2023

ANNUAL REPORT

(Stock Code: 53)

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CORPORATE INFORMATION

(AS AT 20 SEPTEMBER 2023)

BOARD OF DIRECTORS

Executive Chairman
KWEK Leng Hai

Executive Director
CHEW Seong Aun

Non-executive Director
KWEK Leng San

Independent Non-executive Directors
David M. NORMAN
Lester G. HUANG, *SBS, JP*
Paul J. BROUGH

BOARD AUDIT AND RISK MANAGEMENT COMMITTEE
Paul J. BROUGH - *Chairman*
David M. NORMAN
Lester G. HUANG, *SBS, JP*

BOARD REMUNERATION COMMITTEE
Lester G. HUANG, *SBS, JP – Chairman*
KWEK Leng Hai
Paul J. BROUGH

BOARD NOMINATION COMMITTEE
KWEK Leng Hai – *Chairman*
David M. NORMAN
Paul J. BROUGH

GROUP CHIEF FINANCIAL OFFICER
CHEW Seong Aun

COMPANY SECRETARY
LO Sze Man, Stella

PLACE OF INCORPORATION
Bermuda

REGISTERED OFFICE
Clarendon House, 2 Church Street,
Hamilton HM 11, Bermuda

PRINCIPAL OFFICE
50th Floor, The Center
99 Queen's Road Central
Hong Kong

Telephone : (852) 2283 8833
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BRANCH SHARE REGISTRAR
Computershare Hong Kong Investor Services Limited
Shops 1712-16
17th Floor, Hopewell Centre
183 Queen's Road East, Wan Chai
Hong Kong

AUDITOR
KPMG,
Public Interest Entity Auditor registered in accordance with the Financial Reporting Council Ordinance

FINANCIAL CALENDAR

Announcement of annual results	20 September 2023 (Wednesday)
Closure of register of members for annual general meeting	13 November 2023 (Monday) to 16 November 2023 (Thursday)
Annual general meeting	16 November 2023 (Thursday)
Closure of register of members and record date for proposed final dividend [Note]	23 November 2023 (Thursday)
Payment date of proposed final dividend of HK$2.50 per share [Note]	5 December 2023 (Tuesday)

Note: The declaration of the proposed final dividend is subject to shareholders' approval at the annual general meeting.

Announcement of interim results	20 February 2023 (Monday)
Payment date of interim dividend of HK$0.50 per share	23 March 2023 (Thursday)

GROUP ORGANISATION CHART

(AS AT 20 SEPTEMBER 2023)

國浩集團有限公司 GuocoGroup Limited [1]

PRINCIPAL INVESTMENT

- 100% GuocoEquity Assets Limited

PROPERTY DEVELOPMENT & INVESTMENT

- 66.8% GuocoLand Limited[2]
  - 100% GuocoLand (Singapore) Pte. Ltd.
  - 100% GuocoLand (China) Limited
  - 65.0% GuocoLand (Malaysia) Berhad[3]
- 100% Molokai Properties Limited

HOSPITALITY & LEISURE BUSINESS

- 100% Clermont Group (Cayman) Limited
- 53.3% The Rank Group Plc[4]

FINANCIAL SERVICES

- 25.4% Hong Leong Financial Group Berhad[3]
  - 64.4% Hong Leong Bank Berhad[3]
    - 100% Hong Leong Islamic Bank Berhad
    - 100% Hong Leong Bank Vietnam Limited
    - 100% Hong Leong Bank (Cambodia) Plc.
    - 19.8% Bank of Chengdu Co., Ltd.[5]
  - 100% HLA Holdings Sdn Bhd
    - 70% Hong Leong Assurance Berhad
    - 65% Hong Leong MSIG Takaful Berhad
    - 30% MSIG Insurance (Malaysia) Berhad
    - 100% Hong Leong Insurance (Asia) Limited
    - 100% HL Assurance Pte. Ltd.
  - 70.4% Hong Leong Capital Berhad[3]
    - 100% Hong Leong Investment Bank Berhad
    - 100% Hong Leong Asset Management Bhd

OTHERS

- 100% Manuka Health New Zealand Limited
- 55.1% Bass Strait Oil & Gas Royalty

(1) Listed in Hong Kong (2) Listed in Singapore (3) Listed in Malaysia (4) Listed in London (5) Listed in Shanghai

Websites:
- Guoco Group Limited (www.guoco.com)
- GuocoLand Limited (www.guocoland.com.sg)
- GuocoLand (Malaysia) Berhad (www.guocoland.com.my)
- Clermont Hotel Group Limited (www.clermonthotel.group)
- The Rank Group Plc (www.rank.com)
- Hong Leong Financial Group Berhad (www.hlfg.com.my)
- Hong Leong Bank Berhad (www.hlb.com.my)
- Hong Leong Islamic Bank Berhad (www.hlisb.com.my)
- Hong Leong Bank Vietnam Limited (www.hlbank.com.vn)
- Hong Leong Bank (Cambodia) Plc. (www.hlb.com.kh)
- Bank of Chengdu Co., Ltd (www.bocd.com.cn)
- Hong Leong Assurance Berhad (www.hla.com.my)
- Hong Leong MSIG Takaful Berhad (www.hlmtakaful.com.my)
- MSIG Insurance (Malaysia) Bhd (www.msig.com.my)
- Hong Leong Insurance (Asia) Limited (www.hl-insurance.com)
- HL Assurance Pte. Ltd. (www.hlas.com.sg)
- Hong Leong Capital Berhad (www.hlcap.com.my)
- Hong Leong Investment Bank Berhad (www.hlib.com.my)
- Manuka Health New Zealand Limited (www.manukahealth.com)

GROUP PROFILE

Guoco Group Limited ("Guoco") (Stock Code: 53), listed on the Main Board of The Stock Exchange of Hong Kong Limited, is an investment holding and management company with the vision of achieving long term sustainable returns for its shareholders and creating prime capital value.

Guoco's operating subsidiary companies and investment activities are principally located in Hong Kong, China, Singapore, Malaysia, the United Kingdom and Australasia. Guoco has four core businesses, namely, Principal Investment; Property Development and Investment; Hospitality and Leisure Business; and Financial Services.

PRINCIPAL INVESTMENT

The Group's Principal Investment objective is to produce attractive risk weighted returns and create capital growth through equity and direct investments in global capital markets.

Underpinned by well-trained and experienced professionals, our portfolio includes long-term strategic investments and value stocks with solid fundamentals and good dividend yields. The Group's major financial exposures covering forex, interest rate and liquidity risks are managed by an experienced treasury team. The business and operations are supported by up-to-date information systems and technological infrastructure, with robust risk management and control mechanisms in place.

Guoco's Board Investment Committee, chaired by Mr. KWEK Leng Hai (Guoco's Executive Chairman), has the overall responsibility to oversee the principal investment activities of the Group and guide the process governing the Group's core investment and treasury operations.

PROPERTY DEVELOPMENT AND INVESTMENT

GuocoLand Limited ("GuocoLand") is a public company listed on the Main Board of the Singapore Exchange Securities Trading Limited since 1978. Headquartered in Singapore, GuocoLand and its subsidiaries ("GuocoLand Group") is a leading real estate group that is focused on its twin engines of growth in property investment and property development. It owns, invests in and manages a portfolio of quality commercial and mixed-use assets providing stable, recurring rental income with potential for capital appreciation. GuocoLand Group has a strong track record in creating distinctive integrated mixed-use developments and premium residential properties that uplift and transform their local neighbourhoods. Its end-to-end capabilities span across the real estate value chain, from planning and design, property investment, property development and property management to asset management.

GuocoLand Group's investment properties are located across its key markets of Singapore, China and Malaysia, such as Guoco Tower and Guoco Midtown in Singapore, Guoco Changfeng City in Shanghai, and Damansara City in Kuala Lumpur. Iconic residential projects of the GuocoLand Group include Wallich Residence, Martin Modern, Midtown Modern and Lentor Modern.

GuocoLand's 65% owned subsidiary, GuocoLand (Malaysia) Berhad, which is listed on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Malaysia"), is an established property developer of community-centric residential townships and innovative commercial and integrated property projects in Malaysia.

GROUP PROFILE

HOSPITALITY AND LEISURE BUSINESS

The Clermont Hotel Group ("CHG", previously GLH Hotels Group) is the largest owner-operator hotel company in London with more than 5,000 rooms and over 120 meeting and event spaces across the capital city. Its hotel portfolio comprises three iconic hotel brands, including Guoman, The Clermont and Thistle, with offerings in stellar locations in London to serve customers' diversified needs.

The Rank Group Plc ("Rank") is a leading European gaming company, headquartered in Great Britain and listed on the London Stock Exchange. Rank offers a unique blend of gaming experiences through its three key iconic brands, Grosvenor Casinos, Mecca Bingo and Enracha, that operate from over 115 venues and complimentary digital channels in the United Kingdom and Spain. They also operate the market-leading Spanish digital bingo brand YoBingo and its sister brand YoCasino, plus multiple digital-only brands providing online bingo, casino and slot gaming. To extend the customer experience, Rank leverages on cross-channel to create a seamless, continuous and personalised customer experience across any and every device and venue.

FINANCIAL SERVICES

Hong Leong Financial Group Berhad ("HLFG"), an associated company of the Group, is an integrated financial services group listed on the Main Market of Bursa Malaysia with over 10,000 employees.

HLFG's commercial banking subsidiary, Hong Leong Bank Berhad ("HLB"), is listed on the Main Market of Bursa Malaysia. HLB Group currently operates a network of approximately 240 branches in Malaysia, Singapore and Hong Kong with its wholly-owned subsidiaries in Vietnam and Cambodia, providing comprehensive services in personal financial services, treasury, corporate and commercial banking. It was the first Malaysian bank to enter the banking sector of Mainland China in 2008 and now owns a 19.8% stake in the Bank of Chengdu Co. Ltd. which is listed on the Shanghai Stock Exchange.

Hong Leong Islamic Bank Berhad, a wholly-owned subsidiary of HLB which offers a comprehensive suite of Shariah compliant products and services in areas such as personal financial services-i, business and corporate banking-i and global markets-i.

HLFG's insurance interests are made up of a 70% interest in Hong Leong Assurance Berhad which provides life insurance services in Malaysia, a 30% interest in MSIG Insurance (Malaysia) Berhad which provides general insurance services in Malaysia, a 100% interest in Hong Leong Insurance (Asia) Limited which provides general insurance business in Hong Kong, a 65% interest in Hong Leong MSIG Takaful Berhad focusing on Family Takaful business and a 100% interest in HL Assurance Pte. Ltd. which provides general insurance business in Singapore.

HLFG's other financial services interests are held through Hong Leong Capital Berhad ("HLCB") which is listed on the Main Market of Bursa Malaysia. HLCB has two main subsidiaries namely, Hong Leong Investment Bank Berhad ("HLIB") and Hong Leong Asset Management Bhd ("HLAM"). HLIB provides investment banking, stockbroking business, futures broking and related financial services, while HLAM is involved in unit trust management, fund management and sale of unit trusts, with its wholly-owned subsidiary providing Islamic fund management service.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Mr. KWEK Leng Hai, aged 70, the Executive Chairman of the Board of Directors (the "Board") of Guoco Group Limited ("Guoco"), the Chairman of the Board Nomination Committee ("BNC") and a member of the Board Remuneration Committee ("BRC") of Guoco since 1 September 2016. He was appointed to the Board in 1990 and assumed the position of the President, Chief Executive Officer of Guoco from 1995 up to 1 September 2016. He is also a non-executive director of GuocoLand Limited ("GuocoLand", Guoco's subsidiary listed on Singapore Exchange Securities Trading Limited ("SGX-ST")). He is the non-executive chairman of GL Limited ("GL", Guoco's subsidiary) which was privatised and delisted from the Official List of SGX-ST on 14 June 2021. He is a director and shareholder of GuoLine Capital Assets Limited ("GCAL"), the ultimate holding company of Guoco. He serves as a non-executive director of Hong Leong Bank Berhad ("HLBB", a subsidiary listed on Bursa Malaysia Securities Berhad ("Bursa Malaysia") of Hong Leong Financial Group Berhad ("HLFG", Guoco's associated company listed on Bursa Malaysia)) and Bank of Chengdu Co., Ltd. (an associated company of HLBB and listed on the Shanghai Stock Exchange) and as the chairman of Lam Soon (Hong Kong) Limited ("LSHK", a Hong Leong Group subsidiary listed on The Stock Exchange of Hong Kong Limited ("HKEX")). Mr. Kwek qualified as a chartered accountant of the Institute of Chartered Accountants in England and Wales. He has extensive experience in various business sectors, including but not limited to finance, investment, manufacturing and real estate. He is a brother of Mr. KWEK Leng San.

Mr. CHEW Seong Aun, aged 59, was appointed as an Executive Director of Guoco with effect from 19 November 2020. He has been the Group Chief Financial Officer of Guoco since 1 November 2020. He is a non-executive director of The Rank Group Plc (Guoco's key subsidiary listed on the London Stock Exchange). He is also an executive director of GL. He also serves as a non-executive director of LSHK. He was a non-executive director of GuocoLand from January 2021 to March 2023. Prior to joining the Company, Mr. Chew had been the chief financial officer of HLFG since 2006 and before that he had held various senior banking positions in the Middle East and Asia for over 10 years. Mr. Chew obtained a Bachelor of Science (Eng) degree in Civil Engineering (Honours) from Imperial College, University of London and is a fellow member of the Institute of Chartered Accountants in England and Wales. He is also a member of Asian Institute of Chartered Bankers in Malaysia. He has over 30 years of experience in finance and banking.

Mr. KWEK Leng San, aged 68, a Non-executive Director of Guoco since 1990. He is the chairman of Malaysian Pacific Industries Berhad, Hong Leong Industries Berhad, Hume Cement Industries Berhad and Southern Steel Berhad (all being members of Hong Leong Group). He is also a shareholder of GCAL. He graduated from University of London with a Bachelor of Science (Engineering) and also holds a Master of Science (Finance) from City University London. He has extensive business experience in various business sectors, including financial services and manufacturing. He is a brother of Mr. KWEK Leng Hai.

Mr. David Michael NORMAN, aged 67, an Independent Non-executive Director since July 2013 and a member of both the Board Audit and Risk Management Committee ("BARMC") and the BNC of Guoco. He was appointed as a member of both the Takeovers Appeal Committee and Takeovers and Mergers Panel of the Securities and Futures Commission of Hong Kong ("SFC") for a term from 1 April 2022 to 31 March 2024. He was the chairman of the Share Registrars' Disciplinary Committee of the SFC from 1 April 2019 to 31 March 2021. Mr. Norman studied philosophy and psychology at Oxford University in the United Kingdom and was admitted as a solicitor in the United Kingdom and Hong Kong in 1981 and 1984 respectively. He was a partner of an international law firm until he resigned in 2010. Mr. Norman was a non-executive director of South China Holdings Company Limited (listed on HKEX) up to 31 December 2022. Mr. Norman has extensive experience in mergers and acquisitions and corporate finance.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Lester Garson HUANG, *SBS, JP*, aged 63, an Independent Non-executive Director of Guoco since November 2019. He is the Chairman of the BRC and a member of the BARMC of Guoco.

Mr. Huang is a practicing solicitor and notary public, and is currently the Managing Partner and Co-Chairman of P. C. Woo & Co., a solicitor firm in Hong Kong. Mr. Huang became a qualified solicitor of Hong Kong in March 1985 and has over 30 years of post-qualification experience. Mr. Huang graduated with a Bachelor of Laws degree from the University of Hong Kong in 1982 and a Master of Education degree from the Chinese University of Hong Kong in 2006.

In 2002, the Government of the Hong Kong Special Administrative Region ("The Government of HKSAR") appointed Mr. Huang as a Justice of the Peace. In July 2018, The Government of HKSAR awarded him a Silver Bauhinia Star for his public services.

Mr. Huang's public roles include serving as the chairman of the Council of City University of Hong Kong and Social Welfare Advisory Committee of the Labour and Welfare Bureau. He is also a director of Lei Foundation Limited, a Steward of The Hong Kong Jockey Club ("HKJC") and a director of certain group companies of HKJC. He is also a director of Pacific Basin Economic Council Limited.

Mr. Huang was admitted to the Roll of Honour of the Law Society of Hong Kong ("Law Society") in May 2021. Previously, he was the president of the Law Society from 2007 to 2009. He was also a non-executive director of the SFC and chaired the Investor and Financial Education Council (a subsidiary of the SFC). Mr. Huang was a member of the Hospital Authority and the Hong Kong Monetary Authority's Exchange Fund Advisory Committee as well as a non-executive director of the Urban Renewal Authority. He also served as a member of the Standing Committee on Judicial Salaries and Conditions of Service and other public positions.

Mr. Huang is an independent non-executive director of LSHK and Kidsland International Holdings Limited (listed on HKEX). He was also an independent non-executive director of Top Glove Corporation Bhd. (listed on Bursa Malaysia and SGX-ST) until he resigned on 13 September 2022.

Mr. Paul Jeremy BROUGH, aged 66, an Independent Non-executive Director of Guoco since November 2021 and Chairman of the BARMC and a member of each of the BRC and BNC of Guoco. He graduated with a Bachelor's Degree (Honours) in Business Studies. He is an associate member of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants.

Mr. Brough joined KPMG Hong Kong in 1983 and held appointments as Head of Consulting in 1995 and as Head of Financial Advisory Services in 1997. In 1999, he was appointed the Asia Pacific Head of KPMG's Financial Advisory Services and a member of its global advisory steering group. He held the position of Regional Senior Partner of KPMG Hong Kong from 2009 before retiring in March 2012.

Mr. Brough is currently an independent non-executive director and the chairman of the audit committee of Vitasoy International Holdings Limited (listed on HKEX) and an independent non-executive director of Toshiba Corporation (listed on the Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc.). He is also an independent non-executive director and a member of the audit committee and risk committee of The Hongkong and Shanghai Banking Corporation Limited. He is also an independent non-executive director and the chairman of the audit committee of The Executive Centre Limited; an independent non-executive director of Eagle Investments Holdco (the investment holding company of The LYCRA Company) and Pacific Primary Health Care Holdings Limited as well as a director of Blue Willow Limited, all being privately-owned companies. He also serves as a director of Run Hong Kong Limited, a Hong Kong-based non-profit organisation serving the needs of refugees and asylum seekers.

Mr. Brough was an independent non-executive director of GL up to 17 April 2021. During the tenure, he was also the chairman of both the remuneration committee and the nominating committee, as well as a member of the audit and risk management committee of GL. He was also an independent non-executive director and the chairman of the board risk and credit committee of Habib Bank Zurich (Hong Kong) Limited (a Hong Kong based restricted-licence bank) up to 28 February 2023 and the chairman of the general committee of The Hong Kong Club up to 11 May 2023.

FINANCIAL HIGHLIGHTS

	2023 HK$'M	2022 HK$'M	Increase/ (Decrease)
Turnover	22,023	15,758	40%
Revenue	19,508	14,905	31%
Profit from operations	1,719	1,153	49%
Profit attributable to equity shareholders of the Company	3,400	1,960	73%
	HK$	HK$	
Earnings per share	10.46	6.03	73%
Dividend per share:			
Interim	0.50	0.50	
Proposed final	2.50	1.50	
Total	3.00	2.00	50%
Equity per share attributable to equity shareholders of the Company	180.33	175.41	3%

TEN-YEAR SUMMARY

US$'000

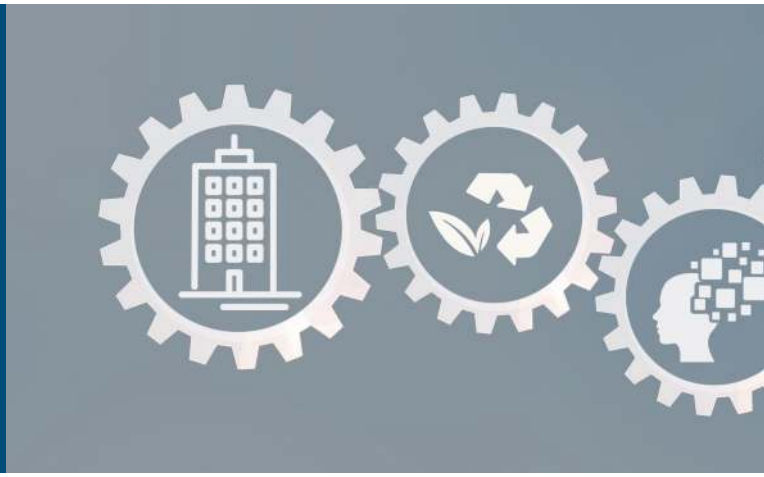
Years	Total assets	Total liabilities	Total equity attributable to equity shareholders of the Company	Profit/(loss) for the year attributable to equity shareholders of the Company	Dividend per ordinary share US$
2014	16,610,521	7,442,421	7,256,604	742,151	0.52
2015	16,511,383	7,053,466	7,538,536	596,590	0.52
2016	14,709,370	5,628,729	7,239,547	397,967	0.52
2017	16,483,381	6,577,487	7,934,057	784,639	0.51
2018	16,809,305	6,022,532	8,344,386	624,297	0.51
2019	16,000,870	5,615,500	7,572,112	431,501	0.51
2020	16,423,552	6,873,157	7,241,321	(112,607)	0.32
2021	16,968,465	7,052,475	7,699,465	322,103	0.26
2022	16,602,327	7,000,306	7,357,199	249,863	0.25
2023	16,924,949	7,055,833	7,572,517	433,930	0.38

HK$'000

Years	Total assets	Total liabilities	Total equity attributable to equity shareholders of the Company	Profit/(loss) for the year attributable to equity shareholders of the Company	Dividend per ordinary share HK$
2014	128,743,997	57,684,345	56,244,124	5,752,227	4.00
2015	127,997,067	54,678,822	58,439,108	4,624,794	4.00
2016	114,132,208	43,674,152	56,172,731	3,087,886	4.00
2017	128,657,732	51,339,258	61,927,695	6,124,343	4.00
2018	131,902,616	47,258,808	65,478,397	4,898,859	4.00
2019	124,917,992	43,839,928	59,115,100	3,368,708	4.00
2020	127,284,169	53,267,653	56,120,962	(872,716)	2.50
2021	131,753,344	54,759,648	59,783,266	2,501,001	2.00
2022	130,246,086	54,917,751	57,717,594	1,960,186	2.00
2023	132,623,901	55,289,508	59,338,243	3,400,274	3.00

CHAIRMAN'S STATEMENT

"Underpinned by our strong foundation and the collective efforts of our business groups, we will remain resilient and steadfast to deliver sustainable long-term compound annual business growth."



On behalf of the board of directors (the "Board"), I am pleased to present the Annual Report of the Company and its subsidiaries (the "Group") for the financial year ended 30 June 2023 ("FY2023").

OVERVIEW

Although COVID-19 is now retreating, economies worldwide are still experiencing considerable headwinds. A high interest rate environment, coupled with volatile conditions in the equity and commodity markets continue to produce uncertainty. Businesses face cost and financial pressures, with global economic growth remaining tepid in the face of these challenges. Amid these difficulties, we have detected some emerging positive trends which will promote recovery and growth. Business operations have resumed after COVID-19 restrictions were lifted and supply-chains have returned to normal. Whilst still early, inflation in some major economies has shown signs of easing off from its highs.

The Group's operating companies have demonstrated resilience and agility and have been prudent in cost and capital management. For our businesses, it has been a year of continued recovery. I am pleased to note that our key business segments, namely Principal Investment, Property Development and Investment, Hospitality and Leisure, as well as the Financial Services and Others segments, have all posted revenue improvements for the year under review. The Group recorded a 73% year-on-year increase in consolidated profit attributable to shareholders, rising to a total of HK$3,400.3 million for FY2023. We will continue to build on this positive momentum.

DIVIDEND

With the improved financial results, the Board would like to recommend a final dividend of HK$2.50 per share (2022: HK$1.50 per share) for shareholders' approval at the forthcoming annual general meeting. Together with the interim dividend of HK$0.50 per share paid in March 2023, the total dividend for the year is HK$3.00 per share (2022: HK$2.00 per share).

CORE BUSINESSES

Principal Investment

Our Principal Investment business recorded a pre-tax profit of HK$1,553.5 million for FY2023. Our value investment strategy, which places strong emphasis on the fundamentals of companies, has enabled us to withstand the short-term volatility experienced in the markets. We will remain focused on investing across a globally diversified portfolio of high-quality companies, in order to seek attractive long-term risk-adjusted returns for the Group.

CHAIRMAN'S STATEMENT

Property Development and Investment

GuocoLand Limited ("GuocoLand")

FY2023 has yielded record revenue of S$1.5 billion. The Property Development business registered a 62% growth to S$1.3 billion whereas Property Investment at S$170 million was 35% higher. We replenished our Singapore landbank via two successful Urban Redevelopment Authority tenders with a combined gross floor area of 900,000 square feet. In spite of the proliferation of hybrid working arrangements and rising interest rates, demand for our premium Grade A offices in Singapore remained strong. The high occupancy rates and positive rental reversions attained have resulted in further capital value accretion of our underlying portfolio.

GuocoLand will continue to focus on driving the twin engines of property investment and property development, anchored by our strong presence in Singapore while staying committed to other key Asian cities. We believe our end-to-end capabilities, from design and sales of residential properties to investment and management of investment assets, will remain as our competitive edge. Coupled with prudent capital management and financial strength, GuocoLand will be in a good position to explore new opportunities.

Hospitality and Leisure

Clermont Hotel Group (previously GLH Hotels Group Limited, "GLH")

Following a rebound in tourism and business events in the UK, Clermont Hotel Group delivered a strong recovery in the financial year with revenue performance ahead of pre-pandemic levels, with an increase in both room occupancy and average room rates. However, market-wide challenges were also encountered in the financial year. Labour shortages, high inflation and continued high energy prices significantly impacted our operating costs. Despite this backdrop, we maintained a prudent cost base whilst judiciously reinvesting in the business. It is pleasing to note the turnaround of performance by our hotel business to deliver a solid return to profitability.

The hotel group undertook a rebranding from GLH Hotels to the Clermont Hotel Group in the financial year. The brand identity was further enhanced, and now with a simplified portfolio consisting of Clermont, Thistle and The Cumberland (previously "The Hard Rock Hotel"). The repositioning to an upmarket operator with tiering will ensure that these brands resonate more effectively with hotel customers, and drive greater awareness and loyalty.

FY2024 started well for Clermont Hotel Group. We are cautiously positive that demand will stay strong to support growth in room rates and sales in the coming year.

CHAIRMAN'S STATEMENT

The Rank Group Plc ("Rank")

Following re-opening of venues after COVID-19, Rank saw an increase in customer visits especially in the second half, which accelerated revenue recovery. However, high energy prices, increased employment costs and reduced customer discretionary spending in response to rising inflationary pressures have negatively impacted the overall results. On a positive note, Rank's digital business performed strongly over the financial year and maintained double-digit revenue growth. All of its brands are now operating on its proprietary technology platform and there is a substantial pipeline of customer-facing advancements and development.

Rank will continue to focus on driving operating cost efficiencies and invest in its venues to improve their attractiveness to a broader customer base. Rank has developed plans to capture the opportunities presented by the recently-published UK Government white paper which, includes reforms in the UK's land-based casino and bingo sectors. With the return of customers, Rank anticipates an improvement in revenue and growth in its operating profits for the coming year.

Financial Services

Hong Leong Financial Group Berhad ("HLFG")

The Malaysian economy has picked up momentum during the first half of FY2023 with sustained domestic demand underpinned by improvements in employment market conditions. Local monetary policy remains accommodative to business growth. HLFG continued to deliver steady growth in profits for the year.

HLFG is cautiously optimistic about the outlook and resilience of the Malaysian economy, expecting it to grow at a moderate pace for the rest of 2023. Given challenging global headwinds, necessary precautions will be taken to safeguard the financial health and stability of its businesses. It will continue to take a vigilant approach in managing risks, and maintaining strong liquidity and credit disciplines to sustain its growth.

