zealand)



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



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



**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)



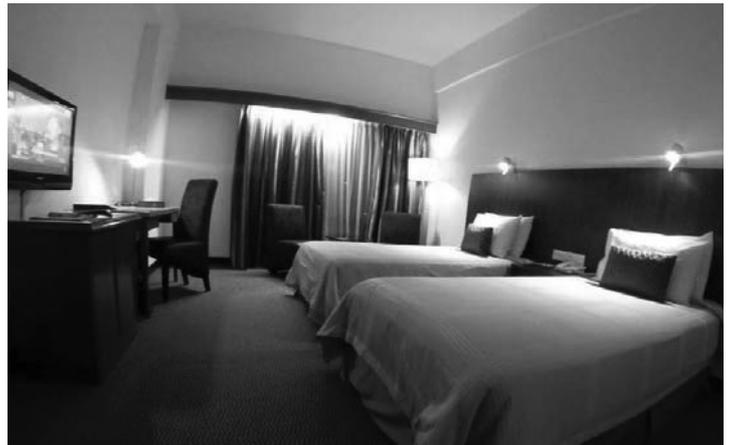
**Hotel Grand Continental, Kuala Lumpur** (Associated hotel in Malaysia)



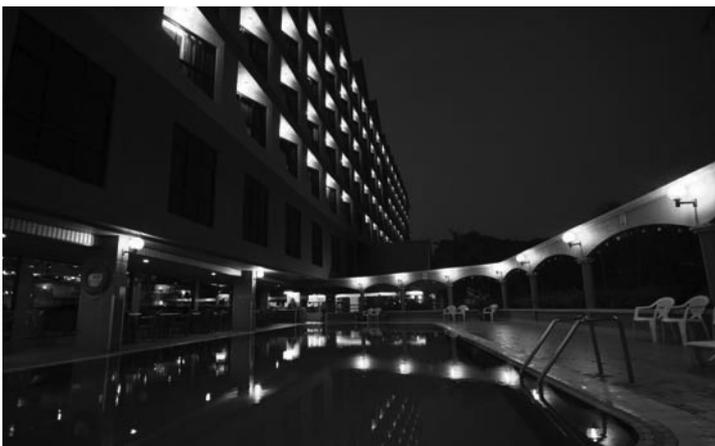
**Hotel Grand Continental, Kuching** (Associated hotel in Malaysia)



**Hotel Grand Continental, Kuantan** (Associated hotel in Malaysia)



**Hotel Grand Continental, Langkawi** (Associated hotel in Malaysia)



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Grand Central Building, Christchurch

## GRAND HOTELS INTERNATIONAL

### Singapore

**Grand Central Management (S) Pte Ltd**  
 c/o Hotel Grand Central  
 22 Cavenagh Road Singapore 229617  
 Tel: +65 6737 9944  
 Fax: +65 6733 3175  
 Email: hqadmin@ghihotels.com.sg

### Australia

**Grand Central Management (Australia) Pty Ltd**  
 c/o Grand Central Management (NZ) Limited  
 Level 2, James Cook Mini Tower  
 294-296 Lambton Quay  
 Wellington 6011, New Zealand

### Malaysia

**Grand Central Enterprises Bhd**  
 10th Floor, Hotel Grand Continental  
 Jalan Belia/Jalan Raja Laut  
 50350 Kuala Lumpur, Malaysia  
 Tel: +60 3 2698 8999  
 Fax: +60 3 2693 2968  
 Email: admgr@ghihotels.com.my

### New Zealand

**Grand Central Management (NZ) Limited**  
 Level 2, James Cook Mini Tower  
 294-296 Lambton Quay  
 Wellington 6011, New Zealand  
 Tel: +64 (04) 473 8607  
 Fax: +64 (04) 473 8611  
 Email: grpgm@ghi-hotels.com



Singapore, China



*Hotel Grand Continental*

Malaysia



Australia,  
New Zealand



Singapore