Others

Manuka Health New Zealand Limited ("MHNZ")

FY2023 was a very difficult year for MHNZ's apiculture business as it was negatively affected by exceptional adverse weather conditions in New Zealand. Nonetheless, on the trading side, MHNZ was able to register a growth in revenue across key markets, attributed to a rebound in tourism, and its continued focus on the premiumization strategy and enhancement of direct-to-consumer capabilities to improve gross operating margins. MHNZ will continue to invest in building brand value and product innovation to enhance its market positioning. It will also maintain tight cost control and ensure operational efficiency to better manage market and climate risks, and strengthen its resilience and profitability for the future.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

With the need for global action to combat climate change becoming more pressing, we recognise the growing expectations of our stakeholders regarding greater disclosure on how climate change and sustainability factors affect the prospects of the Group. Therefore, along with the new standards set out by the ISSB and more stringent disclosure expected by The Stock Exchange of Hong Kong Limited, we are already working with our business groups to enhance sustainability and climate reporting and ensure full compliance by FY2027. Meanwhile, to further enhance the Board's oversight, we have stepped up the monitoring and tracking process for our environmental key performance indicators and targets. It is also worth noting that our business groups have continued to make progress during FY2023 to support their ESG development, from establishing a new Green Finance Framework to developing the Net Zero Pathway. Together, we will manage and prioritise climate-related risks and opportunities in our sustainability journey.

CHAIRMAN'S STATEMENT

STRATEGIC OVERVIEW

The Group's philosophy continues to embody an entrepreneurial vision focused on building long-term sustainable value for all its stakeholders. This vision guides our operating businesses to remain relevant, to be trustworthy, progressive, competitive and sustainable in pursuit of growth and the creation of business value. We will also continue the journey to incorporate digital technology as part of Group's business strategy. Ultimately, the quality of our people forms the bedrock of our business strategies. Our businesses are best served by having the right talent for the right roles, with promotion of a high-performance culture and shared values that bind us together in the workplace. We believe that the key to ensuring sustainability is the continued co-existence of entrepreneurialism together with professional business management, discipline and governance. This will enable our businesses to achieve a sustainable compound growth in revenue, profits and cashflow.

GROUP OUTLOOK

The global economic outlook continues to be characterised by uncertainty. However, with inflation indicators beginning to ease and employment numbers remaining relatively resilient in the US, the Fed fund rate is expected to peak and stabilise towards the second half of FY2024, when it will start to come down is less clear. Furthermore, global trade is likely to remain under pressure due to tepid overall growth in a number of major economies and persistent geopolitical tensions. Different domestic challenges in key markets are also slowing their return to a sustained growth trajectory, while the operating environment remains demanding.

Notwithstanding the prevailing challenges, the Group maintains a cautiously optimistic outlook as global recovery gains momentum. We will prioritise risk management and address the diverse challenges within our businesses. This will be achieved through continued attention to cost control and cash flow, and staying responsive to market dynamics. Underpinned by our strong foundation and the collective efforts of our business groups, we will remain resilient and steadfast to deliver sustainable long-term compound annual business growth.

APPRECIATION

On behalf of the Board, I would like to thank all our management and staff for their dedication and efforts in continually supporting the Group and managing their businesses during these times. I also wish to thank our shareholders, regulators and business partners for their continued trust and support. To my fellow Board members, my genuine appreciation for their counsel and advice.

KWEK Leng Hai
Executive Chairman
20 September 2023

PRINCIPAL INVESTMENT

MANAGEMENT DISCUSSION AND ANALYSIS

PRINCIPAL INVESTMENT

In the first half of the financial year, global stock markets experienced volatility due to the tightening of monetary conditions. However, in the second half, an improved performance was observed as inflationary pressures subsided and the US economy displayed resilience. Notably, the equity markets of Hong Kong and China diverged from the developed markets. Despite their initial rebound after the easing of COVID-19 restrictions in China, their market performance was not sustained as the Chinese economy continued to face substantial challenges subsequent to its reopening.

Our investment strategy, which prioritises the fundamental business aspects of companies, helped alleviate the impact from short-term fluctuations influenced by macro factors in the financial year, in particular during the first half of year. The Principal Investment segment recorded a pre-tax profit of HK$1,553.5 million for the year ended 30 June 2023, primarily due to unrealised mark-to-market valuations and dividend income received in the financial year.

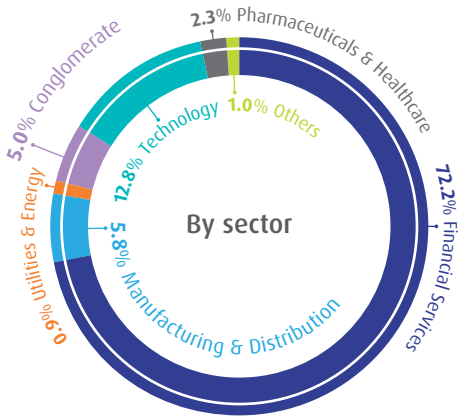
The segment's focus remains to invest in high-quality companies expected to create shareholder value over the long term, with the potential to produce tangible returns for the Group. Having said that, shareholders are reminded that this segment's results are subject to fair valuation adjustments and will therefore remain volatile.

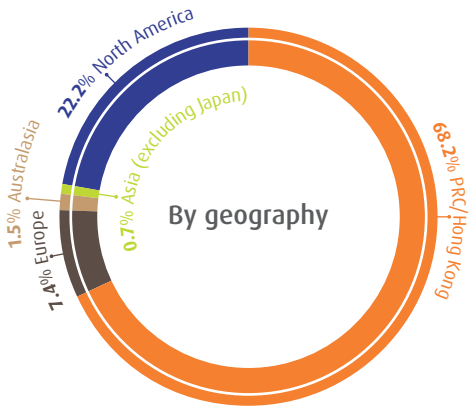
During the year, GuoLine Advisory Pte. Ltd. ("GAPL"), a 50:50 joint venture between the Group and our parent group, was appointed to manage a discretionary portfolio and assigned to provide investment advisory and management services to our Principal Investment portfolio. This strategic move enables the Group to leverage and tap into the industry experience, investment expertise and resources network of GAPL to further broaden our investment capability.

Group Treasury maintained a cautious stance. Net interest expense and foreign exchange exposures were managed albeit still subject to market volatility.

Investment Portfolio

As of 30 June 2023, the Group's total investments under the Principal Investment amounted to US$1,967 million. The investment portfolio consists of around 35 securities and no single investment accounted for a value of 5% or more of the Group's total asset value as at 30 June 2023. The breakdown of our investment portfolio as at 30 June 2023 by sector and geography are as follows:





PROPERTY DEVELOPMENT AND INVESTMENT

Guoco Midtown Office Tower, Singapore

MANAGEMENT DISCUSSION AND ANALYSIS

PROPERTY DEVELOPMENT AND INVESTMENT

GuocoLand Limited ("GuocoLand")

GuocoLand recorded a 60% year-on-year increase in revenue to S$1,544.4 million (approximately HK$8,870.6 million) for the year ended 30 June 2023. This was mainly due to higher progressive recognition of sales for Meyer Mansion, Midtown Modern and Lentor Modern, all of which have been substantially sold. In addition, Guoco 18T in Chongqing, China also contributed to GuocoLand's revenue, as the handover of sold units for one of its residential towers has started during the year.

Revenue from GuocoLand's investment properties increased by 35% to S$169.6 million (approximately HK$974.1 million) supported by higher recurring rental income from Guoco Tower, Guoco Changfeng City South Tower in Shanghai and the initial contribution from Guoco Midtown Office, which commenced operations in the second half of the financial year. In addition, revenue from GuocoLand's hotels, especially Sofitel Singapore City Centre, doubled to S$68.7 million (approximately HK$394.6 million) as compared to the prior year.

Guoco Midtown, Singapore

Lentor Modern, Singapore (Artistic Impression)

MANAGEMENT DISCUSSION AND ANALYSIS

Gross profit increased by 5% to S$384.9 million (approximately HK$2,210.8 million). The lower growth was mainly due to the fact that a one-off S$79.3 million (approximately HK$455.5 million) fair value gain recognised under cost of sales in the prior year did not re-occur. Excluding such gain, the gross profit for the year would have increased by 34%.

Other income decreased by 41% to S$208.5 million (approximately HK$1,197.6 million), mainly due to lower fair value gains on investment properties combined with the absence of fair value gains on interest rate hedges in the current year.

Finance costs increased by 59% to S$149.7 million (approximately HK$859.8 million), mainly the result of a series of interest rates hikes in Singapore during the year. Overall, in the absence of the profit from discontinued operation that was recognised in the prior year, the profit attributable to equity holders decreased by 47% to S$207.1 million (approximately HK$1,189.5 million) for the year ended 30 June 2023.

In Singapore, 17,484 units remained unsold in the non-landed private residential housing market at the end of the second quarter of 2023, up from 16,252 units at the end of the first quarter. With new project launches planned for the second half of 2023 and the Government Land Sales programme, supply will be further increased. Furthermore, the latest property cooling measures and the high interest rate environment are expected to moderate demand from investors and foreign buyers and therefore overall price appreciation. Official estimates indicate rental growth for office in the Central Region moderated in the second quarter of 2023. Strong leasing activities have mainly focused on prime Grade A offices. However, office rental growth is likely to be impacted by the uncertain economic outlook and higher interest rates.

Guoco Central Park, Chongqing, China (Artistic impression)

MANAGEMENT DISCUSSION AND ANALYSIS

Midtown Modern, Singapore (Artistic Impression)

In China, the economy grew at 0.8% in the second quarter of 2023, slowing from the 2.2% expansion in the first quarter. The official growth target of around 5% for the full year remained unchanged but private sector economists have lowered their forecasts. Meanwhile, the property market contracted in the second quarter of 2023 after expanding in the first quarter. In order to improve market sentiment, policymakers have introduced various measures to support developers and home buyers.

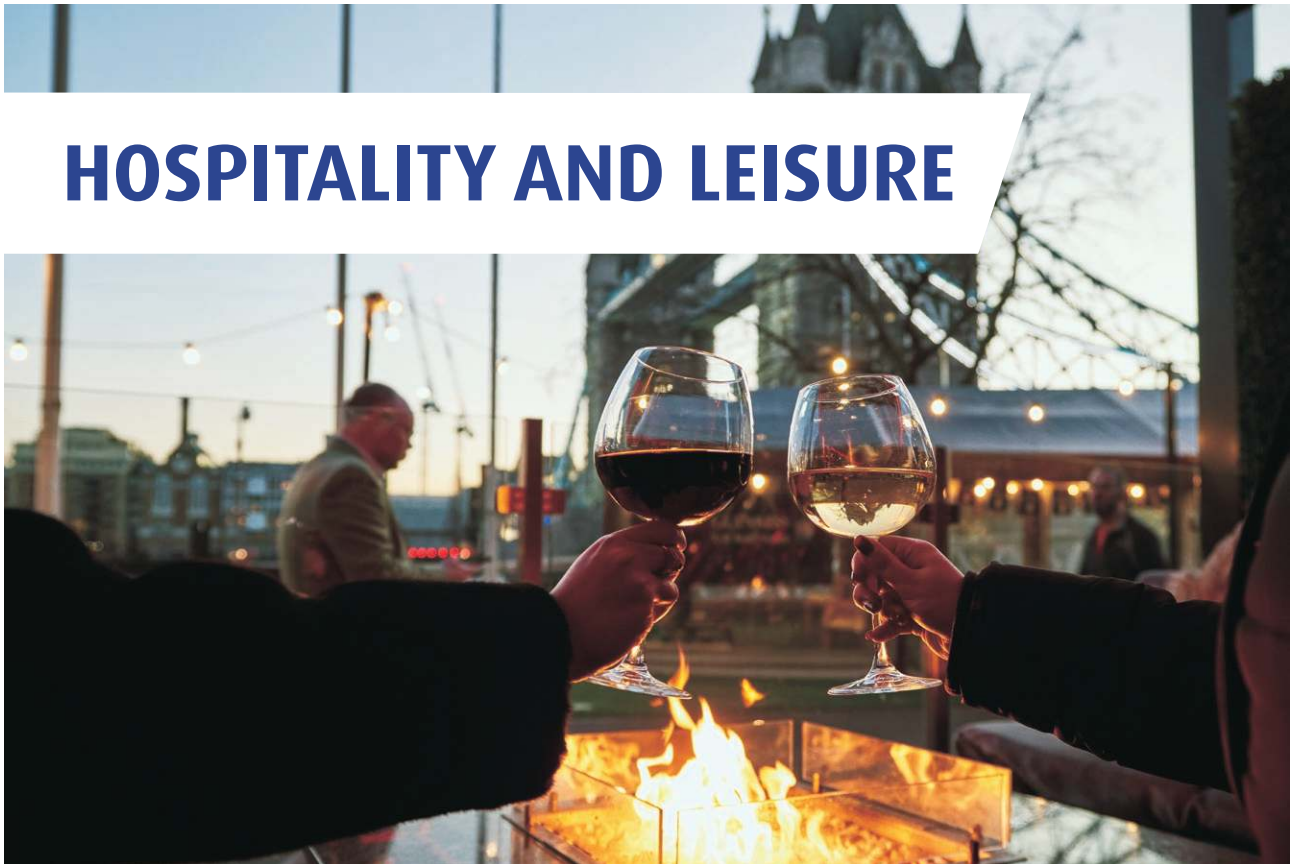
In Malaysia, economic growth moderated to 2.9% in the second quarter of 2023 and is expected continue to grow at a slower pace for the whole year, amid the challenging global environment. The domestic property sector remains challenging mainly due to an overhang of excess property inventory in the residential and commercial market as well as other traditional property classes.

Lentor Hills Residences, Singapore (Artistic Impression)

Emerald 9, Malaysia (Artistic Impression)

MANAGEMENT DISCUSSION AND ANALYSIS

HOSPITALITY AND LEISURE



MANAGEMENT DISCUSSION AND ANALYSIS

HOSPITALITY AND LEISURE

The Clermont Hotel Group (previously GLH Hotels Group Limited, "GLH")

The Clermont Hotel Group, our key hotel operating business unit in the United Kingdom ("UK"), recorded a profit after tax of GBP36.5 million (approximately HK$345.5 million) for the financial year, overturning a loss of GBP37.9 million (approximately HK$393.8 million) in the prior year. In November 2022, the rebranding of GLH to "The Clermont Hotel Group" signaled to the market a shift to an aspirational brand repositioned as an upmarket operator with a simplified portfolio. In May 2023, the end of the licensing agreement with Hard Rock Hotel London allowed this hotel in Marble Arch to be relaunched as The Cumberland – a lifestyle brand that will sit alongside Clermont and Thistle in the Clermont Hotel Group brand portfolio. The repositioning will ensure the brands are better understood by our guests to drive greater awareness and loyalty. The performance results from the rebranded Clermont Victoria and Clermont Charing Cross hotels have been encouraging, demonstrating the value uplift.

Operationally, the strong domestic and international demand drove growth in rooms sold. The results outperformed expectations with total revenue ahead of pre-pandemic levels, which have benefited from strong market rate growth and the higher pricing strategies.

Continued cost control and mitigation actions partially offset the impact of high inflation and high labour costs. The business was also assisted by the UK Government energy price cap policy over the winter and with its energy hedging actions, the business partially mitigated a portion of the risk of high energy prices for much of the financial year. The cash flow from profit has allowed the business to invest in critical hotel infrastructure upgrades, driving performance through optimization of under-utilised space, plans for future selective hotel repositioning and continued debt repayments.

The outlook for the next financial year is positive despite macroeconomic challenges the business faces. Stubbornly high inflation and a high interest rate environment look set to dominate the next 12 months, while energy price volatility and recruitment challenges remain. Nevertheless, demand continues to be strong, supporting both rooms sold and average room rate growth. Employee engagement has improved as efforts to recruit and retain have been successful. The strong balance sheet and sustained cash generation have given the business a solid foundation for the next financial year. In addition, the business continues to focus on driving its ESG program. The nature of the business requires that it invests for the long term. Investment in infrastructure upgrades will reduce repair and refurbishment downtime. Together with investment in selective hotel repositioning as well as revenue optimisation strategies, the business expects to deliver incremental returns. Overall, the business is well positioned to drive future growth.

The Clermont Hotel, Charing Cross

MANAGEMENT DISCUSSION AND ANALYSIS

The Rank Group Plc ("Rank")

Rank's net gaming revenue increased by 6% to GBP681.9 million (approximately HK$6,454.9 million) for the year ended 30 June 2023, driven by the growth in digital business and venue business by 10% and 6% respectively. Operating margins were reduced by material increases in energy costs and wage inflation which had an incremental impact of GBP21.3 million (approximately HK$201.6 million). Coupled with impairment charges of GBP118.9 million (approximately HK$1,125.5 million) relating to the downturn in performance of Grosvenor, Enracha and Mecca venues in the current year, whilst an exceptional receipt of GBP83.1 million (approximately HK$863.4 million) after the successful conclusion of a longstanding Value Added Tax refund claim with the HM Revenue & Customs in the prior year, Rank recorded a loss after tax of GBP95.3 million (approximately HK$902.1 million) for the financial year ended 30 June 2023, as compared to a profit after tax of GBP64.9 million (approximately HK$674.3 million) in the prior year.

The number of customer visits to Grosvenor venues increased by 7% for the year, but the recovery from the combined impact of lockdowns during COVID-19 and tightened affordability restrictions has been slower than expected. Mecca venues continued the slow recovery from the impact of COVID-19, the rate of growth was 7% with the number of customer visits increased by 4%. The venue businesses of both Grosvenor and Mecca venues saw accelerated revenue recovery in the second half of the year with profit conversion improving as energy costs began to fall. In Spain, Enracha venues have continued to recover strongly and revenue was back above pre-pandemic levels, delivering a strong growth of 19% with number of customer visits increasing by 16% for the year. A number of initiatives, including energy efficiency programmes, changes to opening hours and rationalization of the food and beverage offering to reduce wastage continued to improve operating margins.

MANAGEMENT DISCUSSION AND ANALYSIS

Grosvenor Casino Liverpool, UK

The digital business continued to perform strongly. The Mecca and Grosvenor brands are now fully operating on the RIDE platform and continued to improve their performance. The digital team is now focused on further improving the products, services and user experience for customers. Much greater personalisation has been added to the Mecca and Grosvenor sites and new live gaming tables have been added during the year. Safer gambling player journeys continue to be improved in order to help identify at risk play in real time. Similarly, in the Spanish facing digital business, YoSports was successfully launched in September 2022 in readiness for the FIFA World Cup, receiving a very positive reaction from customers.

Rank has continued to invest in the business to improve the quality of the customer proposition and to prepare for the impact of regulatory reform in the UK Government's gambling legislation review.

Grosvenor Casino Gloucester Road, London, UK

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL SERVICES

Hong Leong Bank Berhad, Malaysia

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL SERVICES

Hong Leong Financial Group Berhad ("HLFG")

The results performance of HLFG Group continued to grow for the financial year ended 30 June 2023. Profit before tax reached RM5,102.4 million (approximately HK$8,876.8 million), an increase of 5% from RM4,840.0 million (approximately HK$8,958.3 million) in the prior year. The increase was mainly contributed from the commercial banking and insurance divisions.

Hong Leong Bank Group recorded an increase of 6% in profit before tax, amounting to RM4,626.6 million (approximately HK$8,049.1 million) for the year as compared to RM4,366.8 million (approximately HK$8,028.4 million) in the prior year. The increase was mainly due to an increase in revenue of RM88.1 million (approximately HK$153.3 million), a decline in allowance for impairment losses on loans, advances and financing of RM48.2 million (approximately HK$83.9 million) and an increase in share of profit from associated companies of RM259.0 million (approximately HK$450.6 million). The profit growth, however, was offset by the increase in operating expenses of RM134.9 million (approximately HK$234.7 million).

HLA Holdings Group recorded a profit before tax of RM441.0 million (approximately HK$767.2 million) for the year, an increase of 12% as compared with RM393.7 million (approximately HK$728.7 million) in the prior year. The higher profit arose mainly from an increase in revenue of RM175.7 million (approximately HK$305.7 million), but was offset by a decrease in life fund surplus of RM68.9 million (approximately HK$119.9 million), an increase in operating expenses of RM49.5 million (approximately HK$86.1 million) and a decrease in share of profit from associated company of RM10.0 million (approximately HK$17.4 million).

Hong Leong Capital Group recorded a profit before tax of RM61.4 million (approximately HK$106.8 million) for the year, a decrease of 37% as compared to RM97.2 million (approximately HK$179.9 million) in the prior year. This was mainly due to lower contributions from the investment banking and stockbroking divisions, fund management and unit trust management divisions.

MANAGEMENT DISCUSSION AND ANALYSIS

OTHERS

The Group's wholly owned Manuka honey product producer and distributor, Manuka Health New Zealand Limited ("MHNZ"), recorded improved sales revenue across all key markets as it continued to leverage off its strong market positioning. Both direct-to-consumer capabilities and the resumption of tourism have contributed a favourable performance. However, the financial results were negatively impacted by a decrease in fair value of agricultural products under exceptional adverse weather conditions experienced during the year.

The Bass Strait oil and gas business also saw improved performance for the year due to an increase in average crude oil and gas prices.

GROUP FINANCIAL COMMENTARY

Financial Results

The Group recorded an audited consolidated profit attributable to shareholders of HK$3,400.3 million for the year ended 30 June 2023, representing an increase of 73% versus the prior year. This is mainly attributable to the favourable performances in most of the Group's segments partially offset by the loss in the Hospitality and Leisure segment. Basic earnings per share amounted to HK$10.46 as compared to HK$6.03 in the prior year.

For the year ended 30 June 2023, the Principal Investment segment, Property Development and Investment segment, Financial Services segment and Others segment reported profits before taxation of HK$1,553.5 million, HK$1,503.2 million, HK$1,232.0 million and HK$327.8 million respectively. However, these profits were partially offset by a loss before taxation of HK$786.2 million in the Hospitality and Leisure segment whose results were negatively affected by one-off impairment charges relating to the downturn in performance expectations for certain gaming venues. Overall, the audited consolidated profit before taxation of the Group increased by 6% to HK$3,830.3 million for the year ended 30 June 2023.

The Group's revenue for the year ended 30 June 2023 increased by 31% to HK$19.5 billion, primarily due to an increase of HK$3.1 billion in revenue from the Property Development and Investment segment attributable to the higher progressive recognition of sales from residential projects in Singapore. In addition, an increase of HK$1.0 billion in revenue from the Hospitality and Leisure segment has arisen from improved performance and recovery seen in sector in the current year.

Capital Management

The consolidated total equity attributable to shareholders of the Company as at 30 June 2023 amounted to HK$59.3 billion. Net debt, being total bank loans and other borrowings less cash and short-term funds as well as trading financial assets, amounted to HK$14.4 billion. The equity-debt ratio was 80:20 as at 30 June 2023.

Liquidity and Financial Resources

The Group's total cash and short-term funds as well as trading financial assets were mostly denominated in HKD (33%), USD (30%), SGD (14%), RMB (9%) and GBP (7%) as at 30 June 2023.

The Group's total bank loans and other borrowings amounted to HK$36.9 billion as at 30 June 2023, and were mostly denominated in SGD (71%), HKD (8%), RMB (6%), GBP (6%), and USD (6%). The Group has borrowings of HK$8.0 billion payable within one year or on demand.

Certain of the Group's bank loans and other borrowings are secured by pledges of various properties, fixed assets, trading financial assets and bank deposits with an aggregate book value of HK$52.9 billion at year end.

Committed borrowing facilities available to the Group and not yet drawn as at 30 June 2023 amounted to approximately HK$12.5 billion.

MANAGEMENT DISCUSSION AND ANALYSIS

Interest Rate Exposure

The Group's interest rate risk arises from treasury activities and borrowings. The Group manages its interest rate exposure with a focus on reducing the Group's overall cost of debt and exposure to changes in interest rates. The Group uses interest rate contracts to manage its interest rate exposure when considered appropriate.

As at 30 June 2023, approximately 89% of the Group's bank loans and other borrowings carried interest at floating rates and the remaining 11% carried interest at fixed rates. The Group had outstanding interest rate contracts with a notional amount of HK$6.2 billion.

Foreign Currency Exposure

The Group from time to time enters into foreign exchange contracts, which are primarily over-the-counter derivatives, principally for hedging foreign currency exposure and investments.

As at 30 June 2023, there were outstanding foreign exchange contracts with a total notional amount of HK$4.6 billion entered into by the Group to primarily hedge foreign currency equity investments.

Equity Price Exposure

The Group maintains an investment portfolio which mainly comprises public listed equities. Equity investments are subject to asset allocation limits.

HUMAN RESOURCES AND TRAINING

As at the year end, the Group had around 10,500 employees[Note]. The Group continued to seek an optimal workforce. It is committed to providing its employees with ongoing development programmes to enhance productivity and work quality.

The remuneration policy for the Group's employees is reviewed on a regular basis. Remuneration packages are structured to take into account the level and composition of pay and market conditions in the respective countries and businesses in which the Group operates. Bonus and other merit payments are linked to the financial results of the Group and individual achievement to promote performance. In addition, share based award schemes are in place for granting share options and/or free shares to eligible employees to align their long term interests with those of the shareholders and for the purposes of staff motivation and talent retention.

Note: The total number of employees includes permanent, contract, temporary and part-time employees.

CORPORATE GOVERNANCE REPORT

"Corporate Governance is the process and structure used to direct and manage the business and affairs of the Company towards enhancing business prosperity and corporate accountability with the ultimate objective of realising long term shareholders' value, whilst taking into account the interest of other stakeholders."

The board of directors of the Company (the "Board") has adopted a new Corporate Governance Code (the "CG Code") based on the principles as set out in Appendix 14 (the "HKEX Code") of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") applicable to the Company for the financial years commenced from 1 July 2022. The CG Code is reviewed from time to time and updated as appropriate to align with the revised provisions of the HKEX Code. Continuous efforts are made to review and enhance the performance of the Board as well as the Group's risk management and internal control systems, disclosure practices and communication with investors and stakeholders in light of changes in regulations and developments in best practices. To us, maintaining high standards of corporate governance practices is not just complying with the letter of the provisions but also the intent of the regulations to enhance corporate performance and accountability.

The Board is of the opinion that the Company has complied with the applicable HKEX Code throughout the financial year ended 30 June 2023 and up to the date of this report.

A. CORPORATE VISION & PURPOSE, VALUES, CULTURE AND STRATEGY

1. Group Vision & Purpose

The Group's vision is for its businesses to be long-term competitive and sustainable enterprises; and in doing so, create prime value and achieve long-term sustainable growth for its shareholders.

The strategic intent is to transform the businesses in the Group, to focus on core businesses, to build brands and develop competencies. It would include strategies and action plans to achieve sustainable global competitiveness and to deliver consistent compound annual growth in revenue, profits and free cash flow. This is carried out through integrating entrepreneurialism with professional business management as well as strong discipline and governance.

CORPORATE GOVERNANCE REPORT

A. CORPORATE VISION & PURPOSE, VALUES, CULTURE AND STRATEGY (cont'd)

2. Group Values

Our Group values below underpin our culture and serve as a compass in all we do.

Honour	To conduct business with honour
Human Resources	To enhance the quality of human resources – as the essence of management excellence
Entrepreneurship	To pursue management vision and foster entrepreneurship
Innovation	To nurture and be committed to innovation
Quality	To provide products and services that consistently exceed customers' expectations
Progress	To continuously improve existing operations and to position for expansion and new business opportunities
Unity	To ensure oneness in purpose, harmony and friendship in the pursuit of prosperity for all
Social responsibility	To create wealth for the betterment of society

3. Group Culture

Group culture serves as the basis of our business operation. The Board plays a leading role in shaping the corporate culture and reviews this from time to time. With the Board's oversight, we promote compliance and ethical behavior across the Group, as well as strict adherence to the code of conduct and corporate policies, together with a whistleblowing framework.

Furthermore, the quality of our people forms the bedrock of our business strategies. The Group commits to create an inclusive workplace for our employees which values open communication to foster growth. Employees are encouraged to collaborate towards shared objectives, seeking win-win solutions and taking ownership of their progress.

Innovation, creativity, and dedication to continuous improvement are vital qualities for a progressive organization. Consequently, we expect all businesses within the Group to be forward-thinking, adaptable, and receptive to new technologies amidst the evolving environment. It is through transformation that the Group is able to achieve sustainable global competitiveness and to deliver consistent growth.

4. Group Strategy

With a strong heritage of value creation, the Group's entrepreneurial vision guides our operating businesses to remain relevant, trustworthy, competitive and sustainable in pursuit of growth and the creation of prime value. We also seek to advance our development through incorporating digital technology as part of the Group's business strategy. With the growing importance of environmental, social and governance ("ESG"), we are also incorporating this in our business operations and strategic decision-making to derive sustainable solutions that benefit our stakeholders. This is all underpinned by achieving a strong and healthy financial position through strict adherence to prudent financial disciplines that enhance the resilience and sustainability of our businesses.

In summary, taking into account the vision, values and strategy of the Group, the Board considers that they are in alignment with the Group's culture.

CORPORATE GOVERNANCE REPORT

B. DIRECTORS

1. Role of the Board

The Board assumes responsibilities for directing the Company and enhancing its value for shareholders in accordance with good corporate governance principles. The main role and responsibilities of the Board broadly cover, among others, overseeing the corporate mission, value, culture and broad strategies; directing and evaluating the conduct and performance of the Group's businesses; identifying principal risks and ensuring the implementation of appropriate systems to manage these risks; reviewing and approving key matters such as financial results, investments and divestments and other material transactions.

The Board recognises its corporate governance duties as an ongoing commitment and has monitored and reviewed the relevant CG Code, code of conduct, policies, standards and practices of the Company on corporate governance as well as legal and regulatory compliance during the year. It has delegated relevant aspects of the functions to the board committees and management, where appropriate, to assist it in discharging its duties. In addition, the Board has reviewed the Company's compliance with the HKEX Code and disclosure in the corporate governance report. Through the Board Nomination Committee, the training and continuous professional development of directors and senior management was reviewed and monitored.

The Board has overall responsibility for the ESG matters of the Group. Through the support of the Group ESG Steering Committee, the Board is accountable for setting forth the sustainability mission and related reporting framework, and oversees significant policies which guide the relevant ESG strategies at the business group level. The Board Audit and Risk Management Committee of the Company is assigned to assist the Board in overseeing and managing the related ESG risks.

The Board has delegated the day-to-day management and operation of the Group's businesses to the management of the Company and its subsidiaries.

2. Board Composition

The Board during the year and up to the date of this report comprised the following members:

Executive Chairman
KWEK Leng Hai

Executive Director
CHEW Seong Aun – *Group Chief Financial Officer*

Non-executive Director
KWEK Leng San

Independent Non-executive Directors
David M. NORMAN
Lester G. HUANG, *SBS, JP*
Paul J. BROUGH

Pursuant to the Bye-Laws of the Company ("Bye-Laws") and the CG Code, not less than one-third of the directors shall retire from office by rotation at each annual general meeting. The directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became directors on the same day shall (unless they otherwise agree between themselves) be determined by lot.

B. DIRECTORS (cont'd)

2. Board Composition (cont'd)

Non-executive directors are not appointed for a specific term. They are subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Bye-Laws and the CG Code.

The Company received confirmation of independence from each of the independent non-executive directors ("INEDs") pursuant to Rule 3.13 of the Listing Rules. The Board is of the view that Messrs. David M. NORMAN, Lester G. HUANG, *SBS, JP* and Paul J. BROUGH remain independent.

The family relationships among the board members, if any, are disclosed under "Biographical Details of Directors and Senior Management" on pages 6 and 7 of this annual report.

3. Chairman, Executive Director and Chief Executive Officer ("CEO")

Currently, Mr. KWEK Leng Hai is the Executive Chairman of the Company. The Executive Chairman sets the vision and strategic direction of the Group, leads the Board and ensures its smooth and effective functioning.

Mr. CHEW Seong Aun is the Executive Director and Group Chief Financial officer ("GCFO") of the Company and is responsible for the finance functions of the Group, including among others, overseeing the performance of the Group's business segments.

The operation of each of the Group's business segments is overseen by a CEO who, with expertise in his particular business, is responsible for delivering the performance results of the business segment.

The roles of the Executive Chairman and the aforesaid management executives are separate with clear division of responsibilities.

4. Board Process

The Board meets regularly, at least four times a year. Additional board meetings are held whenever warranted. For the year ended 30 June 2023, a total of four board meetings were held.

The directors are at liberty to propose matters as appropriate to be included in the meeting agendas. Board papers are circulated prior to board meetings on a timely manner, which include, among others, financial and corporate information, significant operational and corporate issues and business performance of the Group as well as material or notable transactions which require the approval of the Board.

Where appropriate, decisions are also taken by way of circulated resolutions with supporting explanations and materials, supplemented by additional verbal or written information from the Company Secretary or other executives as and when needed. Monthly updates on the Group's business are provided to the directors of the Company to allow their assessment of the Group's financial performance and position.

All directors have separate and independent access to senior management and also have access to the advice and services of the Company Secretary and internal auditor, and upon reasonable request, independent professional advice in appropriate circumstances at the Company's expense, if any.

CORPORATE GOVERNANCE REPORT

B. DIRECTORS (cont'd)

4. Board Process (cont'd)

Details of directors' attendance at the board meetings and the 2022 annual general meeting ("2022 AGM") held during the year are as follows:

	Board Meetings attended/ Eligible to attend	2022 AGM attended/ Eligible to attend
Executive Chairman		
KWEK Leng Hai	4/4	1/1
Executive Director		
CHEW Seong Aun – *Group Chief Financial Officer*	4/4	1/1
Non-executive Director		
KWEK Leng San	4/4	1/1
Independent Non-executive Directors		
David M. NORMAN	4/4	1/1
Lester G. HUANG, *SBS, JP*	4/4	1/1
Paul J. BROUGH	4/4	1/1

5. Board Independence

Pursuant to the CG Code, the Company has put in place mechanisms within our governance framework to ensure that independent views and input are available to the Board.

During the year, the Board had reviewed the implementation and effectiveness of the mechanisms and is of the view that such mechanisms are effective. The key mechanisms under the Company's governance framework are summarised below:-

Composition of the Board and Board Committees

The Board comprises more than one-third of INEDs and the Board Audit and Risk Management Committee and Board Remuneration Committee are both chaired by INEDs.

The composition of the Board is reviewed by the Board Nomination Committee annually to ensure that the number of INEDs meets or exceeds the independence requirements under the Listing Rules.

B. DIRECTORS (cont'd)

5. Board Independence (cont'd)

Directors' Responsibilities

As set out in the terms of reference of the Board, it is the responsibility of the directors (including INEDs) to make positive contribution to the development of the Company's strategy and policies through independent, constructive and informed comments. Directors with different views are encouraged to voice their concerns so as to ensure that independent views and input are available to the Board.

The Executive Chairman encourages a culture of openness and debate by facilitating the effective contribution of non-executive directors in particular and ensuring constructive relations between executive and non-executive directors.

Criteria to Assess Independence of INEDs on Appointment and Re-election

The suitability of the candidates for appointment and the directors subject to re-election as an INED will be assessed based on the assessment criteria and guidelines as set out in the Company's Nomination Policy, including among others, their independence and potential/actual conflicts of interest that may arise if the candidate is appointed/re-elected.

Annual Review of Independence of INEDs

Annual review of independence of INEDs is conducted by the Board Nomination Committee pursuant to Rule 3.13 of the Listing Rules.

INED's Remuneration

None of the INEDs receive remuneration based on performance of the Group.

Independent Professional Advice

External independent professional advice is available to all directors, including INEDs, whenever considered appropriate.

Meetings with INEDs

The Executive Chairman at least annually meets with INEDs without the presence of other directors to facilitate INEDs to express their views.

CORPORATE GOVERNANCE REPORT

B. DIRECTORS (cont'd)

6. Directors' Securities Transactions

The Company had adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (the "Model Code") as the code of conduct governing directors' securities transactions.

All directors during the year, following specific enquiry by the Company, have confirmed that they have complied with the required standard as set out in the Model Code throughout the year.

7. Dividend Policy

Pursuant to the HKEX Code, the Board has adopted a dividend policy (the "Dividend Policy") which is set out as follows:

- The Company intends to create long term value for its shareholders through maintaining a balance between dividend distribution, preserving adequate liquidity and reserve to meet its working capital requirements, and capturing future growth opportunities.

- Pursuant to the Dividend Policy, the Board may propose/declare the payment of dividend(s) after taking into account the current financial performance of the Company, the future financial requirements of the Company and any other factors the Board may deem relevant.

- The Board may also decide on the frequency of dividend payment and further declare/recommend any special distributions. Dividend(s) may be in the form of cash, shares, distribution in-specie or any other form as the Board may determine.

The Board may review the Dividend Policy from time to time and update, amend, modify and/or cancel the Dividend Policy at any time in the interest of the Company and its shareholders.

B. DIRECTORS (cont'd)

8. Whistleblowing Policy and Anti-Corruption Policy

The Company has put in place a whistleblowing policy (the "Whistleblowing Policy") setting out the reporting channels on suspected misconduct, malpractice or non-compliance within the Company and applicable subsidiaries based on which management can take appropriate action. The Whistleblowing Policy is reviewed annually by the Board Audit and Risk Management Committee to ensure its effectiveness.

The Group has implemented policies on anti-corruption and procedures concerning offering or accepting gifts or gratuities. Our contractors and suppliers will also be required to commit to, as appropriate, the code of conduct on anti-corruption and other business ethics.

More details on the Whistleblowing Policy and the anti-corruption policies are disclosed in the "Environmental, Social and Governance Report" of the Company which is available at the Company's website at www.guoco.com.

9. Directors' Continuous Training and Development Programme

Pursuant to the HKEX Code, all directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant.

The Company has put in place training and development programmes for directors which includes (1) induction/familiarization programme for newly appointed directors; and (2) on-going training and professional development programme for directors.

During the year ended 30 June 2023, all directors (Messrs. KWEK Leng Hai, CHEW Seong Aun, KWEK Leng San, David M. NORMAN, Lester G. HUANG, *SBS, JP* and Paul J. BROUGH) received regular briefings and updates on the Group's business, operations, risk management, corporate governance and ESG matters. Materials on new or changes to salient laws and regulations applicable to the Group were provided to the directors. They also attended regulatory update sessions and seminars on relevant topics. All directors are requested to provide the Company with their respective training records pursuant to the CG Code.

CORPORATE GOVERNANCE REPORT

C. DIRECTORS' REMUNERATION

1. Board Remuneration Committee ("BRC")

The principal role and functions of the BRC are to make recommendations to the Board on the policy and structure for the remuneration of directors and senior management, as well as to determine, with delegated responsibility from the Board as described under Code E.1.2(c) of the HKEX Code, the individual remuneration packages of all executive directors and senior management, including benefits in kind, pension rights and compensation payment which may include any compensation payable for loss or termination of their office or appointment. It is also responsible to review and approve matters relating to share schemes under Chapter 17 of the Listing Rules. Detailed terms of reference of the BRC is accessible on the Company's website at www.guoco.com and the Hong Kong Exchanges and Clearing Limited's ("HKEX") website at www.hkexnews.hk.

Membership and attendance

For the year ended 30 June 2023, the members of the BRC and their attendance at the meetings are set out below:

	BRC Meetings attended/ Eligible to attend
Lester G. HUANG, *SBS, JP*[*] – *Chairman*	3/3
KWEK Leng Hai[@]	3/3
Paul J. BROUGH[*]	3/3

@ Executive Chairman
* Independent Non-executive Director

Work done during the year

- reviewed and approved the proposed new executive share scheme 2022 of the Company and recommended the Board to submit for shareholders' approval at the 2022 AGM;
- reviewed and recommended directors' fees for the non-executive directors for the financial year 2021/22;
- reviewed and approved the discretionary bonuses for the executive directors and senior management for the financial year 2021/22;
- reviewed and approved the remuneration package of a re-designated senior management;
- reviewed the remuneration packages of executive directors and senior management for the calendar year 2023;
- reviewed the remuneration policy for directors and senior management;
- reviewed the terms of reference of the BRC and recommended proposed changes thereto; and
- deliberated the statement relating to the BRC for inclusion in the Corporate Governance Report.

C. DIRECTORS' REMUNERATION (cont'd)

2. Level and Make-up of Remuneration

The Group's remuneration policy for executive directors and senior management is linked to performance, service seniority, experience and scope of responsibility and is based on the provisions in the Group's Human Resources Manual, which is reviewed from time to time to align with market/industry practices.

The level of remuneration of non-executive directors reflects the level of responsibilities undertaken by them. The fees of directors, including non-executive directors, are recommended and endorsed by the Board for shareholders' approval at the Company's annual general meetings. Details of directors' remuneration for the year ended 30 June 2023 are provided in note 9 to the Financial Statements in this annual report.

D. DIRECTORS' NOMINATION

1. Board Nomination Committee ("BNC")

The principal role and functions of the BNC is to make recommendations to the Board on the structure, size and composition of the Board, to complement the Company's corporate strategy, to review the independence of INEDs, the suitability of directors who will stand for re-election and directors' continuous training and development programme, to formulate, review and implement a policy for the nomination of directors (including nomination procedures) and to formulate a policy concerning board diversity, monitor the implementation of such policy and to review the same, as appropriate. Detailed terms of reference of the BNC is accessible on the Company's website at www.guoco.com and HKEX's website at www.hkexnews.hk.

Membership and attendance

For the year ended 30 June 2023, the members of the BNC and their attendance at the meetings are set out below:

	BNC Meetings attended/ Eligible to attend
KWEK Leng Hai@ – *Chairman*	1/1
David M. NORMAN*	1/1
Paul J. BROUGH*	1/1

@ Executive Chairman
* Independent Non-executive Director

CORPORATE GOVERNANCE REPORT

D. DIRECTORS' NOMINATION (cont'd)

1. Board Nomination Committee ("BNC") (cont'd)

Work done during the year

- reviewed the structure, size, composition and diversity of the Board (including the mix of skills, knowledge, experience, competences of directors, and the balance between executive director, non-executive director and INEDs) annually and determined the target and timeline for achieving the Board's gender diversity;
- reviewed and assessed the independence of INEDs of the Company;
- reviewed and assessed the suitability of the directors who stood for re-election at the annual general meeting pursuant to the process and criteria as set out in the Nomination Policy;
- reviewed the continuous training and development programmes undertaken by directors to ensure that an appropriate programme is in place;
- reviewed the terms of reference of the BNC, the Board Diversity Policy and the Nomination Policy; and
- deliberated the statement relating to the BNC for inclusion in the Corporate Governance Report.

2. Board Diversity Policy

The Company has adopted the Board Diversity Policy which is accessible at the Company's website at www.guoco.com. Pursuant to the Board Diversity Policy, the Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. The Company maintains that selection of candidates for Board appointments will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service and the ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The BNC reviews the Board Diversity Policy annually to ensure its continued effectiveness.

Assessment and selection of candidates for Board succession will be made pursuant to the objectives of the Board Diversity Policy. While conscious efforts are being taken to achieve board diversity, new appointments are ultimately made on a merit basis taking into account available and suitable candidates. With a view to achieving a sustainable and balanced development, the BNC reviews annually the structure, size, composition and diversity of the Board and the Board confirms that its composition complies with the Listing Rules and reflects an appropriate mix of education disciplines, professional experiences and skill set.

The Company is committed to enhancing gender diversity at Board level, and targets to have not less than one female director by 31 December 2024. The Company would try to identify suitable female candidates by way of referral from directors, shareholders, management or advisors of the Company, etc. and may seek assistance from external executive search firms as and when appropriate.

As at 30 June 2023, the Group had a total of around 10,500 employees[Note], the ratio of male and female in the workforce (including senior management) is approximately 54% and 46% respectively. The Board is of the view that appropriate balance of gender diversity of workforce is achieved taking into account the business sectors and operational needs of the Group. The Company will continue to take gender diversity into consideration during recruitment process.

Note: The total number of employees includes permanent, contract, temporary and part-time employees.

D. DIRECTORS' NOMINATION (cont'd)

3. Nomination Policy

The Board has adopted the Nomination Policy which serves as a guiding mechanism and framework for the BNC on the process for new appointments and re-appointments of directors and board committee members and their annual assessment.

The BNC reviews annually the Nomination Policy to ensure its effectiveness and application and will update, amend and modify as appropriate to ensure it continues to be relevant to the needs of the Company and is consistent with regulatory and corporate governance requirements.

The Nomination Policy is accessible on the Company's website at www.guoco.com.

E. ACCOUNTABILITY AND AUDIT

1. Board Audit and Risk Management Committee ("BARMC")

The BARMC oversees the financial reporting process and assesses the adequacy and effectiveness of the Company's financial reporting as well as risk management and internal control systems. The BARMC meets with the Company's external and internal auditors, and reviews their audit plans, the internal audit programme, and the results of their examinations as well as their evaluations of the risk management and internal control systems. The BARMC reviews the Group's and the Company's financial statements and the auditor's report thereon and submits its views to the Board. Detailed terms of reference of the BARMC are accessible on the Company's website at www.guoco.com and HKEX's website at www.hkexnews.hk.

Membership and attendance

For the year ended 30 June 2023, the members of the BARMC and their attendance at the meetings are set out below:

	BARMC Meetings attended/ Eligible to attend
Paul J. BROUGH* – *Chairman*	4/4
David M. NORMAN*	4/4
Lester G. HUANG, *SBS, JP**	4/4

* Independent Non-executive Director

The Executive Director/GCFO, Group Financial Controller and Head of Internal Audit are normal attendees of the BARMC meetings. Representatives of the external auditor are invited to attend the BARMC meetings to present their audit plan, significant audit and accounting matters which they noted in the course of their audit.

CORPORATE GOVERNANCE REPORT

E. ACCOUNTABILITY AND AUDIT (cont'd)

1. Board Audit and Risk Management Committee ("BARMC") (cont'd)

Work done during the year

- reviewed the fees charged by external auditor for audit and non-audit services;
- reviewed the nature and scope of external audit, the independence of external auditor and effectiveness of the audit process and approved the external audit fee and the engagement terms;
- reviewed the nature and scope of services of the non-assurance services provided by the external auditor to the Group;
- reviewed the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control, as well as management's response thereto;
- reviewed the draft Non-assurance Services Communication and Concurrence Policy;
- reviewed the interim financial report, the interim results announcement, the annual financial statements and the annual results announcement;
- reviewed and discussed with the management the effectiveness of the risk management, including among others, material ESG and climate risks, and internal control system;
- reviewed the adequacy of resources, staff qualifications and experience, training programmes and budget of the accounting, internal audit and financial reporting functions, as well as those relating to the Company's ESG performance and reporting;
- reviewed the Group's accounting policies and practices;
- reviewed and approved the annual internal audit plan;
- reviewed major findings of internal audit assignments and the progress of implementation of remedial measures on control issues identified;
- reviewed the effectiveness of the processes for financial reporting and Listing Rules compliance of the Company;
- reviewed connected transactions entered into by the Group or subsisting during the year;
- reviewed the terms of reference of the BARMC; and
- deliberated the statement relating to the BARMC for inclusion in the Corporate Governance Report.

E. ACCOUNTABILITY AND AUDIT (cont'd)

2. Financial Reporting

The Listing Rules require listed companies to prepare annual financial statements which shall provide a true and fair view of the state of affairs of the companies and of the results of their operations and cash flows.

The Board is responsible for ensuring the maintenance of proper accounting records of the Group. It has also acknowledged its responsibility for preparing the financial statements.

The Board approves the financial statements after taking into account the BARMC's comments on specific accounting matters.

The Board is satisfied that appropriate accounting policies have been used in preparing the financial statements, consistently applied and complied with the relevant accounting standards.

A statement of the auditor about their reporting responsibilities is included in the Independent Auditor's Report on pages 63 to 68 of this annual report.

3. Risk Management and Internal Control

For business strategy formulation and for improving business performance, a set of Enterprise Risk Management framework ("ERM framework"), as set forth in the company policy, has been established and implemented by all strategic business units ("SBUs") within the Group. This ERM framework consists of iterative processes for each SBU to constantly identify and assess risks (including ESG risks) in terms of their potential impact and probability of occurrence, as well as to establish and implement relevant procedures and internal controls for risk mitigation. Risk profile reports are submitted to the Company's senior management and the BARMC for review on a quarterly basis, to ensure that residual risks after taking into account risk mitigating measures fall within the risk appetite and tolerance set by the Board.

The BARMC oversees the effectiveness of the processes for financial reporting and Listing Rule compliance. It also reviews the adequacy of resources, qualifications and experience and training programmes of staff of the accounting, internal audit and financial reporting functions as well as those relating to ESG performance and reporting.

To assist the BARMC in its oversight and monitoring activities, the Company's internal audit function conducts a risk-based approach periodic audits of major controls including financial, operational, compliance and the risk management function of the Company and its subsidiaries. Any material control issues identified, together with remedial action plans, are reported to the BARMC at the meetings. The Internal audit team shall follow up and ensure that any material control issues are promptly and properly rectified.

The effectiveness of the Company's and its subsidiaries' risk management and internal control systems is reviewed by the BARMC on a quarterly basis, based on the risk profile reports submitted and reported audit findings. The BARMC will submit the report to the Board for deliberation. The extent and frequency of communication of the monitoring results to the BARMC and the Board have been reviewed and are considered sufficient.

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

CORPORATE GOVERNANCE REPORT

E. ACCOUNTABILITY AND AUDIT (cont'd)

3. Risk Management and Internal Control (cont'd)

Handling and Dissemination of Inside Information

The Company has established and implemented relevant procedures and internal controls for the handling and dissemination of inside information, including restricting employee access to inside information on a need-to-know basis and ensuring that those who need to know understand the obligation of keeping the information confidential and refrain from dealing in the relevant securities. All inside information is disclosed to the public if and when required pursuant to the requirements under the Securities and Futures Ordinance and the Listing Rules and kept strictly confidential before disclosure.

4. Auditor's Remuneration

The fees charged by the Group's external auditor for the year in respect of annual audit services amounted to HK$29,683,000 and those in respect of non-audit services (comprising tax advisory and review, transaction support and consultancy services) amounted to HK$1,559,000.

F. INVESTOR RELATIONS

1. Communication with Investors

The Company encourages two-way communication with both its institutional and private investors. Extensive information about the Group's activities is provided in the interim and annual reports which are distributed to shareholders of the Company.

The annual general meeting of the Company provides an opportunity for its shareholders to seek clarification and to obtain a better understanding of the Group's performance. The Executive Chairman and the chairman of each board committee will attend the annual general meetings to answer shareholders' questions. Shareholders are encouraged to meet and communicate with the Board at the annual general meeting and to vote on all resolutions.

In order to promote effective communication, the Company maintains a website at www.guoco.com to provide:

- latest news, announcements, financials including interim and annual reports;
- other corporate communication materials, e.g. notices of meetings, circulars, proxy forms, etc.;
- corporate calendar for important shareholders' dates for current financial year;
- constitutional documents of the Company;
- corporate governance information including composition and terms of reference of board committees, corporate governance reports and various governance policies adopted by the Company;
- ESG reports and highlights of the Company's ESG practices and efforts;
- online registration of email alert service for receiving the Company's latest corporate communications; and
- other information relating to the Group and its businesses.

F. INVESTOR RELATIONS (cont'd)

1. Communication with Investors (cont'd)

Regular dialogues are maintained with institutional investors. Enquiries from individuals on matters relating to the business of the Group are welcome and are dealt with in an informative and timely manner. Shareholders can make any query in respect of the Group or to make a request for the Group's information to the extent such information is publicly available. The designated contact details are as follows:

By Post: Guoco Group Limited
50th Floor, The Center, 99 Queen's Road Central, Hong Kong
By Fax: (852) 2285 3233
By Email: comsec@guoco.com

Shareholders' questions about their shareholdings are dealt with by Computershare Hong Kong Investor Services Limited, the Company's branch share registrar, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.

The Company has in place a shareholder communication policy which sets out the provisions to ensure that the Company's shareholders are provided with access to material information about the Company in a timely manner. The Board has conducted a review of the implementation and effectiveness of the shareholder communication policy during the year ended 30 June 2023 and, having considered the various channels of communication in place, was satisfied that the implementation of the policy was effective.

2. Rights and Procedures for Shareholders to Convene General Meetings

Pursuant to section 74 of the Bermuda Companies Act 1981 ("Companies Act") and Bye-Law 62 of the Bye-Laws, the directors shall, on the requisition of the Company's shareholders holding at the date of the deposit of the requisition not less than one-tenth (10%) of such of the paid-up capital of the Company carrying the right of voting at general meetings of the Company, forthwith proceed duly to convene a special general meeting of the Company. The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the registered office of the Company, and may consist of several documents in like form each signed by one or more requisitionists.

3. Rights and Procedures for Shareholders to Put Forward Proposals at General Meetings

Pursuant to sections 79 and 80 of the Companies Act, shareholder(s) of the Company holding at the date of the deposit of the requisition not less than one-twentieth (5%) of the total voting rights of the Company or not less than 100 shareholders of the Company may make a requisition to require the Company to give notice to other shareholders of any resolution to be considered at annual general meetings or to circulate to other shareholders any written statement of not more than 1,000 words with respect to the matter to be dealt with at that meeting. The written requisition must be duly signed by the requisitionist(s) and be deposited at the Company's registered office within the time limit prescribed in section 80 of the Companies Act.

CORPORATE GOVERNANCE REPORT

F. INVESTOR RELATIONS (cont'd)

4. Rights and Procedures for Shareholders to Propose a Person for Election as a Director

Pursuant to the Bye-Law 103 of the Bye-Laws, shareholder(s) of the Company may send a notice in writing of the intention to propose a person for election as a director and the notice in writing by that person of his willingness to be elected. Such notices shall be lodged at the Company's principal office at 50th Floor, The Center, 99 Queen's Road Central, Hong Kong, or at the Company's branch share registrar's office at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong provided that the minimum length of the period for lodgment of the notices referred to herein shall be at least seven days which shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

5. Change in Constitutional Document

The Bye-Laws was amended and the Company adopted a set of amended and restated new Bye-Laws during the year ended 30 June 2023 in order to (i) bring the Bye-Laws in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Listing Rules which took effect on 1 January 2022; (ii) allow general meetings to be convened and held as electronic or hybrid meetings; and (iii) make house-keeping and consequential amendments. For further details of these amendments, please refer to the circular of the Company dated 13 October 2022.

Save for the aforesaid, during the year ended 30 June 2023, there was no significant amendment to the Company's Bye-Laws, and such document was published on the websites of the Company and HKEX.

20 September 2023

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REPORT OF THE DIRECTORS

The directors of the Company (the "Directors") present their report together with the audited financial statements of the Group for the year ended 30 June 2023 (the "Financial Statements").

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and management. The principal activities of the subsidiaries which materially affected the results or assets of the Group during the year include principal investment, property development and investment, hospitality and leisure business. The principal activities of the associates which materially affected the results of the Group during the year include commercial banking business, Islamic banking services, insurance and takaful business, investment banking, futures and stockbroking and asset management business.

The analysis of the principal activities and locations of operations of the Company and its subsidiaries during the year is set out in note 17 to the Financial Statements.

BUSINESS REVIEW

A fair review of the business of the Group, a discussion and analysis of the Group's performance during the year, financial key performance indicators, description of the principal risks and uncertainties facing the Group, particulars of important events affecting the Group that have occurred since the end of the financial year (if any) as well as an indication of likely future development in the business of the Group are provided throughout this annual report, particularly in the sections headed Financial Highlights, Chairman's Statement, Management Discussion and Analysis of this annual report as well as the Segment Reporting and Financial Risk Management and Fair Value in the notes to the Financial Statements. A discussion on the Group's compliance with relevant laws and regulations that have a significant impact on the Group and an account of the Group's key relationships with its stakeholders as well as the Group's environmental policies and performance are provided in the "Corporate Governance Report" in this annual report and the "Environmental, Social and Governance Report" which is available at the Company's website at www.guoco.com. All such discussions form part of this Report of the Directors.

SUBSIDIARIES

Particulars of the principal subsidiaries of the Company are set out in note 17 to the Financial Statements.

FINANCIAL STATEMENTS

The consolidated net profit of the Group for the year ended 30 June 2023 and the state of the Company's and the Group's affairs as at that date are set out in the Financial Statements on pages 69 to 173.

DIVIDENDS

An interim dividend of HK$0.50 per share (2022: HK$0.50 per share) totalling HK$162,331,000 (2022: HK$162,989,000) was paid on 23 March 2023. The Directors are recommending payment of a final dividend of HK$2.50 per share (2022: HK$1.50 per share) in respect of the year ended 30 June 2023 totalling HK$822,631,000 (2022: HK$493,579,000) on Tuesday, 5 December 2023 to all persons registered as holders of shares on the register of members of the Company on Thursday, 23 November 2023, being the record date for determining the entitlement of shareholders to the proposed final dividend.

REPORT OF THE DIRECTORS

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the five largest customers of the Group accounted for less than 30% of the total turnover of the Group and the five largest suppliers of the Group accounted for less than 30% of the total purchases of the Group.

CHARITABLE DONATIONS

Donations made by the Group during the year amounted to US$828,000 (2022: US$620,000).

SHARE CAPITAL

The Company did not issue any new shares during the year. Details of the movement in share capital of the Company are shown in note 35 to the Financial Statements.

RESERVES

Movements in the reserves of the Company and the Group during the year are set out in note 35 to the Financial Statements.

EQUITY-LINKED AGREEMENTS

Other than the Executive Share Option Scheme 2012 and the Executive Share Scheme 2022 of the Company as disclosed in this Report, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company at any time during the year or subsisted at the end of the year.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 30 June 2023.

PROPERTIES

Particulars of the major development properties, properties held for sale and investment properties of the Group are shown on pages 174 to 176.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-Laws of the Company ("Bye-Laws") or the laws in Bermuda.

REPORT OF THE DIRECTORS

DIRECTORS

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

KWEK Leng Hai – *Executive Chairman*
CHEW Seong Aun – *Group Chief Financial Officer*
KWEK Leng San*
David M. NORMAN**
Lester G. HUANG, *SBS, JP***
Paul J. BROUGH**

* Non-executive Director
** Independent non-executive Director

In accordance with Bye-Law 99 of the Bye-Laws and Code B.2.2 of the Corporate Governance Code of the Company (the "CG Code"), Messrs. KWEK Leng Hai and Lester G. HUANG, *SBS, JP* shall retire from office by rotation at the forthcoming annual general meeting of the Company to be held on 16 November 2023 (the "2023 AGM"). Both of them, being eligible, will offer themselves for re-election at the 2023 AGM.

DIRECTORS' SERVICE CONTRACTS

Neither of the Directors who are proposed for re-election at the 2023 AGM has a service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Details of the continuing connected transactions and material related party transactions are set out in this Report and note 42 to the Financial Statements respectively. Save as disclosed, no transaction, arrangement or contract of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director or his connected entity had, directly or indirectly, a material interest subsisted at the end of the year or at any time during the year ended 30 June 2023.

MANAGEMENT CONTRACT

No contract, other than employment contracts, concerning the management and administration of the whole or any substantial part of the Company's business was entered into or existed during the year ended 30 June 2023.

INDEMNITY OF DIRECTORS

Pursuant to the Bye-Laws, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto. The Company maintains a directors' and officers' liability insurance which gives appropriate cover for any legal action brought against its Directors.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2023, the interests and short positions of the Directors in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register maintained by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of the Company (the "Model Code") were disclosed as follows in accordance with the Listing Rules.

(A) The Company

	Number of ordinary shares (Long Position)		
Director	Personal interests	Total interests	Approx. % of total number of shares in issue
KWEK Leng Hai	3,800,775	3,800,775	1.16%
KWEK Leng San	209,120	209,120	0.06%
David M. NORMAN	4,000	4,000	0.00%

(B) Associated Corporations

(a) GuoLine Capital Assets Limited

	Number of ordinary shares (Long Position)		
Director	Personal interests	Total interests	Approx. % of total number of shares in issue
KWEK Leng Hai	841,000	841,000	2.62%
KWEK Leng San	321,790	321,790	1.00%

REPORT OF THE DIRECTORS

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (cont'd)

(B) Associated Corporations (cont'd)

(b) GuocoLand Limited

Director	Number of ordinary shares (Long Position)		Approx. % of total number of shares in issue
	Personal interests	Total interests	
KWEK Leng Hai	35,290,914	35,290,914	2.98%

(c) Hong Leong Financial Group Berhad ("HLFG")

Director	Number of *shares/ underlying shares (Long Position)		Approx. % of total number of shares in issue	
	Personal interests	Total interests		
KWEK Leng Hai	2,526,000	2,526,000	0.22%	
CHEW Seong Aun	93,842	93,842	0.00%	Note
KWEK Leng San	654,000	654,000	0.06%	

* Ordinary shares unless otherwise specified in the Note

Note:

The total interests of 93,842 shares/underlying shares comprised 62,562 ordinary shares of HLFG and a share grant of 31,280 underlying shares of HLFG which shall be vested on 24 November 2023.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (cont'd)

(B) Associated Corporations (cont'd)

(d) GuocoLand (Malaysia) Berhad

Director	Number of ordinary shares (Long Position)		Approx. % of total number of shares in issue
	Personal interests	Total interests	
KWEK Leng Hai	226,800	226,800	0.03%

(e) The Rank Group Plc

Director	Number of ordinary shares (Long Position)		Approx. % of total number of shares in issue
	Personal interests	Total interests	
KWEK Leng Hai	1,026,209	1,026,209	0.26%
KWEK Leng San	56,461	56,461	0.01%

(f) Lam Soon (Hong Kong) Limited

Director	Number of ordinary shares (Long Position)			Approx. % of total number of shares in issue
	Personal interests	Family interests	Total interests	
KWEK Leng Hai	2,300,000	–	2,300,000	0.95%
Lester G. HUANG, *SBS, JP*	–	150,000	150,000	0.06%

Save as disclosed above, as at 30 June 2023, none of the Directors had any interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

REPORT OF THE DIRECTORS

SHARE SCHEMES

Executive Share Option Scheme 2012 (the "ESOS 2012")

The ESOS 2012 was approved by the shareholders of the Company (the "Shareholders") at the special general meeting on 14 November 2012 (the "ESOS Approval Date") and took effect on 16 November 2012 (the "ESOS Effective Date") for grant of options over newly issued and/or existing shares of the Company to executives or directors of the Company or any of its subsidiaries (the "ESOS Eligible Executives") from time to time. The ESOS 2012 provides an opportunity for the ESOS Eligible Executives to participate in the equity of the Company and aligns the Company's long term interests with those of the Shareholders.

A trust (the "ESOS Trust") was established for the purpose of acquiring and holding existing shares of the Company from time to time to satisfy the exercise of options granted under the ESOS 2012. A wholly owned subsidiary of the Company as the trustee was responsible for administering the ESOS Trust.

The number of new shares of the Company that may be issued upon exercise of all share options to be granted under the ESOS 2012 shall not in aggregate exceed 10% of the issued share capital of the Company as at the ESOS Approval Date, i.e. 32,905,137 which represents 10% of the shares in issue of the Company as at the date of this Report. The maximum entitlement for an ESOS Eligible Executive in respect of the total number of shares issued and to be issued upon exercise of options granted and to be granted in any 12 months period up to the date of the latest grant shall not exceed 1% of the shares of the Company in issue as at any date of grant.

The option price per share payable upon exercise of any share option will be determined by the Board Remuneration Committee of the Company (the "BRC") upon the grant of the share option. It will not be less than the greatest of (a) the average closing price of a share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the day of offer of such share option; (b) the closing price of a share as stated in the Stock Exchange's daily quotation sheet on the day of offer of such a share option; and (c) the nominal value of a share.

A nominal consideration of HK$1 is payable on acceptance of the share option within 30 days inclusive of, and from the date of making such offer. The exercise period of the share option shall fall within the period from the date of grant and ending on the tenth anniversary of the date of grant in respect of such offer and the BRC may determine a minimum period that an option must be held before it can be exercised, if any.

The life of the ESOS 2012 is 10 years from the ESOS Effective Date and the ESOS 2012 expired on 15 November 2022.

No option had ever been granted to any ESOS Eligible Executives pursuant to the ESOS 2012 since its adoption and up to the date of expiration (i.e. 15 November 2022).

SHARE SCHEMES (cont'd)

Executive Share Scheme 2022 (the "ESS 2022")

The ESS 2022 was approved by the Shareholders at the annual general meeting on 8 November 2022 (the "ESS Approval Date") and took effect on 10 November 2022 (the "ESS Effective Date") for grant of options and/or free shares over newly issued and/or existing shares of the Company to executives or directors of the Company or any of its subsidiaries (the "ESS Eligible Executives") from time to time to replace the ESOS 2012 which expired on 15 November 2022.

The purpose of the ESS 2022 is to (i) align the long term interests of the ESS Eligible Executives with those of the Shareholders and encourage the ESS Eligible Executives to assume greater responsibility for the performance of the businesses that they manage; (ii) motivate the ESS Eligible Executives towards strategic business objectives; (iii) reward the ESS Eligible Executives with an equity stake in the success of the Group; and (iv) make the total compensation package more competitive in order to attract, retain and motivate high calibre executives.

A trust (the "ESS Trust") is in place for the purpose of acquiring and holding existing shares of the Company from time to time to satisfy the exercise of options and vesting of share grants which may be granted under the ESS 2022. A wholly owned subsidiary of the Company as the trustee is responsible for administering the ESS Trust.

The maximum number of new shares of the Company that may be issued upon exercise of share options and vesting of share grants pursuant to the ESS 2022 shall not in aggregate exceed 10% of the issued share capital of the Company as at the ESS Approval Date, i.e. 32,905,137 which represents 10% of the shares in issue of the Company as at 30 June 2023 and the date of this Report. The maximum entitlement for an ESS Eligible Executive in respect of the total number of shares issued and to be issued upon exercise of options granted and to be granted as well as share grants vested and to be vested in any 12 months period up to the date of the latest grant shall not exceed 1% of the shares of the Company in issue as at any date of grant.

Except where it is otherwise specifically allowed under the ESS 2022, the share options and/or share grants offered to the ESS Eligible Executives is exercisable/will be vested only during his/her employment or directorship with the Group and the vesting period of the share options and/or share grants shall not be less than 12 months from the date of offer.

The BRC may at its discretion determine the exercise price of the options provided that the exercise price so fixed must be at least the higher of (a) the closing price of a share of the Company as stated in the Stock Exchange's daily quotations sheet on the date of offer of such option, which must be a business day; (b) the average closing price of a share of the Company as stated in daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of offer of such option; and (c) the nominal value of a share of the Company.

Share options and/or share grants offered under the ESS 2022 to an ESS Eligible Executive must be accepted by the offeree within thirty (30) days from the date of offer (or such longer period of time as may be permitted by the BRC at its absolute discretion) by way of a written notice of acceptance and in such manner as may be prescribed by the BRC and accompanied by a payment of HK$1 as consideration. The exercise period of the share options offered shall not be more than ten (10) years from the date of offer.

The life of the ESS 2022 is 10 years from the ESS Effective Date. The ESS 2022 shall remain valid and effective till 9 November 2032.

No share option or free share had ever been granted to any ESS Eligible Executives pursuant to the ESS 2022 since its adoption and up to 30 June 2023.

REPORT OF THE DIRECTORS

SHARE SCHEMES (cont'd)

Others

Certain other subsidiaries of GuoLine Capital Assets Limited, the ultimate holding company of the Company, maintain share schemes or plans or arrangements which subsisted at the end of the year or at any time during the year, under which eligible Directors of the Company may be granted free shares or share options for acquisition of shares of respective companies concerned.

Save for above, at no time during the year was the Company, any of its parent companies, its subsidiary undertakings or subsidiary undertakings of its parent companies a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 30 June 2023, the persons who had interests or short positions in the shares and underlying shares of 5% or more in the Company's issued share capital as recorded in the register maintained by the Company under Section 336 of the SFO are as follows:

Shareholders	Capacity	Number of shares/ underlying shares	Notes	Approx. % of the issued share capital of the Company
QUEK Leng Chan ("QLC")	Personal interests	1,056,325 (Long Position)	1	
	Interest of controlled corporations	249,225,792 (Long Position)		
	Total interests	250,282,117		76.06%
GuoLine Capital Assets Limited ("GCAL")	Interest of controlled corporations	248,625,792 (Long Position)	2 & 3	75.55%
Hong Leong Investment Holdings Pte. Ltd. ("HLInvt")	Interest of controlled corporations	248,625,792 (Long Position)	3 & 4	75.55%
Davos Investment Holdings Private Limited ("Davos")	Interest of controlled corporations	248,625,792 (Long Position)	3 & 5	75.55%
KWEK Leng Kee ("KLK")	Interest of controlled corporations	248,625,792 (Long Position)	3 & 6	75.55%
Elliott Investment Management GP LLC ("EIM")	Investment Manager	31,998,716 (Long Position)	7	9.72%
Elliott International Special GP, LLC ("EIS")	Interest of controlled corporations	21,759,127 (Long Position)	8	6.61%
First Eagle Investment Management, LLC ("FEIM")	Investment Manager	26,238,046 (Long Position)	9	7.97%

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS (cont'd)

Notes:

1. The interest of controlled corporation of QLC comprised 242,008,117 ordinary shares of the Company and 8,274,000 underlying shares of other unlisted cash settled derivatives, and were directly held by:

	Number of shares/ underlying shares
GuoLine Overseas Limited ("GOL")	236,524,930
GuoLine (Singapore) Pte Ltd ("GSL")	8,274,000
Asian Financial Common Wealth (PTC) Limited ("AFCW")	3,826,862
Robusto Ltd ("RL")	1,056,325
Chaghese Limited ("CL")	600,000

AFCW was wholly owned by Guoco Management Company Limited which in turn was wholly owned by the Company. The Company was 71.88% owned by GOL. GOL and GSL were wholly owned by GCAL. GCAL was 49.11% owned by QLC while RL and CL were wholly owned by QLC.

2. The interests of GCAL comprised 240,351,792 ordinary shares of the Company and 8,274,000 underlying shares of other unlisted cash settled derivatives, and were directly held by GOL, GSL and AFCW as set out in Note 1 above.

3. The interests of GCAL, HLInvt, Davos and KLK are duplicated.

4. HLInvt was deemed to be interested in these interests through its controlling interests of 34.49% in GCAL.

5. Davos was deemed to be interested in these interests through its controlling interests of 33.59% in HLInvt.

6. KLK was deemed to be interested in these interests through his controlling interests of 41.92% in Davos.

7. EIM was deemed to be interested in these interests comprising 21,759,127 shares held by Elliott International, L.P. ("ELIP") and 10,239,589 shares held by The Liverpool Limited Partnership ("LLP"). EIM controls 100% of Elliott Investment Management L.P. which has investment discretion with respect to all those shares.

8. EIS was deemed to be interested in these interests comprising 21,759,127 shares held by EILP. EILP was 100% controlled by Hambledon, Inc. which in turn was controlled by EIS for these purposes.

9. FEIM was deemed to be interested in these interests held by various management accounts and funds controlled by it.

Save as disclosed above, as at 30 June 2023, the Company had not been notified by any person who had interests or short positions in the shares or underlying shares of the Company of 5% or more which should be disclosed pursuant to the Part XV of the SFO or as recorded in the register required to be kept by the Company under Section 336 of the SFO.

REPORT OF THE DIRECTORS

INTERESTS IN CONTRACTS AND CONNECTED TRANSACTIONS

Continuing Connected Transactions

Master Services Agreements

The following master agreements for services dated 3 July 2020 were entered into by the Company (together with its subsidiaries, the "Group") with GuoLine Group Management Company Pte. Ltd. ("GGMC") and HL Management Co Sdn Bhd ("HLMC") respectively (collectively, the "Master Services Agreements") for the provision of management services as listed in the Master Services Agreements (the "Services") to the Group:

1. the master agreement for services entered into by the Company with GGMC ("GGMC Agreement") for the provision of Services to the subsidiaries of the Group excluding the subsidiaries incorporated, resident or having principal place of business in Malaysia of the Group (the "Selected Subsidiaries"); and

2. the master agreement for services entered into by the Company with HLMC ("HLMC Agreement") for the provision of Services to the subsidiaries of the Group incorporated, resident or having principal place of business in Malaysia (the "Malaysian Subsidiaries").

(GGMC and HLMC or other Hong Leong group company(ies) as may be agreed by the parties from time to time are referred to as "Service Providers"; the Company, the Selected Subsidiaries and the Malaysian Subsidiaries are referred to as "Service Recipients").

The Master Services Agreements are for a term of three financial years from 1 July 2020 to 30 June 2023. The fees payable under the Master Services Agreements comprise:

1. a monthly fee (the "Monthly Fee") as agreed from time to time between such Service Recipient and the relevant Service Provider and is currently agreed to be approximately HK$611,000 per month; and

2. an annual fee (the "Annual Fee") equal to 3% of the annual profit before tax of such Service Recipient as shown in its audited profit and loss account for the relevant financial year, subject to appropriate adjustment (for example, to avoid double counting of profit), if any.

The yearly total fees, being the sum of the Monthly Fee, the Annual Fee and the total amounts of any fees paid or payable by the Group to any Hong Leong Group company for services of a similar nature as the Services, are subject to an annual cap of HK$413 million for each of the three financial years ended 30 June 2023.

INTERESTS IN CONTRACTS AND CONNECTED TRANSACTIONS (cont'd)

Continuing Connected Transactions (cont'd)

Master Services Agreements (cont'd)

As at the date of the announcement of the Company made on 3 July 2020 (the "July 2020 Announcement") relating to the Master Services Agreements, GGMC (a wholly-owned subsidiary of GuoLine Capital Assets Limited ("GCAL")) and HLMC were indirect wholly-owned subsidiaries of Hong Leong Company (Malaysia) Berhad ("HLCM"), the ultimate holding company and a substantial shareholder of the Company at the time, and thus GGMC and HLMC were associates of a connected person (as defined under the Listing Rules) of the Company under the Listing Rules. On 16 April 2021, GCAL replaced HLCM to become the ultimate holding company and a substantial shareholder of the Company following the completion of an internal restructuring exercise ("Internal Restructuring"). Mr. QUEK Leng Chan, being a deemed controlling shareholder of GCAL and HLMC, is a deemed controlling shareholder of the Company, and thus GGMC and HLMC remain as associates of a connected person of the Company under the Listing Rules during the year. The transactions under the Master Services Agreements constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules and the relevant disclosure requirements have been complied with.

The Independent Non-executive Directors of the Company had reviewed the transactions under the Master Services Agreements during the year and confirmed that:

a. the transactions under the Master Services Agreements for the year were entered into:

   - in the ordinary and usual course of business of the Group;
   - on normal commercial terms; and
   - in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

b. the total services fees paid and payable by the Group under the respective Master Services Agreements for the year were as follows:

	Services fees paid and payable by the Group HK$'000
GGMC Agreement	96,037
HLMC Agreement	3,484
Total:	99,521
	(<HK$413 million)

The aggregate services fees paid and payable by the Group under the Master Services Agreements for the year amounted to approximately HK$99.5 million which did not exceed the annual cap of HK$413 million as disclosed in the July 2020 Announcement.

REPORT OF THE DIRECTORS

INTERESTS IN CONTRACTS AND CONNECTED TRANSACTIONS (cont'd)

Continuing Connected Transactions (cont'd)

Banking Transactions

The Group has from time to time entered into, and may in future enter into, among others, the following transactions with the licensed financial institutions within Hong Leong Financial Group including Hong Leong Asset Management Berhad, Hong Leong Bank Berhad, Hong Leong Islamic Bank Berhad, Hong Leong Bank Vietnam Limited, Hong Leong Bank (Cambodia) PLC and Hong Leong Investment Bank Berhad (each and collectively, "Hong Leong Financial Institution(s)"):

1. placing of deposits by the Group with Hong Leong Financial Institutions; and

2. purchase of and/or subscription for debt securities and investment products issued by Hong Leong Financial Institutions by the Group.

(collectively, the "Banking Transactions").

As part of its principal investment and treasury operations, the Group from time to time places deposits with many financial institutions worldwide and purchases and/or subscribes for fixed income, debt securities and investment products issued by financial institutions and other corporations. The Banking Transactions are conducted in the ordinary and usual course of its business. The treasury functions involve the management of cashflows and cash resources, which the Group conducts with various financial institutions.

The outstanding balance of Banking Transactions shall be subject to a maximum cap amount of US$181 million or its equivalent in other currencies at any time during the three financial years ending 30 June 2024.

Hong Leong Financial Institutions are associates of a connected person of the Company by virtue of the fact that they are indirect subsidiaries of HLCM of which Mr. Quek Leng Chan, a deemed controlling shareholder of the Company, is also a deemed controlling shareholder. The Banking Transactions constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules and the relevant disclosure requirements have been complied with.

From time to time during the year, the Group entered into deposit transactions which involved placing of deposits (including savings, current and other deposits in various currencies) with Hong Leong Financial Institutions as the deposit accepting banks (the "Deposit Transactions"). The Deposit Transactions were based on the relevant market rates at the time of each transaction and are broadly the same as those engaged by the Group with other unconnected financial institutions. During the year, the interest rate for the savings and time deposits for various currencies placed by the Group with Hong Leong Financial Institutions ranged from 0% to 5.59% per annum, and the tenor of the time deposits ranged from overnight to 3 months.

As at 30 June 2023, the balance of deposits placed by the Group with Hong Leong Financial Institutions was approximately US$35.2 million.

INTERESTS IN CONTRACTS AND CONNECTED TRANSACTIONS (cont'd)

Continuing Connected Transactions (cont'd)

Banking Transactions (cont'd)

The Independent Non-executive Directors of the Company had reviewed the Banking Transactions during the year and confirmed that:

a. during the year, there was no subscription for or purchase of debt securities and investment products issued by Hong Leong Financial Institutions by the Group;

b. during the year, the maximum relevant aggregate amount of (i) the outstanding balance of deposits placed by the Group with Hong Leong Financial Institutions; and (ii) debt securities and investment products issued by Hong Leong Financial Institutions purchased and/or subscribed by the Group, was approximately US$35.2 million which did not exceed the cap amount of US$181 million or its equivalent as disclosed in the announcement of the Company dated 2 July 2021; and

c. the Deposit Transactions were entered into:

   - in the ordinary and usual course of business of the Group;

   - on normal commercial terms or better; and

   - in accordance with the relevant documents governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Investment Management and Advisory Agreements

Investment Management Agreement

An investment management agreement dated 1 November 2022 (the "Investment Management Agreement") was entered into between Asia Fountain Assets Limited ("AFAL", an indirect wholly-owned subsidiary of the Company) and GuoLine Advisory Pte. Ltd. ("GAPL") for provision of discretionary fund management services by GAPL to AFAL in relation to all the investment assets (including monies and other investment products) of AFAL, proceeds therefrom and dividend income, other than those which may be designated by AFAL as not forming part of the mandate of GAPL under the Investment Management Agreement (the "IMA Portfolio") for a term commenced from 1 November 2022 and ending on 31 October 2025 (both dates inclusive).

The fee payable under the Investment Management Agreement comprises: -

1. a management fee (the "Management Fee") payable monthly in arrears at the rate of 0.5% per annum of the net asset value of the IMA Portfolio managed by GAPL on the last day of a calendar month; and

2. a performance fee (the "Performance Fee") payable annually in arrears of up to 10% per annum on the excess return. Excess return is the return on the IMA Portfolio for the relevant period/year over a reference return calculated based on the 1-year outlook of 3 Month United States Treasury Bill risk-free rate plus 4%.

REPORT OF THE DIRECTORS

INTERESTS IN CONTRACTS AND CONNECTED TRANSACTIONS (cont'd)

Continuing Connected Transactions (cont'd)

Investment Management and Advisory Agreements (cont'd)

Investment Advisory and Management Agreement

An investment advisory and management agreement dated 1 November 2022 (the "Investment Advisory and Management Agreement") was entered into between Guoco Management Company Limited ("GMC", a direct wholly-owned subsidiary of the Company) and GAPL for provision of investment advisory, management and related services to GMC, Asia Fountain Investment Company Limited (an indirect wholly-owned subsidiary of the Company) and other relevant wholly-owned subsidiaries of the Company (collectively the "Service Recipients") in relation to all their investment assets at any time other than those which may be designated by the Service Recipients as not forming part of the mandate of GAPL for a term commenced from 1 November 2022 and ending on 31 October 2025 (both dates inclusive).

GAPL will charge a monthly advisory fee (the "Advisory Fee") calculated based on the agreed allocation of the staff costs of the investment teams of GAPL and any other related costs as mutually agreed by the parties plus a 10% markup.

The total fees (the "Total Fees"), being the sum of the Management Fee, the Performance Fee and the Advisory Fee payable to GAPL under the Investment Management Agreement and the Investment Advisory and Management Agreement (collectively the "Investment Management and Advisory Agreements") for each of the relevant period/financial year shall be subject to the respective annual cap (the "Annual Cap") as stated below:

	Annual Caps HK$ million
From 1 November 2022 to 30 June 2023	69
For the year ending 30 June 2024	122
For the year ending 30 June 2025	154
From 1 July 2025 to 31 October 2025	55

GAPL is a 50:50 joint venture company owned by GuocoEquity Assets Limited ("GEAL") and GGMC. GEAL is a direct wholly-owned subsidiary of the Company. GGMC is a direct wholly-owned subsidiary of GCAL, the ultimate holding company and a substantial shareholder of the Company. Thus, GAPL is an associate of a connected person of the Company as defined under Chapter 14A of the Listing Rules. The transactions contemplated under the Investment Management and Advisory Agreements constitute continuing connected transactions for the Company under the Listing Rules and the relevant disclosure requirements have been complied with.

INTERESTS IN CONTRACTS AND CONNECTED TRANSACTIONS (cont'd)

Continuing Connected Transactions (cont'd)

Investment Management and Advisory Agreements (cont'd)

The Independent Non-executive Directors of the Company had reviewed the aforesaid transactions during the year and confirmed that:

a. the transactions under the Investment Management and Advisory Agreements for the period from 1 November 2022 to 30 June 2023 (the "Period") were entered into:

   - in the ordinary and usual course of business of the Group;
   - on normal commercial terms or better; and
   - in accordance with the relevant documents governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

b. the Total Fees paid and payable by the Group to GAPL under the respective agreements for the Period were as follows:

	Services fees paid and payable to GAPL HK$'000
Investment Management Agreement	36,493
Investment Advisory and Management Agreement	1,587
Total:	38,080
	(<HK$69 million)

The Total Fees paid and payable by the Group to GAPL under the respective Investment Management and Advisory Agreements for the Period amounted to approximately HK$38 million which did not exceed the Annual Cap of HK$69 million as disclosed in the announcement of the Company dated 1 November 2022.

REPORT OF THE DIRECTORS

INTERESTS IN CONTRACTS AND CONNECTED TRANSACTIONS (cont'd)

Continuing Connected Transactions (cont'd)

Auditor's Review

Pursuant to Rule 14A.56 of the Listing Rules, the Company's auditor was engaged to report on the Group's continuing connected transactions as mentioned above in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor issued an unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed by the Group on pages 56 to 61 of this annual report in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter was provided by the Company to the Stock Exchange.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Mr. KWEK Leng Hai and Mr. KWEK Leng San are directors and shareholders of HLCM which is an investment holding company with subsidiaries engaging in, amongst others, financial services as well as manufacturing and distribution business.

Mr. KWEK Leng Hai and Mr. KWEK Leng San are shareholders of GCAL. Mr. KWEK Leng Hai is also a director of GCAL. GCAL is an investment holding company with subsidiaries engaging in, amongst others, principal investments as well as production and distribution of consumer goods.

The above Directors are considered as having interests in business apart from the Group's business, which may be likely to compete, directly or indirectly, with the Group's business during the year ended 30 June 2023 under Rule 8.10 of the Listing Rules.

CHANGE IN INFORMATION OF DIRECTORS

Saved as disclosed in this annual report, there was no change to any of the information required to be disclosed in relation to any Director pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules for the year ended 30 June 2023.

SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company and within the knowledge of the Directors, the Company maintained sufficient public float as at the date of this Report.

AUDITOR

A resolution for the re-appointment of KPMG as auditor of the Company is to be proposed at the forthcoming annual general meeting.

By Order of the Board

CHEW Seong Aun
Executive Director and Group Chief Financial Officer

Hong Kong, 20 September 2023

INDEPENDENT AUDITOR'S REPORT

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF GUOCO GROUP LIMITED

(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Guoco Group Limited ("the Company") and its subsidiaries ("the Group") set out on pages 69 to 173, which comprise the consolidated statement of financial position as at 30 June 2023, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 June 2023 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* ("the Code") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in Bermuda, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

INDEPENDENT AUDITOR'S REPORT

IMPAIRMENT OF HOTEL PROPERTIES, INTANGIBLE ASSETS AND RIGHT-OF-USE ASSETS RELATED TO HOSPITALITY AND LEISURE BUSINESSES

Refer to notes 14, 15 and 16 to the consolidated financial statements and the accounting policies in notes 2(e), 2(f), 2(h) and 2(k)(ii).

The Key Audit Matter

The Group owns, leases and manages a number of hotels located in the United Kingdom which are measured at cost less accumulated depreciation and impairment losses. The Group also operates gaming and leisure businesses and holds casino and other gaming licences, and concessions in the United Kingdom, as well as a smaller number in Spain, the majority of which are classified as intangible assets with indefinite useful lives.

As at 30 June 2023, the carrying values of hotel properties, capitalised casino and other gaming licences and concessions and related right-of-use assets totalled US$2,402 million in aggregate, representing 14% of the Group's total assets as at that date.

The estimation of the recoverable amount of each cash generating unit ("CGU") to which these assets have been allocated is sensitive to the key assumptions applied, which include occupancy rates and revenue per available room in deriving the projected cash flows for hotel properties and related right-of-use assets; earnings multiples in deriving the projected cash flows for right-of-use assets related to casinos, casino and other gaming licences, and concessions, growth rates and the discount rates applied.

The current economic environment in the United Kingdom has continued to put pressure on hotel room rates and occupancy levels and earnings multiples for casinos.

We identified assessing potential impairment provision of hotel properties, intangible assets and right-of-use assets related to hospitality and leisure businesses as a key audit matter because of the significant level of management judgement required to be exercised in determining the assumptions adopted in the impairment assessments which can be inherently uncertain and could be subject to management bias.

How the matter was addressed in our audit

Our audit procedures to assess potential impairment of hotel properties, intangible assets and right-of-use assets related to hospitality and leisure businesses included the following:

- evaluating the Group's identification of CGUs and the amounts of hotel properties, casino and other gaming licences, and concessions and right-of-use assets related to hospitality and leisure businesses allocated to each CGU;
- evaluating the Group's process for identification of indicators of potential impairment of hotel properties and related right-of-use assets;
- assessing whether the Group's impairment assessment models were prepared in accordance with the requirements of the prevailing accounting standards;
- with the involvement of valuation specialists, assessing the discount rates adopted in the impairment assessment for right-of-use assets related to casinos, casino and other gaming licences, and concessions;
- assessing the valuation methodology adopted by the Group and comparing the key assumptions applied in the computation of recoverable amounts with external economic forecast and available industry data, which included occupancy rates and revenue per available room for hotel properties and related right-of-use assets, and earnings multiples for right-of-use assets related to casinos, casino and other gaming licences, and concessions;
- assessing the growth rates and discount rates adopted in the impairment assessments related to hotel properties and right-of-use assets related to hospitality by comparing them with historical rates, external economic forecast and available industry data, taking into consideration comparability and market factors;
- evaluating the historical accuracy of management's calculations of the recoverable amounts of each CGU by comparing the forecasts at the end of the previous financial year for key assumptions and estimates with the actual outcomes in the current year and evaluating the reasonableness of management's forecasts for financial performance, by comparing with external data such as economic and industry, if available; and
- determining the extent of change in those estimates that, either individually or collectively, would be required for each CGU to be materially misstated and considering the likelihood of such a movement in those key estimates arising and whether there was any evidence of management bias.

INDEPENDENT AUDITOR'S REPORT

VALUATION OF INVESTMENT PROPERTIES

Refer to note 14 to the consolidated financial statements and the accounting policies in note 2(g).

The Key Audit Matter	How the matter was addressed in our audit
The Group owns a portfolio of investment properties, comprising commercial properties in Hong Kong, Singapore, Malaysia, and China. As at 30 June 2023, the carrying value of investment properties was US$4,718 million, representing 28% of the Group's total assets as at that date. The fair values of the Group's investment properties were assessed by management based on independent valuations prepared by external property valuers. The net changes in fair value of investment properties in the consolidated income statement represented 21% of the Group's profit before taxation for the year ended 30 June 2023. We identified valuation of investment properties as a key audit matter because the determination of the fair values involves significant judgement and estimation, particularly in selecting the appropriate valuation methodology and in determining the underlying assumptions, which increase the risk of error or potential management bias, and because the valuations are sensitive to the key assumptions applied, including those relating to capitalisation rate, comparable sales price, the discount rates applied and terminal yield rates.	Our audit procedures to assess the valuation of investment properties included the following: • evaluating the qualifications, experience and competence of the external property valuers engaged by management and holding discussions with the external property valuers, to understand their valuation methods; • assessing the rental information used in the valuations by comparing specific details with underlying leases and externally available industry data; and • with the involvement of internal property valuation specialists, evaluating the valuation methodology used by the external property valuers based on our knowledge of other property valuers for similar types of properties, assessing the key assumptions adopted in the valuations, including those relating to capitalisation rate, comparable sales price, the discount rates applied and terminal yield rates, by comparing them with historical rates and available industry data, taking into consideration comparability and market factors and conditions, and considering the possibility of error or management bias in the selection of assumptions adopted, on a sample basis.

INDEPENDENT AUDITOR'S REPORT

VALUATION OF DEVELOPMENT PROPERTIES AND PROPERTIES HELD FOR SALE

Refer to notes 22 and 23 to the consolidated financial statements and the accounting policies in note 2(i).

The Key Audit Matter	How the matter was addressed in our audit
The Group's development properties and properties held for sale mainly comprise residential properties under development and completed properties in Singapore, Malaysia and China. As at 30 June 2023, the carrying values of development properties and properties held for sale totalled US$2,774 million in aggregate, representing 16% of the Group's total assets as at that date. Development properties and properties held for sale are stated at the lower of their costs and net realisable values ("NRV"). The assessment of NRV of development properties and properties held for sale involves the exercise of significant management judgement, particularly in estimating forecast selling prices and estimated costs to complete the development of the properties. The uncertain macro-economic outlook and market sentiments might exert downward pressure on property prices given the current economic slowdown and prevailing government policies in the jurisdictions in which the development properties are located. Total development costs may also vary with market conditions and unforeseen circumstances may arise during construction leading to cost overruns. We identified valuation of development properties and properties held for sale as a key audit matter because the assessment of NRV is inherently subjective and requires significant management judgement and estimation in relation to forecasting selling prices, development costs and selling expenses, which increases the risk of error or potential management bias.	Our audit procedures to assess the valuation of development properties and properties held for sale included the following: • evaluating the Group's estimated total development costs, by comparing the costs with contracts and related agreements, taking into consideration the costs incurred to date, construction progress and any significant deviation in design plans or cost overruns; and • assessing the Group's forecast selling prices, by comparison with recent transacted sales prices for the same project and/or comparable properties in the vicinity of the development and considering the possibility of error or management bias.

INDEPENDENT AUDITOR'S REPORT

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The directors are assisted by the Board Audit and Risk Management Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

INDEPENDENT AUDITOR'S REPORT

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Board Audit and Risk Management Committee 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 Board Audit and Risk Management Committee with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, actions taken to eliminate threats or safeguards applied.

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

The engagement partner on the audit resulting in this independent auditor's report is Hui Chuen Hoi.

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

20 September 2023

CONSOLIDATED INCOME STATEMENT

FOR THE YEAR ENDED 30 JUNE 2023

	Note	2023 US$'000	2022 US$'000	2023 HK$'000 (note 1(c))	2022 HK$'000 (note 1(c))
Turnover	5	**2,810,466**	2,008,688	**22,022,812**	15,758,258
Revenue	5	**2,489,566**	1,899,913	**19,508,239**	14,904,912
Cost of sales		**(1,484,704)**	(1,080,085)	**(11,634,141)**	(8,473,321)
Other attributable costs		**(95,506)**	(69,814)	**(748,385)**	(547,694)
		909,356	750,014	**7,125,713**	5,883,897
Other revenue	6(a)	**79,028**	169,055	**619,263**	1,326,245
Other net income/(losses)	6(b)	**124,702**	(40,253)	**977,165**	(315,787)
Administrative and other operating expenses		**(696,405)**	(587,013)	**(5,457,030)**	(4,605,146)
Profit from operations before finance costs		**416,681**	291,803	**3,265,111**	2,289,209
Finance costs	7(a)	**(197,263)**	(144,861)	**(1,545,753)**	(1,136,442)
Profit from operations		**219,418**	146,942	**1,719,358**	1,152,767
Valuation surplus on investment properties	14	**104,909**	175,021	**822,067**	1,373,048
Share of profits of associates and joint ventures	7(c)	**164,483**	140,747	**1,288,889**	1,104,167
Profit for the year before taxation	7	**488,810**	462,710	**3,830,314**	3,629,982
Taxation	8(a)	**(20,841)**	(41,996)	**(163,310)**	(329,461)
Profit for the year		**467,969**	420,714	**3,667,004**	3,300,521
Attributable to:					
Equity shareholders of the Company		**433,930**	249,863	**3,400,274**	1,960,186
Non-controlling interests		**34,039**	170,851	**266,730**	1,340,335
Profit for the year		**467,969**	420,714	**3,667,004**	3,300,521
Earnings per share		**US$**	US$	**HK$**	HK$
Basic	12	**1.33**	0.77	**10.46**	6.03
Diluted	12	**1.33**	0.77	**10.46**	6.03

The notes on pages 77 to 173 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in note 11.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2023

	2023 US$'000	2022 US$'000	2023 HK$'000 (note 1(c))	2022 HK$'000 (note 1(c))
Profit for the year	**467,969**	420,714	**3,667,004**	3,300,521
Other comprehensive income for the year (after tax and reclassification adjustments)				
Items that will not be reclassified to profit or loss:				
Equity investments at fair value through other comprehensive income ("FVOCI") – net movement in fair value reserve (non-recycling)	**(76,447)**	(136,500)	**(599,039)**	(1,070,849)
Actuarial (loss)/gain on defined benefit obligation	**(7,515)**	4,219	**(58,888)**	33,098
	(83,962)	(132,281)	**(657,927)**	(1,037,751)
Items that may be reclassified subsequently to profit or loss:				
Exchange translation differences relating to financial statements of foreign subsidiaries, associates and joint ventures	**(72,864)**	(477,912)	**(570,962)**	(3,749,244)
Exchange translation reserve reclassified to profit or loss upon disposal of subsidiaries	**–**	(974)	**–**	(7,641)
Changes in fair value of cash flow hedge	**(115)**	5,095	**(901)**	39,971
Changes in fair value on net investment hedge	**18,738**	11,257	**146,831**	88,312
Share of other comprehensive income of associates	**14,748**	(28,321)	**115,565**	(222,180)
	(39,493)	(490,855)	**(309,467)**	(3,850,782)
Other comprehensive income for the year, net of tax	**(123,455)**	(623,136)	**(967,394)**	(4,888,533)
Total comprehensive income for the year	**344,514**	(202,422)	**2,699,610**	(1,588,012)
Total comprehensive income for the year attributable to:				
Equity shareholders of the Company	**306,423**	(245,300)	**2,401,129**	(1,924,392)
Non-controlling interests	**38,091**	42,878	**298,481**	336,380
	344,514	(202,422)	**2,699,610**	(1,588,012)

The notes on pages 77 to 173 form part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 30 JUNE 2023

	Note	2023 US$'000	2022 US$'000	2023 HK$'000 (note 1(c))	2022 HK$'000 (note 1(c))
NON-CURRENT ASSETS					
Investment properties	14	**4,718,560**	4,421,488	**36,974,636**	34,686,794
Other property, plant and equipment	14	**1,516,728**	1,510,282	**11,885,081**	11,848,238
Right-of-use assets	15	**720,258**	650,495	**5,643,942**	5,103,166
Interest in associates and joint ventures	18	**1,838,536**	1,792,395	**14,406,768**	14,061,428
Equity investments at FVOCI	20	**733,893**	841,696	**5,750,786**	6,603,147
Deferred tax assets	34	**128,819**	108,317	**1,009,426**	849,752
Intangible assets	16	**865,675**	889,165	**6,783,429**	6,975,544
Goodwill	21	**304,937**	305,164	**2,389,486**	2,394,027
Pensions surplus	32	**8,430**	15,156	**66,058**	118,900
		10,835,836	10,534,158	**84,909,612**	82,640,996
CURRENT ASSETS					
Development properties	22	**2,561,266**	2,669,272	**20,070,080**	20,940,572
Properties held for sale	23	**212,616**	298,471	**1,666,059**	2,341,520
Inventories	24	**48,971**	60,930	**383,737**	477,999
Deposits for land	25	**129,118**	–	**1,011,769**	–
Contract assets	26	**28,584**	167,665	**223,984**	1,315,341
Trade and other receivables	27	**220,189**	227,844	**1,725,401**	1,787,448
Tax recoverable	8(d)	**20,113**	19,466	**157,605**	152,712
Trading financial assets	28	**1,233,159**	1,120,139	**9,663,034**	8,787,546
Cash and short term funds	29	**1,635,097**	1,504,382	**12,812,620**	11,801,952
		6,089,113	6,068,169	**47,714,289**	47,605,090
CURRENT LIABILITIES					
Contract liabilities	26	**217,329**	120,739	**1,702,990**	947,203
Trade and other payables	30	**640,975**	613,617	**5,022,680**	4,813,856
Bank loans and other borrowings	31	**1,019,344**	1,529,802	**7,987,580**	12,001,373
Taxation	8(d)	**35,913**	26,816	**281,414**	210,373
Provisions and other liabilities	32	**16,829**	22,349	**131,872**	175,329
Lease liabilities	33	**62,223**	57,675	**487,579**	452,463
		1,992,613	2,370,998	**15,614,115**	18,600,597
NET CURRENT ASSETS		**4,096,500**	3,697,171	**32,100,174**	29,004,493
TOTAL ASSETS LESS CURRENT LIABILITIES		**14,932,336**	14,231,329	**117,009,786**	111,645,489

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 30 JUNE 2023

	Note	2023 US$'000	2022 US$'000	2023 HK$'000 (note 1(c))	2022 HK$'000 (note 1(c))
NON-CURRENT LIABILITIES					
Bank loans and other borrowings	31	**3,689,265**	3,355,924	**28,909,081**	26,327,392
Amount due to non-controlling interests		**318,283**	324,727	**2,494,066**	2,547,500
Provisions and other liabilities	32	**53,862**	13,174	**422,063**	103,351
Deferred tax liabilities	34	**26,712**	57,754	**209,315**	453,083
Lease liabilities	33	**975,098**	877,729	**7,640,868**	6,885,828
		5,063,220	4,629,308	**39,675,393**	36,317,154
NET ASSETS		**9,869,116**	9,602,021	**77,334,393**	75,328,335
CAPITAL AND RESERVES					
Share capital	35(c)	**164,526**	164,526	**1,289,226**	1,290,715
Reserves		**7,407,991**	7,192,673	**58,049,017**	56,426,879
Total equity attributable to equity shareholders of the Company		**7,572,517**	7,357,199	**59,338,243**	57,717,594
Non-controlling interests		**2,296,599**	2,244,822	**17,996,150**	17,610,741
TOTAL EQUITY		**9,869,116**	9,602,021	**77,334,393**	75,328,335

Approved and authorised for issue by the Board of Directors on 20 September 2023.

KWEK Leng Hai
CHEW Seong Aun
Directors

The notes on pages 77 to 173 form part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2023

	Attributable to equity shareholders of the Company													
	Share capital US$'000	Share premium US$'000	Capital and other reserves US$'000	Contributed surplus US$'000	ESOS reserve US$'000	Share option reserve US$'000	Exchange translation reserve US$'000	Fair value reserve US$'000	Hedging reserve US$'000	Revaluation reserve US$'000	Retained profits US$'000	Total US$'000	Non-controlling interests US$'000	Total equity US$'000
At 1 July 2022	164,526	10,493	(68,118)	2,806	(39,017)	(541)	(599,718)	(754,505)	3,332	46,692	8,591,249	7,357,199	2,244,822	9,602,021
Profit for the year	-	-	-	-	-	-	-	-	-	-	433,930	433,930	34,039	467,969
Exchange translation differences relating to financial statements of foreign subsidiaries, associates and joint ventures	-	-	-	-	-	-	(70,685)	-	-	-	-	(70,685)	(2,179)	(72,864)
Changes in fair value of equity investments at FVOCI	-	-	-	-	-	-	-	(76,447)	-	-	-	(76,447)	-	(76,447)
Transfer upon disposal of equity investments at FVOCI	-	-	-	-	-	-	-	5,676	-	-	(5,676)	-	-	-
Changes in fair value of cash flow hedge	-	-	-	-	-	-	-	-	(133)	-	-	(133)	18	(115)
Changes in fair value on net investment hedge	-	-	-	-	-	-	-	-	12,525	-	-	12,525	6,213	18,738
Actuarial loss on defined benefit obligation	-	-	-	-	-	-	-	-	-	-	(7,515)	(7,515)	-	(7,515)
Share of other comprehensive income of associates	-	-	(1,221)	-	-	-	3,249	12,149	10	-	561	14,748	-	14,748
Total comprehensive income for the year	-	-	(1,221)	-	-	-	(67,436)	(58,622)	12,402	-	421,300	306,423	38,091	344,514
Transfer between reserves	-	-	19,040	-	-	-	-	-	-	-	(19,040)	-	-	-
Equity-settled share-based transactions	-	-	-	-	-	564	-	-	-	-	-	564	494	1,058
Acquisition of additional interests in subsidiaries	-	-	-	-	-	-	425	-	-	-	4,528	4,953	(12,279)	(7,326)
Distribution payment for perpetual securities	-	-	-	-	-	-	-	-	-	-	-	-	(13,560)	(13,560)
Accrued distribution for perpetual securities	-	-	-	-	-	-	-	-	-	-	(13,825)	(13,825)	13,825	-
Share-based payments	-	-	136	-	-	-	-	-	-	-	-	136	4	140
Capitalisation of shareholders' loan from non-controlling interests of a subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	43,850	43,850
Share capital reduction in a subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	(649)	(649)
Dividends paid to non-controlling interests by subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	(17,999)	(17,999)
Final dividend paid in respect of the prior year	-	-	-	-	-	-	-	-	-	-	(62,217)	(62,217)	-	(62,217)
Interim dividend paid in respect of the current year	-	-	-	-	-	-	-	-	-	-	(20,716)	(20,716)	-	(20,716)
At 30 June 2023	164,526	10,493	(50,163)	2,806	(39,017)	23	(666,729)	(813,127)	15,734	46,692	8,901,279	7,572,517	2,296,599	9,869,116

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2023

	Attributable to equity shareholders of the Company													
	Share capital US$'000	Share premium US$'000	Capital and other reserves US$'000	Contributed surplus US$'000	ESOS reserve US$'000	Share option reserve US$'000	Exchange translation reserve US$'000	Fair value reserve US$'000	Hedging reserve US$'000	Revaluation reserve US$'000	Retained profits US$'000	Total US$'000	Non-controlling interests US$'000	Total equity US$'000
At 1 July 2021	164,526	10,493	(79,927)	2,806	(39,017)	(225)	(262,607)	(566,016)	(8,620)	46,692	8,431,360	7,699,465	2,216,525	9,915,990
Profit for the year	-	-	-	-	-	-	-	-	-	-	249,863	249,863	170,851	420,714
Exchange translation differences relating to financial statements of foreign subsidiaries, associates and joint ventures	-	-	-	-	-	-	(345,602)	-	-	-	-	(345,602)	(132,310)	(477,912)
Exchange translation reserve reclassified to profit or loss upon disposal of subsidiaries	-	-	-	-	-	-	(625)	-	-	-	-	(625)	(349)	(974)
Changes in fair value of equity investments at FVOCI	-	-	-	-	-	-	-	(136,500)	-	-	-	(136,500)	-	(136,500)
Transfer upon disposal of equity investments at FVOCI	-	-	-	-	-	-	-	(15,921)	-	-	15,921	-	-	-
Changes in fair value of cash flow hedge	-	-	-	-	-	-	-	-	4,211	-	-	4,211	884	5,095
Changes in fair value on net investment hedge	-	-	-	-	-	-	-	-	7,524	-	-	7,524	3,733	11,257
Actuarial gain on defined benefit obligation	-	-	-	-	-	-	-	-	-	-	4,150	4,150	69	4,219
Share of other comprehensive income of associates	-	-	(1,871)	-	-	-	9,116	(36,068)	217	-	285	(28,321)	-	(28,321)
Total comprehensive income for the year	-	-	(1,871)	-	-	-	(337,111)	(188,489)	11,952	-	270,219	(245,300)	42,878	(202,422)
Transfer between reserves	-	-	13,680	-	-	(178)	-	-	-	-	(13,502)	-	-	-
Equity-settled share-based transactions	-	-	-	-	-	(138)	-	-	-	-	-	(138)	(129)	(267)
Acquisition of additional interests in subsidiaries	-	-	-	-	-	-	-	-	-	-	64	64	(134)	(70)
Distribution payment for perpetual securities	-	-	-	-	-	-	-	-	-	-	-	-	(13,230)	(13,230)
Accrued distribution for perpetual securities	-	-	-	-	-	-	-	-	-	-	(13,659)	(13,659)	13,659	-
Dividends paid to non-controlling interests by subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	(14,747)	(14,747)
Final dividend paid in respect of the prior year	-	-	-	-	-	-	-	-	-	-	(62,562)	(62,562)	-	(62,562)
Interim dividend paid in respect of the current year	-	-	-	-	-	-	-	-	-	-	(20,776)	(20,776)	-	(20,776)
Refund of unclaimed dividends	-	-	-	-	-	-	-	-	-	-	105	105	-	105
At 30 June 2022	164,526	10,493	(68,118)	2,806	(39,017)	(541)	(599,718)	(754,505)	3,332	46,692	8,591,249	7,357,199	2,244,822	9,602,021

The notes on pages 77 to 173 form part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2023

	Note	2023 US$'000	2022 US$'000
Operating activities			
Profit for the year before taxation		**488,810**	462,710
Adjustments for:			
– Finance costs	7(a)	**197,263**	144,861
– Interest income	5	**(50,308)**	(19,011)
– Dividend income	5	**(104,737)**	(74,559)
– Depreciation charged on other property, plant and equipment	7(c)	**66,142**	76,048
– Depreciation charged on right-of-use assets	7(c)	**36,461**	50,142
– Amortisation of intangible assets	7(c)	**35,989**	45,635
– Equity-settled share-based payment expenses/(forfeiture)	7(b)	**1,014**	(457)
– Net impairment loss recognised on other property, plant and equipment	7(c)	**57,039**	9,534
– Net impairment loss recognised on intangible assets	7(c)	**33,464**	6,243
– Net impairment loss recognised on right-of-use assets	7(c)	**45,157**	36,239
– Impairment loss recognised on goodwill	7(c)	**7,477**	62,054
– Impairment loss recognised on interest in a joint venture	7(c)	**32,272**	–
– Net write down of development properties and properties held for sale	7(c)	**35,891**	–
– Valuation surplus on investment properties	14	**(104,909)**	(175,021)
– Share of profits of associates and joint ventures	7(c)	**(164,483)**	(140,747)
– Net losses on disposal of property, plant and equipment	6(b)	**1,064**	4,375
– Net loss on disposal of intangible assets	6(b)	**57**	1,004
– Gain on disposal of subsidiaries	6(b)	**–**	(13,317)
– Additional proceeds from disposal of a subsidiary in prior year	6(b)	**–**	(11,666)
– Remeasurement gain on existing interest in other investment	6(b)	**–**	(1,710)
Operating profit before changes in working capital		**613,663**	462,357
Decrease/(increase) in trade and other receivables		**13,569**	(25,828)
(Increase)/decrease in trading financial assets		**(112,837)**	201,700
Decrease in equity investments at FVOCI		**32,462**	16,816
Decrease/(increase) in development properties		**41,680**	(580,223)
Decrease in properties held for sale		**84,497**	94,547
Increase in deposits for land		**(129,118)**	–
Decrease in contract assets		**143,264**	190,719
Decrease in inventories		**10,677**	3,037
Decrease in provisions and other liabilities		**(5,088)**	(16,686)
Increase in contract liabilities		**93,579**	50,654
Increase in trade and other payables		**219**	23,681
Cash generated from operations		**786,567**	420,774
Interest received		**43,683**	17,949
Dividend received from equity investments		**111,607**	67,448
Taxation			
– Hong Kong Profits Tax paid		**(518)**	(340)
– Overseas tax paid		**(48,955)**	(54,163)
Net cash generated from operating activities		**892,384**	451,668

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2023

	Note	2023 US$'000	2022 US$'000
Investing activities			
Net advance to associates and joint ventures		**(14,126)**	(63,496)
Purchase of property, plant and equipment		**(62,482)**	(42,300)
Additions in investment properties under development		**(87,228)**	(219,843)
Purchase of intangible assets		**(16,804)**	(13,370)
Acquisition of a subsidiary	36(a)	**–**	(558)
Acquisition of additional interests in subsidiaries		**(7,326)**	(70)
Decrease in cash held under assets held for sale		**–**	8,214
Proceeds from disposal of subsidiaries	36(b)	**–**	19,855
Proceeds from disposal of property, plant and equipment		**870**	1,154
Dividends received from associates and joint ventures		**30,969**	38,666
Increase in fixed deposits with maturity over three months		**(228,369)**	(32,963)
Capital contribution to a joint venture		**(365)**	(863)
Additional proceeds from disposal of a subsidiary in the prior year		**–**	11,666
Net cash used in investing activities		**(384,861)**	(293,908)
Financing activities			
Net (repayment of)/proceeds from bank loans and other borrowings		**(221,558)**	306,079
Increase in cash collateral		**(1,758)**	(1,006)
Distribution payment of perpetual securities by a subsidiary		**(13,560)**	(13,230)
Share capital reduction in a subsidiary		**(649)**	–
Advance from/(repayment to) non-controlling interests		**28,519**	(21,283)
Capital element of lease rentals paid		**(59,680)**	(81,443)
Interest element of lease rentals paid		**(46,606)**	(51,012)
Interest paid		**(196,833)**	(138,730)
Dividends paid to non-controlling interests by subsidiaries		**(17,999)**	(14,747)
Dividends paid to equity shareholders of the Company		**(82,933)**	(83,338)
Refund of unclaimed dividend		**–**	105
Net cash used in financing activities		**(613,057)**	(98,605)
Net (decrease)/increase in cash and cash equivalents		**(105,534)**	59,155
Cash and cash equivalents at 1 July		**1,345,816**	1,324,589
Effect of foreign exchange rate changes		**3,488**	(37,928)
Cash and cash equivalents at 30 June	29(a)	**1,243,770**	1,345,816

The notes on pages 77 to 173 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1. BASIS OF PREPARATION

(a) Statement of compliance

Although not required under the Bye-Laws of the Company, these financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Significant accounting policies adopted by the Group are disclosed.

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 4 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting period reflected in these financial statements.

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 30 June 2023 comprise the Company and its subsidiaries and the Group's interest in associates and joint ventures.

The measurement basis used in the preparation of the financial statements is the historical cost basis modified by the revaluation of investment properties and the marking to market of certain financial instruments as explained in the accounting policies set out in note 2.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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

Judgements made by management in the application of HKFRSs that have a significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 3.

(c) Hong Kong dollar amounts

The Hong Kong dollar figures shown in the consolidated income statement, consolidated statement of comprehensive income and consolidated statement of financial position are for information only. The Company's functional currency is United States dollars. The Hong Kong dollar figures are translated from United States dollars at the rates ruling at the respective financial year ends.

NOTES TO THE FINANCIAL STATEMENTS

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Revenue recognition

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Sale of properties

The Group develops and sells residential projects to customers through fixed-price contracts. Revenue is recognised when the control over the residential project has been transferred to the customer. At contract inception, the Group assesses whether the Group transfers control of the residential project over time or at a point in time by determining if (a) its performance does not create an asset with an alternative use to the Group; and (b) the Group has an enforceable right to payment for performance completed to date.

The residential projects have no alternative use for the Group due to contractual restriction, and the Group has enforceable rights to payment arising from the contractual terms. For these contracts, revenue is recognised over time by reference to the Group's progress towards completing the construction of the residential project. The measurement of progress is determined based on the proportion of contract costs incurred to date to the estimated total contract costs. Costs incurred that are not related to the contract or that do not contribute towards satisfying a performance obligation are excluded from the measurement of progress and instead are expensed as incurred.

For certain contracts where the Group does not have enforceable rights to payment, revenue is recognised only when the completed residential project is delivered to the customer and the customer has accepted it in accordance with the sales contract.

Under certain payment schemes, the time when payments are made by the buyer and the transfer of control of the property to the buyer do not coincide and, where the difference between the timing of receipt of the payments and the satisfaction of a performance obligation is 12 months or more, the entity adjusts the transaction price with its customer and recognises a financing component. In adjusting for the financing component, the entity uses a discount rate that would reflect that of a separate financing transaction between the entity and its customer at contract inception. A finance income or finance expense will be recognised depending on the arrangement.

Revenue is measured at the transaction price agreed under the contract. Estimates of revenues, costs or extent of progress towards completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in the profit or loss in the period in which the circumstances that give rise to the revision become known by management.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(a) Revenue recognition (cont'd)

(ii) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

(iii) Sales of goods and services

Revenue is recognised when the customer takes possession of and accepts the products. If the products are a partial fulfilment of a contract covering other goods and/or services, then the amount of revenue recognised is an appropriate proportion of the total transaction price under the contract, allocated between all the goods and services promised under the contract on a relative stand-alone selling price basis.

(iv) Dividends

- Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.

- Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

(v) Interest income

Interest income is recognised as it accrues under the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset.

(vi) Royalty income is recognised on an accrual basis in accordance with the substance of the relevant agreements.

(vii) Casino revenue represents the gaming win before deduction of gaming duty.

(viii) Revenue from hotel operations is recognised in profit or loss on an accrual basis, upon services being rendered. Revenue from hotel operations includes room rental, income earned from sales of food and beverages, rendering of laundry services and other miscellaneous income.

(b) Investments

(i) Investments in debt and equity securities

The Group's and the Company's policies for investments in debt and equity securities, other than investments in subsidiaries, associates and joint ventures, are as follows:

Investments in debt and equity securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss ("FVPL") for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see note 38(f). These investments are subsequently accounted for as follows, depending on their classification.

NOTES TO THE FINANCIAL STATEMENTS

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(b) Investments (cont'd)

(i) Investments in debt and equity securities (cont'd)

Investments other than equity investments

Non-equity investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method (see note 2(a)(v)).

- FVOCI – recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.

- FVPL, if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

Equity investments

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income in accordance with the policy set out in note 2(a)(iv).

(ii) Subsidiaries and non-controlling interests

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(b) Investments (cont'd)

(ii) Subsidiaries and non-controlling interests (cont'd)

Non-controlling interests

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated income statement and the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes 2(l) or (n) depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 2(b)(i)) or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture (see note 2(b)(iii)).

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 2(k)(ii)).

(iii) Associates and joint ventures

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

A joint venture is an arrangement whereby the Group or Company and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

An investment in an associate or a joint venture is accounted for in the consolidated financial statements under the equity method. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see notes 2(d) and 2(k)(ii)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated income statement, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of comprehensive income, after adjusting, where necessary to ensure consistency with the Group's accounting policies.

NOTES TO THE FINANCIAL STATEMENTS

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(b) Investments (cont'd)

(iii) Associates and joint ventures (cont'd)

When the Group's share of losses exceeds its interest in the associate or the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate or the joint venture.

Unrealised profits and losses resulting from transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 2(b)(i)).

In the Company's statement of financial position, investments in associates and joint ventures are stated at cost less impairment losses (see note 2(k)(ii)).

(c) Derivative financial instruments and hedging activities

Derivative financial instruments are recognised at fair value. At the end of each reporting period the fair value is remeasured. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss, except where the derivatives qualify for cash flow hedge accounting or hedge of net investment in a foreign operation, in which case recognition of any resultant gain or loss depends on the nature of the item being hedged (see below).

(i) Cash flow hedges

Where a derivative financial instrument is designated as a hedging instrument in a cash flow hedge, the effective portion of any gain or loss on the derivative financial instrument is recognised in other comprehensive income and accumulated separately in equity in the hedging reserve. The ineffective portion of any gain or loss is recognised immediately in profit or loss.

If a hedge of a forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability, the associated gain or loss is reclassified from equity to be included in the initial cost or other carrying amount of the non-financial asset or liability.

For all other hedged forecast transactions, the amount accumulated in the hedging reserve is reclassified from equity to profit or loss in the same period or periods during which the hedged cash flows affect profit or loss (such as when a forecast sale occurs or interest expense is recognised).

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(c) Derivative financial instruments and hedging activities (cont'd)

(i) Cash flow hedges (cont'd)

If a hedge no longer meets the criteria for hedge accounting (including when the hedging instrument expires or is sold, terminated or exercised), then hedge accounting is discontinued prospectively. When hedge accounting is discontinued, but the hedged forecast transaction is still expected to occur, the amount that has been accumulated in the hedging reserve remains in equity until the transaction occurs and it is recognised in accordance with the above policy. If the hedged transaction is no longer expected to take place, the amount that has been accumulated in the hedging reserve is reclassified from equity to profit or loss immediately.

(ii) Hedge of net investments in foreign operations

The effective portion of any foreign exchange gain or loss on the borrowings is recognised in other comprehensive income and accumulated in equity in the exchange reserve until the disposal of the foreign operation, at which time the cumulative gain or loss is reclassified from equity to profit or loss. The ineffective portion is recognised immediately in profit or loss.

(d) Goodwill

Goodwill represents the excess of:

(i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over

(ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 2(k)(ii)).

On disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

(e) Intangible assets

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note 2(k)(ii)). Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred.

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. Both the period and method of amortisation are reviewed annually.

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above.

NOTES TO THE FINANCIAL STATEMENTS

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(f) Other property, plant and equipment and depreciation

(i) Properties are stated at cost less accumulated depreciation and impairment loss (see note 2(k)(ii)). Depreciation is calculated to write off the cost of the assets less their estimated residual value using the straight-line method over their estimated useful lives as follows:

- Freehold land is not depreciated.
- Building situated on freehold land are depreciated over their remaining useful economic lives (up to 100 years).
- Land held under operating leases and buildings thereon are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 50 years after the date of completion.

(ii) Furniture, fixtures and equipment are stated at cost less accumulated depreciation and impairment loss (see note 2(k)(ii)). Depreciation is calculated on a straight-line basis to write off the cost of the assets over their estimated useful lives, taken as being 3 to 15 years.

(iii) Both the useful life of an asset and its residual value, if any, are reviewed annually.

(iv) Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

(g) Investment property

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note 2(h)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are stated at fair value, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably measured at that time. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment properties is accounted for as described in note 2(a)(ii).

(h) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(h) Leased assets (cont'd)

(i) As a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or a rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see note 2(k)(ii)). The right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or a rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

NOTES TO THE FINANCIAL STATEMENTS

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(h) Leased assets (cont'd)

(ii) As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in accordance with note 2(a)(ii).

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption described in note 2(h)(i), then the Group classifies the sub-lease as an operating lease.

(i) Inventories

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process or in the rendering of services.

Inventories are carried at the lower of cost and net realisable value as follows:

Property development

Cost and net realisable values are determined as follows:

- *Property under development for sale*

  The cost of properties under development for sale comprises specifically identified cost, including the acquisition cost of land, aggregate cost of development, materials and supplies, wages and other direct expenses, an appropriate proportion of overheads and borrowing costs capitalised (see note 2(t)). Net realisable value represents the estimated selling price less estimated costs of completion and costs to be incurred in selling the property.

- *Completed property held for resale*

  The cost of completed properties held for sale comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

  In the case of completed properties developed by the Group which comprise of multiple units which are sold individually, the cost of each unit is determined by apportionment of the total development costs for that development project to each unit on a per square foot basis, unless another basis is more representative of the cost of the specific unit. Net realisable value represents the estimated selling price less costs to be incurred in selling the property.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(i) Inventories (cont'd)

Other inventories

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

Other contract costs

Other contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer which are not capitalised as inventory (see note 2(i)), property, plant and equipment (see note 2(f)) or intangible assets (see note 2(e)).

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained e.g. an incremental sales commission. Incremental costs of obtaining a contract are capitalised when incurred if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered. Other costs of obtaining a contract are expensed when incurred.

Costs to fulfil a contract are capitalised if the costs relate directly to an existing contract or to a specifically identifiable anticipated contract; generate or enhance resources that will be used to provide goods or services in the future; and are expected to be recovered. Costs that relate directly to an existing contract or to a specifically identifiable anticipated contract may include direct labour, direct materials, allocations of costs, costs that are explicitly chargeable to the customer and other costs that are incurred only because the Group entered into the contract (for example, payments to sub-contractors). Other costs of fulfilling a contract, which are not capitalised as inventory, property, plant and equipment or intangible assets, are expensed as incurred.

Capitalised contract costs are stated at cost less accumulated amortisation and impairment losses. Impairment losses are recognised to the extent that the carrying amount of the contract cost asset exceeds the net of (i) remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the asset relates, less (ii) any costs that relate directly to providing those goods or services that have not yet been recognised as expenses.

Amortisation of capitalised contract costs is charged to profit or loss when the revenue to which the asset relates is recognised. The accounting policy for revenue recognition is set out in note 2(a).

NOTES TO THE FINANCIAL STATEMENTS

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(j) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see note 2(a)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for expected credit losses ("ECL") in accordance with the policy set out in note 2(k)(i) and are reclassified to receivables when the right to the consideration has become unconditional (see note 2(m)).

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see note 2(a)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 2(m)).

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see note 2(a)).

(k) Credit losses and impairment of assets

(i) Credit losses from financial instruments, contract assets and lease receivables

The Group recognises a loss allowance for ECLs on the following items:

- financial assets measured at amortised cost (including cash and cash equivalents, trade and other receivables and amounts due from associates and joint ventures which are held for the collection of contractual cash flow which represent solely payments of principal and interest);
- contract assets as defined in HKFRS 15; and
- lease receivables.

Financial assets measured at fair value, including units in bond funds, equity and debt securities measured at FVPL, equity securities designated at FVOCI (non-recycling) and derivative financial assets, are not subject to the ECL assessment.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets, trade and other receivables and contract assets: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate; and
- lease receivables: discount rate used in the measurement of the lease receivable.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(k) Credit losses and impairment of assets (cont'd)

(i) Credit losses from financial instruments, contract assets and lease receivables (cont'd)

Measurement of ECLs (cont'd)

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and

- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables, lease receivables and contract assets are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument (including a loan commitment) has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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

- failure to make payments of principal or interest on their contractually due dates;

- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);

- an actual or expected significant deterioration in the operating results of the debtor; and

- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

NOTES TO THE FINANCIAL STATEMENTS

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(k) Credit losses and impairment of assets (cont'd)

(i) Credit losses from financial instruments, contract assets and lease receivables (cont'd)

Basis of calculation of interest income

Interest income recognised in accordance with note 2(a)(v) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

The gross carrying amount of a financial asset, lease receivable or contract asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- other property, plant and equipment including right-of-use assets (other than properties carried at revalued amounts);
- intangible assets;
- goodwill; and
- investments in subsidiaries, associates and joint ventures in the Company's statement of financial position.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(k) Credit losses and impairment of assets (cont'd)

(ii) Impairment of other assets (cont'd)

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

- *Calculation of recoverable amount*

  The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows 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. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

- *Recognition of impairment losses*

  An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

- *Reversals of impairment losses*

  In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

  A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(l) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 2(t)).

NOTES TO THE FINANCIAL STATEMENTS

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(m) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see note 2(k)(i)).

(n) Trade and other payables

Trade and other payables are initially recognised at fair value. Subsequent to initial recognition, trade and other payables are stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

(o) Perpetual securities

Perpetual securities do not have a maturity date and coupon payment is optional at the discretion of the Group. As the Group does not have a contractual obligation to repay the principal nor make any distributions, perpetual securities are classified as equity.

Any distributions made are treated as dividends and directly debited from equity. Incremental costs directly attributable to the issue of the perpetual securities are deducted against the proceeds from the issue.

(p) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, i.e. having less than three months maturity on acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows. Cash and cash equivalents are assessed for ECL in accordance with the policy set out in note 2(k)(i).

(q) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(q) Income tax (cont'd)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

Where investment properties are carried at their fair value in accordance with the accounting policy set out in note 2(g), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:

  - the same taxable entity; or

  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

NOTES TO THE FINANCIAL STATEMENTS

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(r) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss, except those arising from foreign currency borrowings used to hedge a net investment in a foreign operation which are recognised in other comprehensive income (see note 2(c)(ii)).

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into United States dollars at the average exchange rates for the year. Items presented in the consolidated statement of financial position, including goodwill arising on consolidation of foreign operations acquired, are translated into United States dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange translation reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

(s) Employee benefits

(i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Defined benefit retirement plan obligations

The Group's net obligation in respect of defined benefit retirement plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine the present value and the fair value of any plan assets is deducted. The calculation is performed by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Service cost and net interest expense (income) on the net defined benefit liability (asset) are recognised in profit or loss and allocated by function as part of "cost of sales", "distribution costs" or "administrative expenses". Current service cost is measured as the increase in the present value of the defined benefit obligation resulting from employee service in the current period. Net interest expense (income) for the period is determined by applying the discount rate used to measure the defined benefit obligation at the beginning of the reporting period to the net defined benefit liability (asset). The discount rate is the yield at the end of the reporting period on high quality corporate bonds that have maturity dates approximating the terms of the Group's obligations.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(s) Employee benefits (cont'd)

(ii) Defined benefit retirement plan obligations (cont'd)

When the benefits of a plan are changed, or when a plan is curtailed, current service cost for the portion of the changed benefit related to past service by employees, or the gain or loss on curtailment, is recognised as an expense in profit or loss at the earlier of when the plan amendment or curtailment occurs and when related restructuring costs or termination benefits are recognised.

Remeasurements arising from defined benefit retirement plans are recognised in other comprehensive income and reflected immediately in retained earnings. Remeasurements comprise actuarial gains and losses, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability (asset)) and any change in the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability (asset)).

(iii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a share option reserve within equity. The fair value is measured at grant date using the Black-Scholes model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that are expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share option reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the share option reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the share option reserve until either the option is exercised (when it is included in the amount recognised in share capital for the shares issued) or the option expires (when it is released directly to retained profits).

(t) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

NOTES TO THE FINANCIAL STATEMENTS

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(u) Financial guarantees issued, provisions and contingent liabilities

(i) Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees issued are initially recognised within trade and other payables at fair value, which is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss.

Subsequent to initial recognition, the amount initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued.

(ii) Contingent liabilities assumed in business combinations

Contingent liabilities assumed in a business combination which are present obligations at the date of acquisition are initially recognised at fair value, provided the fair value can be reliably measured. After their initial recognition at fair value, such contingent liabilities are recognised at the higher of the amount initially recognised, less accumulated amortisation where appropriate, and the amount that would be determined in accordance with note 2(u)(iii). Contingent liabilities assumed in a business combination that cannot be reliably fair valued or were not present obligations at the date of acquisition are disclosed in accordance with note 2(u)(iii).

(iii) Other provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(iv) Onerous contracts

An onerous contract exists when the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Provisions for onerous contracts are measured at the present value of the lower of the expected cost of terminating the contract and the net cost of continuing with the contract.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(v) Related parties

(i) A person, or a close member of that person's family, is related to the Group if that person:

(a) has control or joint control over the Group;

(b) has significant influence over the Group; or

(c) is a member of the key management personnel of the Group or the Group's parent.

(ii) An entity is related to the Group if any of the following conditions applies:

(a) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(b) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(c) Both entities are joint ventures of the same third party.

(d) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(e) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

(f) The entity is controlled or jointly controlled by a person identified in (i).

(g) A person identified in (i)(a) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(h) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

(w) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

NOTES TO THE FINANCIAL STATEMENTS

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(x) Government grants

Government grants are recognised initially in the statement of financial position when there is reasonable assurance that they will be received and the Group will comply with the conditions attaching to them. These grants are then recognised in profit or loss as 'other revenue' on a systematic basis over the useful life of the asset. Grants that compensate the Group for expenses incurred are recognised in profit or loss as 'other revenue' on a systematic basis in the same period in which the expenses are recognised.

3. ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements used in preparing the financial statements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The key assumptions concerning the future and the accounting estimates that have a significant effect on the carrying value of assets and liabilities in the statement of financial position and the profit or loss items are discussed below:

(a) Investment properties (note 14)

At the end of reporting period, investment properties are stated at fair value based on valuations performed by independent professional valuers. The valuers determine fair value based on a method of valuation which involves certain estimates. In relying on the valuation report prepared by the valuers, management has reviewed the valuation including the assumptions and estimates adopted.

(b) Impairment of assets

The Group tests at least annually whether goodwill and casino licences that have indefinite useful lives have suffered any impairment. Hotel properties, casino licences and brand names with definite useful lives are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset exceeds its recoverable amount. The recoverable amount of an asset or a cash-generating unit has been determined based on value-in-use calculations or fair value less cost to sell. There are a number of assumptions and estimates involved in the calculations.

(c) Development properties and properties held for sale (notes 22 and 23)

The Group's development properties comprise residential properties in the course of development and properties held for sale comprise completed properties in Singapore, Malaysia and China. Development properties and properties held for sale are stated at the lower of their cost and their net realisable value. The determination of the net realisable value of a development property in the course of development is dependent on the Group's forecast selling price for the property and estimated costs to complete the development of the property. The costs to complete the development of the property is in turn derived from the Group's estimate of the total development costs of the property less the actual expenditure incurred. The determination of the net realisable value of a completed property is dependent on the Group's forecast selling price for the property.

(d) Income taxes (notes 8 and 34)

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the worldwide provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for potential tax exposures based on its estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences would impact the income tax and deferred tax provisions in the period in which such determination is made.

3. ACCOUNTING ESTIMATES AND JUDGEMENTS (cont'd)

(e) Defined benefit retirement plan obligations (note 37)

The Group's net obligation in respect of defined benefit retirement plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value and the fair value of any plan assets is deducted. The calculation is performed annually using the projected unit credit method. The amount of the excess of the present value of each plan's liabilities over the fair value of that plan's assets is recognised upon notification to the Group.

The actuaries use assumptions and estimates in determining the fair value of the defined benefit retirement plans. Judgement is required to determine the principal actuarial assumptions to determine the present value of defined benefit obligations and service costs. Changes to the principal actuarial assumptions can significantly affect the present value of plan obligations and service costs in future periods.

4. CHANGES IN ACCOUNTING POLICIES

The Group has applied the following amendments to HKFRSs issued by the HKICPA to these financial statements for the current accounting period:

- Amendments to HKAS 16 – Property, Plant and Equipment: Proceeds before Intended Use

- Amendments to HKAS 37 – Provisions, contingent liabilities and contingent assets: Onerous Contracts - Cost of Fulfilling a Contract

None of the amendments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

5. TURNOVER AND REVENUE

The Company is an investment holding and investment management company. The principal activities of the subsidiaries which materially affected the results or assets of the Group during the year include principal investment, property development and investment, and hospitality and leisure businesses.

The amount of each significant category of turnover and revenue is as follows:

	2023 US$'000	2022 US$'000
Revenue from sale of properties	**956,579**	594,883
Revenue from hospitality and leisure	**1,170,673**	1,040,127
Interest income	**50,308**	19,011
Dividend income	**104,737**	74,559
Rental income from properties	**122,795**	92,779
Revenue from sales of goods	**74,936**	69,039
Others	**9,538**	9,515
Revenue	**2,489,566**	1,899,913
Proceeds from sale of investments in securities	**320,900**	108,775
Turnover	**2,810,466**	2,008,688

NOTES TO THE FINANCIAL STATEMENTS

6. OTHER REVENUE AND NET INCOME/(LOSSES)

(a) Other revenue

	2023 US$'000	2022 US$'000
Sublease income	**12,189**	13,545
Bass Strait oil and gas royalty	**40,713**	32,670
Hotel management fee	**603**	420
Income from forfeiture of deposit from sale of properties	**711**	5,862
Government grants	**48**	5,107
Refund on value-added tax claim and related interest	**–**	110,685
Hotel business interruption insurance claim	**23,238**	–
Others	**1,526**	766
	79,028	169,055

(b) Other net income/(losses)

	2023 US$'000	2022 US$'000
Net realised and unrealised gain/(loss) on trading financial assets	**87,977**	(107,606)
Net realised and unrealised (loss)/gain on derivative financial instruments	**(164)**	45,264
Net gain on foreign exchange contracts	**22,062**	12,190
Other exchange gain/(loss)	**1,370**	(22,794)
Net losses on disposal of property, plant and equipment	**(1,064)**	(4,375)
Net loss on disposal of intangible assets	**(57)**	(1,004)
Provision written back in prior year (note 32)	**–**	5,713
Gain on disposal of subsidiaries (note 36(b))	**–**	13,317
Net gains on liquidation of subsidiaries	**7,757**	–
Additional proceeds from disposal of a subsidiary in prior year	**–**	11,666
Remeasurement gain on existing interest in other investment (note 36(a))	**–**	1,710
Others	**6,821**	5,666
	124,702	(40,253)

7. PROFIT FOR THE YEAR BEFORE TAXATION

Profit for the year before taxation is arrived at after charging/(crediting):

(a) Finance costs

	2023 US$'000	2022 US$'000
Interest on bank loans and other borrowings	**198,476**	146,517
Interest on lease liabilities	**46,606**	49,063
Other borrowing costs	**9,146**	9,062
Total borrowing costs	**254,228**	204,642
Less: borrowing costs capitalised into:		
– development properties	**(27,193)**	(23,889)
– investment properties	**(29,772)**	(35,892)
Total borrowing costs capitalised (note)	**(56,965)**	(59,781)
	197,263	144,861

Note:

These borrowing costs have been capitalised at rates of 1.90% to 5.63% per annum (2022: 1.02% to 5.08%).

(b) Staff cost

	2023 US$'000	2022 US$'000
Salaries, wages and other benefits	**344,755**	307,787
Contributions to defined contribution retirement plans	**13,465**	12,391
Expenses recognised in respect of defined benefit retirement plans	**171**	556
Equity-settled share-based payment expenses/(forfeiture)	**1,014**	(457)
	359,405	320,277

NOTES TO THE FINANCIAL STATEMENTS

7. PROFIT FOR THE YEAR BEFORE TAXATION (cont'd)

(c) Other items

	2023 US$'000	2022 US$'000
Depreciation		
– other property, plant and equipment	**66,142**	76,048
– right-of-use assets	**36,461**	50,142
Net impairment losses recognised		
– other property, plant and equipment (note a & b)	**57,039**	9,534
– intangible assets (note a & c)	**33,464**	6,243
– right-of-use assets (note a & b)	**45,157**	36,239
– goodwill (note c)	**7,477**	62,054
– Interest in a joint venture (note d)	**32,272**	–
Amortisation		
– customer relationship, licences and brand names	**5,010**	13,515
– casino licences and brand names	**122**	84
– Bass Strait oil and gas royalty	**5,770**	3,105
– other intangible assets	**25,087**	28,931
Net write down of development properties and properties held for sale	**35,891**	–
Cost of inventories recognised in cost of sales	**41,958**	40,066
Cost of development properties and properties held for sale recognised in cost of sales	**739,101**	365,164
Expense relating to short-term leases and other leases with remaining lease term ending within one year	**506**	399
Expense relating to leases of low-value assets, excluding short-term leases of low-value assets	**–**	426
Auditors' remuneration		
– audit services	**3,788**	3,614
– tax services	**129**	92
– other services	**70**	52
Donations	**828**	620
Gross rental income from investment properties (note 5)	**(122,795)**	(92,779)
Less: direct outgoings	**30,198**	22,870
Net rental income	**(92,597)**	(69,909)
Share of (profits)/losses of associates and joint ventures:		
– associates	**(156,175)**	(148,167)
– joint ventures	**(8,308)**	7,420
	(164,483)	(140,747)

7. PROFIT FOR THE YEAR BEFORE TAXATION (cont'd)

(c) Other items (cont'd)

Notes:

a. During the year ended 30 June 2023, the Group has factored the continuing risk of COVID-19 into the impairment testing of right-of-use assets, other property, plant and equipment and intangible assets of individual casino venues and clubs. Testing was carried out by allocating the carrying value of these assets to the individual venues and clubs. The recoverable amounts of individual venues and clubs have been calculated with reference to their value-in- use. Value-in-use calculations are based upon estimates of future cash flows derived from the Group's strategic plan for the five year period ending 30 June 2027 and are most sensitive to revenue growth, the pre-tax discount rate of 12% to 14% (2022: 11% to 15%) and growth rates of 0% to 2% (2022: 0% to 2%) used to extrapolate cash flow beyond the forecast period.

As a result of the impairment assessment, the Group recognised impairment charges on right-of-use assets of US$47.9 million (2022: US$31.8 million), other property, plant and equipment of US$62.2 million (2022: US$13.6 million) and intangible assets of US$33.5 million (2022: US$17.8 million) due to lower than anticipated performance, a further reduction in forecast earnings and a decision to close a number of clubs and venues during the year.

On the other hand, on the same basis, the Group also recognised reversals of previously impaired right-of-use assets of US$2.7 million (2022: US$2.4 million) and other property, plant and equipment of US$5.2 million (2022: US$7.0 million) during the year. The reversal in the current year was driven by better than anticipated performance and improved outlook in the Grosvenor venues.

During the year ended 30 June 2022, the Group also recognised reversals of previously impaired intangible assets of US$19.9 million. The reversal in the prior year was driven by better than anticipated performance and improved outlook in the Grosvenor and Enracha venues.

b. During the year ended 30 June 2022, the COVID-19 pandemic continued to disrupt the Group's hotel operations which was considered an impairment indicator. The assets (included in other property, plant and equipment and right-of-use assets) of each hotel property have been identified as individual cash generating units ("CGUs") for impairment assessment. The Group estimates the recoverable amount of assets using the value-in-use derived from discounted cash flow projections of the CGUs. The estimation of value-in-use of hotel assets involves the assumption of occupancy rates to be resumed to pre-COVID-19 pandemic level over the next few years, the projection of EBITDA forecasts, long term revenue growth rate of 2% and maintenance capital expenditure over a period, and discounting the income stream with a pre-tax discount rate of 9.6%.

Based on the result of the impairment assessment as at 30 June 2022, a hotel property was written down to its recoverable amount, and accordingly, impairment losses on other property, plant and equipment of US$2.9 million and right-of-use assets of US$6.8 million were recognised in the prior year.

c. During the year ended 30 June 2023, the Group has factored the continued risk of COVID-19 on Manuka Health New Zealand Limited ("Manuka Health") which caused disruptions in transportation and logistics, as well as supply chains globally, which have also adversely impacted the global economy. The recoverable amount of this CGU was based on value-in- use, estimated using discounted cash flows. The pre-tax discount rate of 15% (2022: 14%) was estimated based on the historical industry average weighted-average cost of capital assumptions and the debt structure of the CGU. The cash flow projections included specific estimates for the following five years and a terminal growth rate thereafter. Forecasted revenue was estimated taking into account past experience, adjusted for additional revenue growth opportunities from sales volume and price growth. The terminal growth rate of 2% (2022: 2%) was determined based on management's estimate of the long-term compound annual revenue growth rate which is consistent with the assumptions that a market participant would make.

As a result of the assessment, an impairment loss on goodwill of US$7.5 million (2022: US$62.1 million) but no impairment loss on intangible assets (2022: US$8.3 million) of the CGU was recognised in the year.

d. During the year, the Group undertook an impairment assessment of its investment in a joint venture and estimated its recoverable amount, taking into consideration the control premium to the fair value of the investment in the joint venture as a whole. Based on the assessment, the Group recognised an impairment loss of US$32.3 million during the year (2022: Nil), reflecting the prevailing cautious outlook and market conditions in the United Kingdom, where the investment is located.

NOTES TO THE FINANCIAL STATEMENTS

8. TAXATION

(a) Taxation in the consolidated income statement represents:

	2023 US$'000	2022 US$'000
Current tax - Hong Kong Profits Tax		
Provision for the year	69	415
Over-provision in respect of prior years	(2)	(2)
	67	413
Current tax - Overseas		
Provision for the year	56,820	57,044
Under-provision in respect of prior years	1,082	6,005
Land appreciation tax	9,668	–
	67,570	63,049
Deferred tax		
Origination and reversal of temporary differences	(40,785)	(16,103)
Effect of changes in tax rate on deferred tax balances	(5,975)	(5,363)
Others	(36)	–
	(46,796)	(21,466)
	20,841	41,996

The provision for Hong Kong Profits Tax is calculated at 16.5% (2022: 16.5%) of the estimated assessable profits for the year ended 30 June 2023. Taxation for overseas subsidiaries is similarly charged at the appropriate current rates of taxation ruling in the relevant countries.

Land appreciation tax is levied on properties developed by the Group for sale, at progressive rates ranging from 30% to 60% on the appreciation of land value, which under the applicable regulations is calculated based on the proceeds of sales of properties less deductible expenditures including lease charges of land use rights, borrowing costs and relevant property development expenditures.

8. TAXATION (cont'd)

(b) Reconciliation between taxation and accounting profit at applicable tax rates:

	2023 US$'000	2022 US$'000
Profit for the year before tax	**488,810**	462,710
Notional tax on profit before tax, calculated at the rates applicable to profits in the countries concerned	**84,543**	87,561
Tax effect of non-deductible expenses	**25,167**	45,293
Tax effect of non-taxable income	**(90,630)**	(80,111)
Tax effect of unused tax losses not recognised	**259**	695
Tax effect of utilisation of tax losses not previously recognised	**(4,798)**	(13,415)
Tax effect of unrecognised deductible temporary differences	**564**	2,921
Tax effect of changes in tax rate on deferred tax balances	**(5,975)**	(5,363)
Land appreciation tax	**9,668**	–
Under-provision in respect of prior years	**1,080**	6,003
Others	**963**	(1,588)
Taxation	**20,841**	41,996

(c) Tax effects relating to the components of other comprehensive income:

The net tax effects relating to the components of other comprehensive income were insignificant for disclosure purpose for the years ended 30 June 2023 and 2022.

(d) Taxation in the consolidated statement of financial position represents:

	2023 US$'000	2022 US$'000
Overseas taxation	**20,113**	19,466
Tax recoverable	**20,113**	19,466
Hong Kong Profits Tax	**4**	454
Overseas taxation	**35,909**	26,362
Tax payable	**35,913**	26,816

NOTES TO THE FINANCIAL STATEMENTS

9. DIRECTORS' EMOLUMENTS

Directors' emoluments comprise payments to Directors by the Company and its subsidiaries in connection with the management of the affairs of the Company and its subsidiaries. The amounts paid and payable to each Director of the Company are as below:

Name	Fees US$'000	Salaries, allowances and benefits in kind[1] US$'000	Discretionary bonuses US$'000	Pension contributions US$'000	Total emoluments US$'000
2023					
KWEK Leng Hai	–[2]	1,587	704	–	2,291
CHEW Seong Aun	–[2]	623	277	24	924
KWEK Leng San *	–[2]	–	–	–	–
Paul J. BROUGH **	69	–	–	–	69
David M. NORMAN **	61	–	–	–	61
Lester G. HUANG, *SBS, JP* **	63	–	–	–	63
	193	2,210	981	24	3,408

Name	Fees US$'000	Salaries, allowances and benefits in kind[1] US$'000	Discretionary bonuses US$'000	Pension contributions US$'000	Total emoluments US$'000
2022					
KWEK Leng Hai	–[2]	1,592	707	–	2,299
CHEW Seong Aun	–[2]	581	277	22	880
KWEK Leng San *	–[2]	–	–	–	–
Roderic N. A. SAGE **	25[3]	–	–	–	25
Paul J. BROUGH **	45[4]	–	–	–	45
David M. NORMAN **	61	–	–	–	61
Lester G. HUANG, *SBS, JP* **	62[5]	–	–	–	62
	193	2,173	984	22	3,372

Notes:

* Non-executive director

** Independent non-executive director

(1) Benefits in kind include insurance premium, club membership and motor vehicle expenses

(2) No directors' fees have been paid to any salaried directors employed by the Company or its related corporations

(3) Retired as director with effect from 8 November 2021

(4) Appointed as independent non-executive director, BARMC Chairman, BRC and BNC member on 8 November 2021

(5) Redesignated as BRC Chairman with effect from 8 November 2021

NOTES TO THE FINANCIAL STATEMENTS

10. EMOLUMENTS OF THE FIVE HIGHEST PAID INDIVIDUALS

Among the five highest paid individuals of the Group, two (2022: two) are directors of the Company whose emoluments are disclosed in note 9. The emoluments of the other three (2022: three) individuals are as follows:

	2023 US$'000	2022 US$'000
Salaries, allowances and benefits in kind	**1,899**	2,337
Discretionary bonuses	**612**	2,212
Share-based payment expenses	**–**	33
Pension contributions	**45**	85
Compensation for loss of office	**98**	–
	2,654	4,667

The number of individuals whose emolument falls within the following bands are:

US$	2023 Number of individuals	2022 Number of individuals
500,001 – 550,000	**1**	–
700,001 – 750,000	**1**	–
750,001 – 800,000	**–**	1
1,000,001 – 1,050,000	**–**	1
1,350,001 – 1,400,000	**1**	–
2,800,001 – 2,850,000	**–**	1
	3	3

11. DIVIDENDS

	2023 US$'000	2022 US$'000
Dividends payable/paid in respect of the current year:		
– Interim dividend of HK$0.50 (2022: HK$0.50) per ordinary share	**20,716**	20,776
– Proposed final dividend of HK$2.50 (2022: HK$1.50) per ordinary share	**104,981**	62,916
	125,697	83,692
Dividends paid in respect of the prior year:		
– Final dividend of HK$1.50 (2022: HK$1.50) per ordinary share	**62,217**	62,562

The final dividend for the year ended 30 June 2023 of US$104,981,000 (2022: US$62,916,000) is calculated based on 329,051,373 ordinary shares (2022: 329,051,373 ordinary shares) in issue as at 30 June 2023.

The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period in the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

12. EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to equity shareholders of the Company of US$433,930,000 (2022: US$249,863,000) and the weighted average number of 325,224,511 ordinary shares (2022: 325,224,511 ordinary shares) in issue during the year.

(b) Diluted earnings per share

The diluted earnings per share is equal to the basic earnings per share as there were no dilutive potential ordinary shares outstanding during the years ended 30 June 2023 and 2022.

13. SEGMENT REPORTING

In a manner consistent with the way in which information is reported internally to the Group's senior executive management, the Group has four reportable segments, as described below, which are the Group's strategic business units. The strategic business units engage in different business activities, offer different products and services and are managed separately. The following summary describes the operations in each segment:

Segment	Business activities	Operated by
Principal investment:	This segment covers debt, equity and direct investments as well as treasury operations, with trading and strategic investments in global capital markets.	Subsidiaries
Property development and investment:	This segment involves development of residential and commercial properties and holding properties for rental income in the key geographical markets of Singapore, China, Malaysia and Hong Kong.	Subsidiaries, associates and joint ventures
Hospitality and leisure:	This segment owns, leases or manages hotels and operates gaming and leisure businesses in the United Kingdom and Spain.	Subsidiaries
Financial services:	This segment covers commercial and consumer banking, Islamic banking, investment banking, life and general insurance, Takaful insurance, fund management and unit trust, corporate advisory services and stockbroking.	Associate

Other segments include royalty entitlement from the Group's Bass Strait's oil and gas production investment and the manufacture, marketing and distribution of health products through Manuka Health New Zealand Limited. None of these segments met any of the quantitative thresholds for determining reportable segments in 2023 or 2022.

The accounting policies of the operating segments are the same as those described in the significant accounting policies in note 2. Performance is evaluated on the basis of profit or loss from operations before taxation. Inter-segment pricing is determined on an arm's length basis. The Group's measurement methods used to determine reported segment profit or loss remain unchanged from the financial year 2021/22.

13. SEGMENT REPORTING (cont'd)

Information regarding the Group's reportable segments for the year is set out below.

(a) Reportable segment revenue and profit or loss, assets and liabilities

Segment revenue and profit or loss

	Principal investment US$'000	Property development and investment US$'000	Hospitality and leisure US$'000	Financial services US$'000	Others US$'000	Total US$'000
For the year ended 30 June 2023						
Turnover	453,796	1,109,116	1,172,609	-	74,945	2,810,466
Disaggregated by timing of revenue						
- Point in time	132,896	334,124	1,172,609	-	74,945	1,714,574
- Over time	-	774,992	-	-	-	774,992
Revenue from external customers	132,896	1,109,116	1,172,609	-	74,945	2,489,566
Inter-segment revenue	8,805	1,882	-	-	-	10,687
Reportable segment revenue	141,701	1,110,998	1,172,609	-	74,945	2,500,253
Reportable segment operating profit/(loss)	218,591	189,276	(32,176)	-	48,637	424,328
Finance costs	(21,121)	(108,830)	(68,153)	-	(6,806)	(204,910)
Valuation surplus on investment properties	-	104,909	-	-	-	104,909
Share of profits of associates and joint ventures	782	6,482	-	157,219	-	164,483
Profit/(loss) before taxation	198,252	191,837	(100,329)	157,219	41,831	488,810
For the year ended 30 June 2022						
Turnover	187,287	711,083	1,041,279	-	69,039	2,008,688
Disaggregated by timing of revenue						
- Point in time	78,512	381,963	1,041,279	-	69,039	1,570,793
- Over time	-	329,120	-	-	-	329,120
Revenue from external customers	78,512	711,083	1,041,279	-	69,039	1,899,913
Inter-segment revenue	4,233	2,127	-	-	-	6,360
Reportable segment revenue	82,745	713,210	1,041,279	-	69,039	1,906,273
Reportable segment operating (loss)/profit	(47,025)	302,129	93,655	-	(53,824)	294,935
Finance costs	(7,871)	(62,292)	(75,322)	-	(2,508)	(147,993)
Valuation surplus on investment properties	-	175,021	-	-	-	175,021
Share of (losses)/profits of associates and joint ventures	-	(6,027)	-	146,774	-	140,747
(Loss)/profit before taxation	(54,896)	408,831	18,333	146,774	(56,332)	462,710

NOTES TO THE FINANCIAL STATEMENTS

13. SEGMENT REPORTING (cont'd)

(a) Reportable segment revenue and profit or loss, assets and liabilities (cont'd)

Segment assets and liabilities

	Principal investment US$'000	Property development and investment US$'000	Hospitality and leisure US$'000	Financial services US$'000	Others US$'000	Total US$'000
At 30 June 2023						
Reportable segment assets	3,004,299	8,439,591	3,426,247	-	216,276	15,086,413
Interest in associates and joint ventures	1,147	379,772	-	1,457,617	-	1,838,536
Total assets	3,005,446	8,819,363	3,426,247	1,457,617	216,276	16,924,949
Reportable segment liabilities	592,608	4,574,072	1,766,887	-	122,266	7,055,833
At 30 June 2022						
Reportable segment assets	2,677,735	8,454,581	3,419,061	-	258,555	14,809,932
Interest in associates and joint ventures	-	395,265	-	1,397,130	-	1,792,395
Total assets	2,677,735	8,849,846	3,419,061	1,397,130	258,555	16,602,327
Reportable segment liabilities	383,438	4,724,852	1,731,440	-	160,576	7,000,306

Other information

2023						
Interest income	35,500	20,510	1,936	-	9	57,955
Depreciation and amortisation	4,895	2,716	121,385	-	9,596	138,592
Additions to non-current segment assets	88	120,827	234,925	-	2,684	358,524
2022						
Interest income	7,021	13,970	1,152	-	-	22,143
Depreciation and amortisation	4,922	2,993	148,099	-	15,811	171,825
Additions to non-current segment assets	65	259,842	82,698	-	2,512	345,117

Major customers

During the years ended 30 June 2023 and 2022, there is no major customer accounting for more than 10% of the total revenue of the Group.

13. SEGMENT REPORTING (cont'd)

(b) Reconciliations of reportable segment revenue, finance costs and interest income

Revenue

	2023 US$'000	2022 US$'000
Reportable segment revenue	**2,500,253**	1,906,273
Elimination of inter-segment revenue	**(10,687)**	(6,360)
Consolidated revenue (note 5)	**2,489,566**	1,899,913

Finance costs

	2023 US$'000	2022 US$'000
Reportable finance costs	**204,910**	147,993
Elimination of inter-segment finance costs	**(7,647)**	(3,132)
Consolidated finance costs (note 7(a))	**197,263**	144,861

Interest income

	2023 US$'000	2022 US$'000
Reportable interest income	**57,955**	22,143
Elimination of inter-segment interest income	**(7,647)**	(3,132)
Consolidated interest income (note 5)	**50,308**	19,011

NOTES TO THE FINANCIAL STATEMENTS

13. SEGMENT REPORTING (cont'd)

(c) Geographical information

The following table illustrates the geographical location of the Group's revenue from external customers and non-current assets other than financial instruments, deferred tax assets and pensions surplus ("specified non-current assets"). The geographical information is classified by reference to the location of the income generating entities.

	Revenue from external customers		Specified non-current assets	
	2023 US$'000	2022 US$'000	2023 US$'000	2022 US$'000
The People's Republic of China				
– Hong Kong	**135,620**	83,190	**263,570**	277,489
– Mainland China	**105,463**	82,891	**261,362**	258,243
United Kingdom and Continental Europe	**1,147,091**	1,046,948	**2,819,752**	2,738,409
Singapore	**948,318**	540,739	**4,689,496**	4,344,601
Australasia and others	**153,074**	146,145	**1,930,514**	1,950,247
	2,489,566	1,899,913	**9,964,694**	9,568,989

NOTES TO THE FINANCIAL STATEMENTS

14. INVESTMENT PROPERTIES AND OTHER PROPERTY, PLANT AND EQUIPMENT

	Investment properties US$'000	Interests in leasehold land and buildings US$'000	Freehold land and buildings US$'000	Furniture, fixtures and equipment US$'000	Other property, plant and equipment US$'000	Total US$'000
Cost or valuation						
At 1 July 2021	3,865,128	1,224,601	594,891	1,117,996	2,937,488	6,802,616
Additions	255,735	1,517	282	40,501	42,300	298,035
Transfer from development properties	260,219	–	–	–	–	260,219
Disposals and written off	–	(3,585)	(2,870)	(38,638)	(45,093)	(45,093)
Fair value adjustments	175,021	–	–	–	–	175,021
Exchange adjustments	(134,615)	(109,106)	(65,744)	(132,068)	(306,918)	(441,533)
At 30 June 2022	4,421,488	1,113,427	526,559	987,791	2,627,777	7,049,265
Representing:						
Cost	–	1,113,427	526,559	987,791	2,627,777	2,627,777
Valuation – 2022	4,421,488	–	–	–	–	4,421,488
	4,421,488	1,113,427	526,559	987,791	2,627,777	7,049,265
At 1 July 2022	**4,421,488**	**1,113,427**	**526,559**	**987,791**	**2,627,777**	**7,049,265**
Additions	**117,000**	**38,630**	**1,484**	**58,624**	**98,738**	**215,738**
Disposals and written off	**–**	**(5,445)**	**(2,651)**	**(26,513)**	**(34,609)**	**(34,609)**
Fair value adjustments	**104,909**	**–**	**–**	**–**	**–**	**104,909**
Exchange adjustments	**75,163**	**32,648**	**10,388**	**29,111**	**72,147**	**147,310**
At 30 June 2023	**4,718,560**	**1,179,260**	**535,780**	**1,049,013**	**2,764,053**	**7,482,613**
Representing:						
Cost	**–**	**1,179,260**	**535,780**	**1,049,013**	**2,764,053**	**2,764,053**
Valuation – 2023	**4,718,560**	**–**	**–**	**–**	**–**	**4,718,560**
	4,718,560	**1,179,260**	**535,780**	**1,049,013**	**2,764,053**	**7,482,613**

NOTES TO THE FINANCIAL STATEMENTS

14. INVESTMENT PROPERTIES AND OTHER PROPERTY, PLANT AND EQUIPMENT (cont'd)

	Investment properties US$'000	Interests in leasehold land and buildings US$'000	Freehold land and buildings US$'000	Furniture, fixtures and equipment US$'000	Other property, plant and equipment US$'000	Total US$'000
Accumulated depreciation and impairment loss						
At 1 July 2021	–	242,537	85,075	889,800	1,217,412	1,217,412
Charge for the year	–	18,671	6,581	50,796	76,048	76,048
Written back on disposals and written off	–	(2,904)	(1,480)	(35,180)	(39,564)	(39,564)
Net impairment loss recognised	–	5,213	197	4,124	9,534	9,534
Exchange adjustments	–	(26,411)	(9,916)	(109,608)	(145,935)	(145,935)
At 30 June 2022	–	237,106	80,457	799,932	1,117,495	1,117,495
At 1 July 2022	**–**	**237,106**	**80,457**	**799,932**	**1,117,495**	**1,117,495**
Charge for the year	**–**	**19,425**	**5,765**	**40,952**	**66,142**	**66,142**
Written back on disposals and written off	**–**	**(5,375)**	**(1,940)**	**(25,360)**	**(32,675)**	**(32,675)**
Net impairment loss recognised	**–**	**28,619**	**5,066**	**23,354**	**57,039**	**57,039**
Exchange adjustments	**–**	**8,686**	**1,963**	**28,675**	**39,324**	**39,324**
At 30 June 2023	**–**	**288,461**	**91,311**	**867,553**	**1,247,325**	**1,247,325**
Carrying amount						
At 30 June 2023	**4,718,560**	**890,799**	**444,469**	**181,460**	**1,516,728**	**6,235,288**
At 30 June 2022	4,421,488	876,321	446,102	187,859	1,510,282	5,931,770

14. INVESTMENT PROPERTIES AND OTHER PROPERTY, PLANT AND EQUIPMENT (cont'd)

(a) The analysis of the carrying amount of properties is as follows:

	2023 US$'000	2022 US$'000
In Hong Kong:		
– Leasehold with between 10 and 50 years unexpired	**263,183**	277,064
– Leasehold with less than 10 years unexpired	**1**	4
Outside Hong Kong:		
– Freehold	**925,956**	1,068,687
– Leasehold with over 50 years unexpired	**4,583,302**	4,125,853
– Leasehold with between 10 and 50 years unexpired	**265,575**	260,431
– Leasehold with less than 10 years unexpired	**15,811**	11,872
	6,053,828	5,743,911

(b) Certain of the Group's properties with an aggregate carrying amount of US$4,448.9 million (2022: US$3,930.2 million) were pledged for bank loans (2022: bank loans).

(c) Investment properties comprise:

	2023 US$'000	2022 US$'000
Completed investment properties	**2,925,796**	2,767,040
Investment properties under development	**1,792,764**	1,654,448
	4,718,560	4,421,488

(d) The Group leases out investment properties under operating leases. The leases typically run for an initial period of 1 to 5 years.

(e) Undiscounted lease payments under non-cancellable operating leases in place at the reporting date will be receivable by the Group in future periods as follows:

	2023 US$'000	2022 US$'000
Within 1 year	**166,570**	86,094
Between 1 and 5 years	**469,215**	152,618
After 5 years	**302,986**	31,759
	938,771	270,471

NOTES TO THE FINANCIAL STATEMENTS

14. INVESTMENT PROPERTIES AND OTHER PROPERTY, PLANT AND EQUIPMENT (cont'd)

(f) Fair value measurement of properties

(i) Fair value hierarchy

The following table presents the fair value of the Group's properties measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair Value Measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.

- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.

- Level 3 valuations: Fair value measured using significant unobservable inputs.

	2023				2022			
	Level 1 US$'000	Level 2 US$'000	Level 3 US$'000	Total US$'000	Level 1 US$'000	Level 2 US$'000	Level 3 US$'000	Total US$'000
Recurring fair value measurements								
Investment properties	-	147,183	4,571,377	4,718,560	-	156,369	4,265,119	4,421,488

During the year ended 30 June 2023, there was no transfer between level 2 and level 3 (2022: Nil).

All of the Group's investment properties were revalued as at 30 June 2023. The valuations were carried out by external independent property valuers, CHFT Advisory and Appraisal Limited, CBRE, Cheston International and Savills which have appropriate recognised professional qualifications and recent experience in the locations and categories of property being valued. The valuers have considered valuation techniques including the direct comparison method, income capitalisation method and residual land method in determining the open market values. The specific risks inherent in each of the properties are taken into consideration in arriving at the valuations. Management has discussions with the valuers on the valuation assumptions and valuation results when the valuation is performed at each annual reporting date.

14. INVESTMENT PROPERTIES AND OTHER PROPERTY, PLANT AND EQUIPMENT (cont'd)

(f) Fair value measurement of properties (cont'd)

(ii) Valuation techniques and inputs used in Level 2 fair value measurements

The fair values of investment properties in Level 2 are determined using market comparison approach by reference to the recent sales price of comparable properties on a price per square feet basis using market data which is publicly available.

(iii) Information about Level 3 fair value measurements

Type of investment properties	Valuation method	Key unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Commercial properties	- Direct comparison method	- Sales prices of US$2,212 to US$2,367 (2022: US$242 to US$3,046) per square feet ("psf")	The estimated fair value increases when the sales price increases
	- Income capitalisation method	- Capitalisation rate of 3.3% to 6.0% (2022: 3.3% to 6.0%)	The estimated fair value increases when the capitalisation rate decreases
Reversionary interest in freehold land and commercial properties	- Direct comparison method	- Sales prices of US$167 to US$682 (2022: US$145 to US$616) psf	The estimated fair value increases when the sales price and gross development value increase
	- Residual land method	- Gross development value of US$2,543 (2022: US$2,315) psf	
Commercial properties under development	- Residual land method	- Gross development value of US$2,240 to US$2,876 (2022: US$88 to US$2,732) psf	The estimated fair value increases when the gross development value increases

NOTES TO THE FINANCIAL STATEMENTS

14. INVESTMENT PROPERTIES AND OTHER PROPERTY, PLANT AND EQUIPMENT (cont'd)

(f) Fair value measurement of properties (cont'd)

(iii) Information about Level 3 fair value measurements (cont'd)

The movements during the year in the balance of these Level 3 fair value measurements are as follows:

	2023 US$'000	2022 US$'000
Investment properties:		
At 1 July	**4,265,119**	3,698,960
Additions	**117,000**	255,731
Transfer from development properties	**–**	260,219
Fair value adjustments	**114,273**	183,158
Exchange adjustments	**74,985**	(132,949)
At 30 June	**4,571,377**	4,265,119

Fair value adjustment of investment properties is recognised in the line item "Valuation surplus on investment properties" on the face of the consolidated income statement.

Exchange adjustment of investment properties is recognised in other comprehensive income in "Exchange translation reserve".

NOTES TO THE FINANCIAL STATEMENTS

15. RIGHT-OF-USE ASSETS

	Interests in leasehold land and buildings US$'000	Furniture, fixtures and equipment US$'000	Total US$'000
Cost or valuation			
At 1 July 2021	906,149	11,513	917,662
Additions	31,739	133	31,872
Disposals and written off	–	(3,384)	(3,384)
Lease modification	24,615	–	24,615
Exchange adjustments	(110,973)	(641)	(111,614)
At 30 June 2022	851,530	7,621	859,151
Representing:			
Cost	851,530	7,621	859,151
Valuation – 2022	–	–	–
	851,530	7,621	859,151
At 1 July 2022	**851,530**	**7,621**	**859,151**
Additions	**125,907**	**75**	**125,982**
Disposals and written off	**(1,826)**	**(641)**	**(2,467)**
Lease modification	**(326)**	**(28)**	**(354)**
Exchange adjustments	**36,737**	**56**	**36,793**
At 30 June 2023	**1,012,022**	**7,083**	**1,019,105**
Representing:			
Cost	**1,012,022**	**7,083**	**1,019,105**
Valuation – 2023	**–**	**–**	**–**
	1,012,022	**7,083**	**1,019,105**

NOTES TO THE FINANCIAL STATEMENTS

15. RIGHT-OF-USE ASSETS (cont'd)

	Interests in leasehold land and buildings US$'000	Furniture, fixtures and equipment US$'000	Total US$'000
Accumulated depreciation and impairment loss			
At 1 July 2021	142,425	4,643	147,068
Charge for the year	47,484	2,658	50,142
Written back on disposals and written off	–	(722)	(722)
Net impairment loss recognised	36,239	–	36,239
Exchange adjustments	(23,713)	(358)	(24,071)
At 30 June 2022	202,435	6,221	208,656
At 1 July 2022	**202,435**	**6,221**	**208,656**
Charge for the year	**35,243**	**1,218**	**36,461**
Written back on disposals and written off	**(1,826)**	**(641)**	**(2,467)**
Net impairment loss recognised	**45,157**	**–**	**45,157**
Lease modification	**(326)**	**(24)**	**(350)**
Exchange adjustments	**11,282**	**108**	**11,390**
At 30 June 2023	**291,965**	**6,882**	**298,847**
Carrying amount			
At 30 June 2023	**720,057**	**201**	**720,258**
At 30 June 2022	649,095	1,400	650,495

The analysis of the carrying amount of right-of-use assets by class of underlying asset is as follows:

	2023 US$'000	2022 US$'000
Ownership interests in leasehold land and buildings held for own use, carried at net book value outside Hong Kong, with remaining unexpired lease term		
– 50 years or more	**538,772**	422,159
– between 10 and 50 years	**106,602**	126,215
– less than 10 years	**74,683**	100,721
	720,057	649,095
Furniture, fixtures and equipment held for own use, carried at depreciated cost	**201**	1,400
	720,258	650,495

NOTES TO THE FINANCIAL STATEMENTS

16. INTANGIBLE ASSETS

	Casino licences and brand names US$'000	Bass Strait oil and gas royalty US$'000	Customer relationship, licences and brand names US$'000	Others US$'000	Total US$'000
Cost					
At 1 July 2021	937,582	141,940	83,097	182,872	1,345,491
Additions through acquisition of subsidiaries (note 36(a))	–	–	1,840	–	1,840
Additions	5	–	45	13,320	13,370
Disposals	–	–	–	(1,987)	(1,987)
Exchange adjustments	(114,757)	(11,602)	(9,536)	(22,337)	(158,232)
At 30 June 2022	822,830	130,338	75,446	171,868	1,200,482
At 1 July 2022	**822,830**	**130,338**	**75,446**	**171,868**	**1,200,482**
Additions	**–**	**–**	**488**	**16,316**	**16,804**
Disposals	**–**	**–**	**(3,610)**	**(898)**	**(4,508)**
Exchange adjustments	**31,995**	**(5,090)**	**85**	**11,466**	**38,456**
At 30 June 2023	**854,825**	**125,248**	**72,409**	**198,752**	**1,251,234**
Accumulated amortisation and impairment loss					
At 1 July 2021	84,068	80,693	34,214	98,300	297,275
Charge for the year	84	3,105	13,515	28,931	45,635
Net impairment loss (reversed)/ recognised	(2,079)	–	8,322	–	6,243
Written back on disposals	–	–	–	(983)	(983)
Exchange adjustments	(10,186)	(6,741)	(5,630)	(14,296)	(36,853)
At 30 June 2022	71,887	77,057	50,421	111,952	311,317
At 1 July 2022	**71,887**	**77,057**	**50,421**	**111,952**	**311,317**
Charge for the year	**122**	**5,770**	**5,010**	**25,087**	**35,989**
Net impairment loss recognised	**33,464**	**–**	**–**	**–**	**33,464**
Written back on disposals	**–**	**–**	**(3,610)**	**(841)**	**(4,451)**
Exchange adjustments	**4,095**	**(3,090)**	**493**	**7,742**	**9,240**
At 30 June 2023	**109,568**	**79,737**	**52,314**	**143,940**	**385,559**
Carrying amount					
At 30 June 2023	**745,257**	**45,511**	**20,095**	**54,812**	**865,675**
At 30 June 2022	750,943	53,281	25,025	59,916	889,165

NOTES TO THE FINANCIAL STATEMENTS

16. INTANGIBLE ASSETS (cont'd)

The Bass Strait oil and gas royalty represents the Group's interest in the Bass Strait's oil and gas production in Australia held by GL Limited ("GL"). It is stated at cost less accumulated amortisation and impairment losses. The cost is amortised on a straight-line basis so that the amortisation charge for the year is included in administrative and other operating expenses in the consolidated income statement so as to write off the cost over its estimated useful life to 2031.

During the year ended 30 June 2023, management has changed the estimate of remaining useful life of the Bass Strait oil and gas royalty from production until 2040 to 2031. Such change in estimated results in an additional expense of US$2.67 million every year.

The Group capitalises acquired casino and other gaming licences and concessions. Management believes that licences have indefinite lives as there is no foreseeable limit to the period over which the licences are expected to generate net cash inflows and each licence holds a value outside the property in which it resides. Each licence is reviewed annually for impairment.

The customer relationship, licenses and brand name represents the Group's interest in the manufacture, marketing and distribution of health products. The customer relationship and licences are amortised on a straight-line basis over their estimated useful lives (4 to 20 years). Acquired brand names are recorded at fair value on acquisition. Where the brand names have a substantial and long term sustainable value and continued investment is made in the brand, the brand is deemed to have an indefinite life and is therefore not amortised. Brand names are reviewed annually for impairment or whenever events or changes in circumstances indicate the carrying value of the brand names may be impaired.

Included in other intangible assets are acquired computer software licences, costs that are directly associated with the production and development of identifiable and unique software products controlled by the Group, and computer software development costs which are amortised over their estimated useful lives (3 to 5 years).

The recoverable amounts of the intangible assets are estimated based on value-in-use models. These calculations use cash flow projections based on financial budgets approved by management covering a 3 to 5-year period. Subsequent to the cash flow projections period, the growth rates used to extrapolate the cash flow projections are stated below. The growth rate does not exceed the long term average growth rate for the relevant businesses.

The key assumptions used for value-in-use calculations are as follows:

	Casino licences and brand names of The Rank Group Plc ("Rank")		Bass Strait oil and gas royalty of GL		Customer relationship, licences and brand name	
	2023	2022	**2023**	2022	**2023**	2022
Long term growth rate	**0%-2%**	0%-2%	**2%**	2%	**2%**	2%
Discount rate	**12%-14%**	11%-15%	**10%**	10%	**15%**	14%

For casino licences and brand names of Rank, the assumptions in the calculation of value in use are reopening of venues post COVID-19 lockdown, customer visits, win margins, spend per visit, casino duty, machine games duty, bingo duty adjusted for expected socioeconomic regulatory or tax changes and planned business initiatives and the discount rate. For Bass Strait oil and gas royalty, the assumptions in the calculation of value in use are oil and gas production, oil and gas price, exchange rate and general inflation. For customer relationship, licences and brand name, the assumptions in the calculation of value in use are honey production, honey price, exchange rate and general inflation. The long term growth rates used are consistent with the forecasts included in industry reports. The discount rates used are pre-tax and reflect specific risks relating to the relevant operating segments.

NOTES TO THE FINANCIAL STATEMENTS

17. INTEREST IN SUBSIDIARIES

(a) Details of the principal subsidiaries incorporated and operating in Hong Kong are as follows:

Name of Company	Issued and paid up share capital (note (ix))	Percentage held by the Company	Percentage held by the Group	Principal activities
Asia Fountain Investment Company Limited	2 shares (HK$20)	–	100	Investment trading
BIL (Far East Holdings) Limited	635,855,324 shares (HK$1,941,730,353)	–	100	Investment holding
GLL EWI (HK) Limited	10 shares (HK$10)	–	67	Investment holding
GuocoEquity Assets Limited	23,000,000 shares (HK$23,000,000)	100	100	Investment holding
GuoSon Assets China Limited	1 share (HK$1)	–	67	Investment holding
GuoSon Changfeng China Limited	1 share (HK$1)	–	67	Investment holding
Guoco Management Company Limited	2,000,000,000 shares (HK$2,000,000,000) 4,810,030,153 redeemable preference shares (HK$4,810,030,153)	100	100	Provision of general management services
Guoco Investments (China) Limited	1 shares (HK$1)	100	100	Investment holding

(b) Details of the principal subsidiaries incorporated and operating in Singapore are as follows:

Name of Company	Issued and paid up share capital (note (ix))	Percentage held by the Company	Percentage held by the Group	Principal activities
GL Management Pte. Ltd.	2 shares (S$2)	–	100	Management company
Guoco Midtown Pte. Ltd.	797,000,000 shares (S$797,000,000)	–	77	Holding properties for rental
Guoco Midtown II Pte. Ltd.	5,000,000 shares (S$5,000,000)	-	40	Holding properties for rental
GLL Chongqing 18 Steps Pte. Ltd.	446,600,267 shares (S$446,600,267)	–	50	Investment holding
GLL IHT Pte. Ltd.	10,000,000 shares (S$10,083,000)	–	67	Financial and treasury services
GLL Land Pte. Ltd.	70,000,000 shares (S$70,000,000)	–	67	Holding properties for rental
GLL (Malaysia) Pte. Ltd.	130,147,962 shares (S$130,147,962)	–	67	Investment holding
GuocoLand Limited ("GuocoLand")	1,183,373,276 shares (S$1,926,053,000)	–	67	Investment holding

NOTES TO THE FINANCIAL STATEMENTS

17. INTEREST IN SUBSIDIARIES (cont'd)

(b) Details of the principal subsidiaries incorporated and operating in Singapore are as follows: (cont'd)

Name of Company	Issued and paid up share capital (note (ix))	Percentage held by the Company	Percentage held by the Group	Principal activities
GuocoLand Assets Pte. Ltd.	617,000,000 shares (S$617,000,000)	100	100	Investment holding
GuocoLand Hotels Pte. Ltd.	162,050,000 shares (S$162,050,000)	–	67	Investment holding and owning hotels assets
GuocoLand Management Pte. Ltd.	500,000 shares (S$500,000)	–	67	Management services
GuocoLand Property Management Pte. Ltd.	60,000,000 shares (S$60,000,000)	–	67	Property management, marketing and maintenance services
GuocoLand Property Maintenance Services Pte. Ltd.	1 shares (S$1)	–	67	Property management and maintenance services
GuocoLand (Singapore) Pte. Ltd.	195,000,000 shares (S$195,000,000)	–	67	Investment holding
Lentor Central Pte. Ltd.	31,000,000 shares (S$31,000,000)	–	67	Holding properties for rental
Lentor Gardens Pte. Ltd.	45,000,000 shares (S$45,000,000)	–	40	Property developer
Lentor Modern Pte. Ltd.	96,000,000 shares (S$96,000,000)	–	67	Property developer
Martin Modern Pte. Ltd.	1,000,000 shares (S$1,000,000)	–	67	Property developer
Meyer Mansion Pte. Ltd.	157,640,000 shares (S$157,640,000)	–	67	Property developer
Midtown Bay Pte. Ltd.	32,000,000 shares (S$32,000,000)	–	77	Property developer
Midtown Modern Pte. Ltd.	115,300,000 shares (S$115,300,000)	–	40	Property developer
Sims Urban Oasis Pte. Ltd.	10,000 shares (S$10,000)	–	67	Property developer
TPC Commercial Pte. Ltd.	487,000,000 shares (S$487,000,000)	–	53	Holding properties for rental
TPC Hotel Pte. Ltd.	88,000,000 shares (S$88,000,000)	–	53	Holding & operating hotel & hotel related activities
Wallich Residence Pte. Ltd.	30,000,000 shares (S$30,000,000)	–	53	Property developer

NOTES TO THE FINANCIAL STATEMENTS

17. INTEREST IN SUBSIDIARIES (cont'd)

(c) Details of the principal subsidiaries incorporated and operating in Malaysia are as follows:

Name of Company	Issued and paid up share capital (note (ix))	Percentage held by the Company	Percentage held by the Group	Principal activities
Damansara City Sdn Bhd	20,100,000 shares (RM20,100,000)	–	43	Property development and property investment
DC Hotel Sdn Bhd	232,692,002 shares (RM232,692,002)	–	43	Hotel operations
DC Parking Sdn Bhd	3,700,002 shares (RM3,700,002)	–	43	Car park operations and property investment
DC Town Square Sdn Bhd	81,386,267 shares (RM81,386,267)	–	43	Property investment
GLM Emerald Hills (Cheras) Sdn Bhd	10,000,000 shares (RM10,000,000)	–	43	Property development and property investment
GLM Emerald Industrial Park (Jasin) Sdn Bhd	50,600,000 shares (RM50,600,000)	–	30	Property development and operation of an oil palm estate
GLM Emerald Square (Cheras) Sdn Bhd	96,074,300 shares (RM96,074,300)	–	43	Property development
GLM Oval Sdn Bhd	11,747,100 shares (RM11,747,100)	–	43	Property investment
GLM Property Services Sdn Bhd	6,723,172 shares (RM6,723,172)	–	43	Provision of property management services
GLM IHM Sdn Bhd	7,000,000 shares (RM7,000,000)	–	43	Provision of management services
GuocoLand (Malaysia) Berhad	700,458,518 shares (RM385,318,195)	–	43	Investment holding
JB Parade Sdn Bhd	40,000,000 shares (RM40,000,000)	–	67	Investment holding and hotel operations
PD Resort Sdn Bhd	106,242,000 shares (RM106,242,000)	–	67	Property investment and development, hotel operations and provision of consultancy and training services
Titan Debut Sdn Bhd	3,000,000 shares (RM3,000,000)	–	43	Acquisition, enhancement and resale of properties

NOTES TO THE FINANCIAL STATEMENTS

17. INTEREST IN SUBSIDIARIES (cont'd)

(d) Details of the principal subsidiaries incorporated and operating in the United Kingdom are as follows:

Name of Company	Issued and paid up share capital (note (ix))	Percentage held by the Company	Percentage held by the Group	Principal activities
8Ball Games Limited	100 shares of GBP0.01 each	–	53	Marketing services
Clermont Hotel Holdings Limited (previously "GLH Hotels Holdings Limited")	2 shares of GBP1 each	–	100	Investment holding
Clermont Hotel Group Limited (previously "GLH Hotels Limited")	310,545,212 shares of GBP0.26 each	–	100	Ownership and operation of hotels in UK
Grosvenor Casinos Limited	39,000,000 shares of GBP1 each	–	53	Casinos
Grosvenor Casinos (GC) Limited	10,000 shares of GBP0.01 each	–	53	Casinos
Mecca Bingo Limited	950,000 shares of GBP1 each and 50,000 "A" shares of GBP1 each	–	53	Social and bingo clubs
Rank Casino Holdings Limited	100 shares of GBP1 each	–	53	Intermediary holding company
Rank Digital Limited	100,000 "A" shares of GBP0.01 each and 500,000 "B" shares of GBP0.01 each	–	53	Support services to interactive gaming
Rank Digital Holdings Limited	3,431,001 shares of GBP1 each	–	53	Intermediary holding company
Rank Group Finance Plc	200,000,000 shares of GBP1 each	–	53	Funding operations
Rank Group Gaming Division Limited	944,469 shares of GBP1 each and 55,531 "A" shares of GBP1 each	–	53	Intermediary holding and provision of property services

NOTES TO THE FINANCIAL STATEMENTS

17. INTEREST IN SUBSIDIARIES (cont'd)

(d) Details of the principal subsidiaries incorporated and operating in the United Kingdom are as follows: (cont'd)

Name of Company	Issued and paid up share capital (note (ix))	Percentage held by the Company	Percentage held by the Group	Principal activities
Rank Interactive Limited	500 "A" shares of GBP1 each and 500 "B" shares of GBP1 each	–	53	Marketing services
Rank Leisure Limited	1 share of GBP1 each	–	53	Adult gaming centres in Mecca Bingo and Grosvenor Casinos
Rank Leisure Holdings Limited	1,000,000 shares of GBP1 each and 1,799 preferred shares of US$1 each	–	53	Intermediary holding and corporate activities
Rank Nemo (Twenty-Five) Limited	1 share of GBP1 each	–	53	Intermediary holding company
Rank Overseas Holdings Limited	1,000,000 shares of GBP1 each	–	53	Intermediary holding company
Spacebar Media Limited	3,334 shares of GBP0.001 each	–	53	Development and maintenance of online gaming software
Stride Together Limited	1 share of GBP1 each	–	53	Support services to interactive gaming
The Gaming Group Limited	1 share of GBP1 each	–	53	Casinos
The Rank Group Plc	468,429,541 shares of GBp13 8/9 each	–	53	Investment holding of gaming business
Think Beyond Media Limited	1 share of GBP1 each	–	53	Marketing services
Upperline Marketing Limited	100 shares of GBP1 each	–	53	Support services to interactive gaming

NOTES TO THE FINANCIAL STATEMENTS

17. INTEREST IN SUBSIDIARIES (cont'd)

(e) Details of the principal subsidiaries incorporated and operating in other countries are as follows:

Name of Company	Country of incorporation and operation	Issued and paid up share capital (note (ix))	Percentage held by the Company	Percentage held by the Group	Principal activities
Asia Fountain Assets Limited	Cayman Islands	50,000 shares of US$1 each	-	100	Investment in securities
Asian Financial Common Wealth (PTC) Limited (note (iii))	British Virgin Islands	1 share of US$1 each	-	100	Provision of trustee service
BIL Australia Pty Limited	Australia	407,174,860 shares (A$1)	-	100	Investment holding
BIL NZ Treasury Limited	New Zealand	200,100 shares (NZ$200,100,000)	-	100	Investment holding
BingoSoft Plc	Malta	17,616,902 shares of EUR0.01 each	-	53	Interactive gaming
Chongqing Yuzhong Xinhaojun Real Estate Development Co., Ltd. (notes (i) & (vii))	The People's Republic of China	RMB2,563,123,420.57 (note (ii))	-	50	Property development
Chongqing Xinhaoren Real Estate Development Co. Ltd. (notes (i) & (vii))	The People's Republic of China	RMB1,302,880,000 (note (ii))	-	50	Property development
Clermont Group (Cayman) Limited (previously "GLH Hotels Group Limited") (note (v))	Cayman Islands	1 share of US$1 each 32,131 redeemable preference shares of US$1 each	-	100	Investment holding
Conticin S.L.	Spain	600 shares of EUR60 each	-	53	Operator of parking for social and bingo clubs
Daub Alderney Limited	Alderney	2,670,760 shares of GBP0.0001 each 553,302 redeemable shares of GBP0.0001 each	-	53	Interactive gaming

NOTES TO THE FINANCIAL STATEMENTS

17. INTEREST IN SUBSIDIARIES (cont'd)

(e) Details of the principal subsidiaries incorporated and operating in other countries are as follows: (cont'd)

Name of Company	Country of incorporation and operation	Issued and paid up share capital (note (ix))	Percentage held by the Company	Percentage held by the Group	Principal activities
Dynamic Talent Limited (note (viii))	Cayman Islands	1 share of US$1 each	100	100	Financing activities
Fresco Resources Limited (note (iii))	British Virgin Islands	1 share of US$1 each	100	100	Financing activities
GGL Assets (NZ) Limited	New Zealand	183,000,100 shares (NZ$183,000,100) 25,000,000 redeemable preference shares (NZ$25,000,000)	100	100	Investment holding
GL Limited (note (iii))	Bermuda	1,368,063,633 shares of US$0.2 each	-	100	Investment holding
Gotfor S.A.	Spain	10,000 shares of EUR6.01 each	-	53	Social and Bingo clubs
Guoco Securities (Bermuda) Limited	Bermuda	120,000 shares of US$0.1 each	100	100	Investment holding
GuocoLand (China) Limited	Bermuda	20,000,000 shares of US$1 each	-	67	Investment holding
GuocoLeisure Assets Limited	Cayman Islands	1 share of US$1 each	100	100	Investment holding
GuoSon Investment Company Limited (notes (i) & (vi))	The People's Republic of China	US$265,000,000 (note (ii))	-	67	Investment holding
Hillcrest Hives Limted	New Zealand	1,000 shares (NZ$10,304,855)	-	100	Apiculture
Ma Sing Investments Limited (note (iv))	British Virgin Islands	1 share of US$1 each	-	100	Investment holding
Manuka Health Australia Pty Limited	Australia	1 share of A$1 each	-	100	Limited risk distributor

NOTES TO THE FINANCIAL STATEMENTS

17. INTEREST IN SUBSIDIARIES (cont'd)

(e) Details of the principal subsidiaries incorporated and operating in other countries are as follows: (cont'd)

Name of Company	Country of incorporation and operation	Issued and paid up share capital (note (ix))	Percentage held by the Company	Percentage held by the Group	Principal activities
Manuka Health New Zealand Limited	New Zealand	28,721,250 shares (NZ$33,619,000) 25,000,000 redeemable preference shares (NZ$25,000,000)	-	100	Apiculture, manufacture, sale and distribution of New Zealand natural healthcare products
Molokai Properties Limited	United States of America	100 shares of US$2 each	-	100	Investment holding
Neuseelandhaus GmbH	Germany	1 share of EUR25,000	-	100	Sale and distribution of New Zealand natural healthcare products
Manuka Health Trading (Shanghai) Limited (note (vi))	The People's Republic of China	RMB8,500,000	-	100	Marketing services
Netboost Media Limited	Israel	200 shares of NIS1 each	-	53	Marketing services
Oceanease Limited	Cayman Islands	1 share of US$1 each 16,870 redeemable preference shares (US$33,740,000)	-	100	Investment holding
Qinnacle View Limited (note (iii))	Cayman Islands	1 share of US$1 each	100	100	Property investment
QSB Gaming Limited	Alderney	4,234 shares of GBP1 each	-	53	Intermediary holding company
Rank Assets Limited	Cayman Islands	1 share of US$1 each 380,295,000 redeemable preference shares of US$1 each	100	100	Investment holding

NOTES TO THE FINANCIAL STATEMENTS

17. INTEREST IN SUBSIDIARIES (cont'd)

(e) Details of the principal subsidiaries incorporated and operating in other countries are as follows: (cont'd)

Name of Company	Country of incorporation and operation	Issued and paid up share capital (note (ix))	Percentage held by the Company	Percentage held by the Group	Principal activities
Rank Cataluña S.A.	Spain	3,000 shares of EUR60 each	-	53	Social and bingo clubs
Rank Centro S.A.	Spain	10,000 shares of EUR6.02 each	-	53	Social and bingo clubs
Rank Digital Services (Gibraltar) Limited	Gibraltar	1,000 shares of GBP1 each	-	53	Marketing services
Rank Holding España SA	Spain	150,000 shares of EUR26.02 each	-	53	Intermediary holding company
Rank Interactive Services (Mauritius) Limited (previously "SRG Services Limited")	Mauritius	1 share of MUR30 each	-	53	Shared services support
Rank Stadium Andalucia, S.L.	Spain	3,000 shares of EUR1 each	-	53	Arcade and sports betting
Shanghai Xinhaolong Property Development Co., Ltd (notes (i) & (vi))	The People's Republic of China	US$126,000,000 (note (ii))	-	67	Property development
ShiftTech (PTY) Ltd.	South Africa	100 shares of no par value	-	53	Development and maintenance of online gaming software
Stride Gaming Limited	Jersey	76,826,413 shares of GBP0.01 each	-	53	Intermediary holding company
Stride Investments	Mauritius	100 shares of GBP50 each	-	53	Intermediary holding company

NOTES TO THE FINANCIAL STATEMENTS

17. INTEREST IN SUBSIDIARIES (cont'd)

(e) Details of the principal subsidiaries incorporated and operating in other countries are as follows: (cont'd)

Name of Company	Country of incorporation and operation	Issued and paid up share capital (note (ix))	Percentage held by the Company	Percentage held by the Group	Principal activities
Supreme Goal Investments Limited (note (iii))	British Virgin Islands	1 share of US$1 each	100	100	Property investment
Tabua Investments Pte Ltd	Fiji	2 shares of FJ$1 each	-	100	Nominee company
Top Rank Andalucia SA	Spain	263,932 shares of EUR6 each	-	53	Social and bingo clubs
Verdiales S.L.	Spain	5,000 shares of EUR60.1 each	-	53	Social and bingo clubs
Passion Gaming Private Limited	India	960,000 shares of INR10 each	-	27	Online operator of digital card games

Notes:

(i) These companies have a financial year end of 31 December.

(ii) These comprise capital contribution to the companies. These companies have a defined period of existence.

(iii) These companies are operating in Hong Kong.

(iv) This company is operating in Australia.

(v) These companies are operating in the United Kingdom.

(vi) These companies are foreign investment enterprises.

(vii) These companies are sino-foreign equity joint venture enterprises.

(viii) This company was dissolved during the financial year.

(ix) The share(s) is/are issued and paid up ordinary share capital unless otherwise specified.

17. INTEREST IN SUBSIDIARIES (cont'd)

(f) Material non-controlling interests

The following table lists out the information relating to each subsidiary of the Group which has material non-controlling interests ("NCI"). The summarised financial information presented below represents the amounts before any inter-company elimination.

	GuocoLand		Rank		Immaterial		Total	
	2023 US$'000	2022 US$'000	2023 US$'000	2022 US$'000	2023 US$'000	2022 US$'000	2023 US$'000	2022 US$'000
NCI percentage at the end of the reporting period	33%	33%	47%	48%				
Non-current assets	5,289,801	5,013,772	1,263,152	1,309,427				
Current assets	3,561,124	3,850,806	133,882	181,196				
Non-current liabilities	(3,496,571)	(3,315,993)	(206,217)	(261,439)				
Current liabilities	(1,249,450)	(1,728,885)	(309,110)	(262,493)				
Net assets	4,104,904	3,819,700	881,707	966,691				
Carrying amount of NCI	1,899,956	1,796,180	399,143	451,048	(2,500)	(2,406)	2,296,599	2,244,822
Revenue	1,154,336	725,088	824,688	852,960				
Profit/(loss) for the year	197,224	354,406	(117,841)	87,760				
Total comprehensive income	79,581	333,666	(118,549)	87,904				
Profit/(loss) allocated to NCI	88,846	128,738	(54,807)	42,113	-	-	34,039	170,851
Dividend paid to NCI	17,999	14,747	-	-	-	-	17,999	14,747
Net cash generated from/(used in):								
- operating activities	480,428	(21,127)	81,558	205,218				
- investing activities	(80,491)	(236,597)	(53,849)	(42,853)				
- financing activities	(506,072)	(226,632)	(72,586)	(124,857)				
Net (decrease)/increase in cash and cash equivalents	(106,135)	(484,356)	(44,877)	37,508				

NOTES TO THE FINANCIAL STATEMENTS

18. INTEREST IN ASSOCIATES AND JOINT VENTURES

	2023 US$'000	2022 US$'000
Share of net assets of associates	**1,502,487**	1,446,008
Goodwill	**14,215**	14,345
Amounts due from associates	**87**	87
	1,516,789	1,460,440
Less: Impairment loss	**(12,092)**	(12,092)
Interest in associates	**1,504,697**	1,448,348
Share of net assets of joint ventures	**163,283**	162,865
Goodwill	**39,374**	38,354
Amounts due from joint ventures	**198,247**	176,623
	400,904	377,842
Less: Impairment loss	**(67,065)**	(33,795)
Interest in joint ventures	**333,839**	344,047
	1,838,536	1,792,395

The market values of the listed investments in associates and joint venture at 30 June 2023 were US$1,107.9 million (2022: US$1,228.1 million) and US$83.4 million (2022: US$49.2 million) respectively.

Tower Real Estate Investment Trust ("Tower REIT") is listed on the Bursa Malaysia Securities Berhad ("Bursa Malaysia"). Based on its closing price per unit of RM0.42 (2022: RM0.45) (Level 1 in the fair value hierarchy) at the reporting date, the value of the Group's investment in Tower REIT was US$5.4 million (2022: US$6.1 million). The Group undertook an impairment assessment of its investment in Tower REIT and estimated its recoverable amount, taking into consideration the value in use of the underlying properties held by Tower REIT. Based on the assessment, the recoverable amount of the investment approximates its carrying amount.

None of the Group's joint ventures are publicly listed entities except for EcoWorld International Berhad ("EWI"), which is listed on the Bursa Malaysia. Based on its closing price per share of RM0.60 (2022: RM0.34) (Level 1 in the fair value hierarchy) at the reporting date, the value of the Group's investment in EWI was US$82.9 million (2022: US$49.2 million). The Group has elected an accounting policy choice to treat the investment as whole. During the year, the Group undertook an impairment assessment of its investment in EWI and estimated its recoverable amount, taking into consideration the control premium to the fair value of the investment in EWI as a whole (Level 3 in the fair value hierarchy). Based on the assessment, the Group recognised an impairment loss of US$32.3 million during the year (2022: Nil), reflecting the prevailing cautious outlook and market conditions in the United Kingdom, where the investment is located.

NOTES TO THE FINANCIAL STATEMENTS

18. INTEREST IN ASSOCIATES AND JOINT VENTURES (cont'd)

The details of significant associates and joint ventures are as follows:

Name of Company	Country of incorporation and operation	Issued and paid up ordinary share capital	Effective percentage held by the Group	Principal activities
Associates				
Hong Leong Financial Group Berhad ("HLFG")	Malaysia	1,147,516,890 shares (RM2,267,008,045)	25	Financial services (Note 1)
Tower Real Estate Investment Trust	Malaysia	280,500,000 units (RM285,344,766)	10	Investment in real estate and real-estate related assets (Note 2)
GLM Emerald (Sepang) Sdn Bhd ("GLM Emerald")	Malaysia	140,000,000 shares (RM143,204,542)	21	Property development and operation of an oil palm estate
Joint ventures				
EcoWorld International Berhad	Malaysia	2,400,001,780 shares (RM2,592,453,931)	18	Investment holding (Note 3)
Carmel Development Pte. Ltd. ("Carmel")	Singapore	4,000,000 shares (S$4,000,000)	27	Property developer
Lentor Hills Development Pte. Ltd. ("Lentor Hills")	Singapore	4,000,000 shares (S$4,000,000)	20	Real estate developer

Note 1: HLFG is an integrated financial services group and is listed on Bursa Malaysia Securities Berhad ("Bursa Malaysia"). Its businesses cover commercial banking, Islamic banking services, insurance and takaful business, investment banking, futures and stockbroking and asset management business.

Note 2: Tower REIT is listed on Bursa Malaysia. Its investment portfolio comprises 3 prime commercial buildings in Kuala Lumpur.

Note 3: EWI is listed on Bursa Malaysia and is principally engaged in investment holding in international market outside of Malaysia, mainly in the United Kingdom and Australia.

All of the associates and joint ventures are accounted for using the equity method in the consolidated financial statements.

Included in amounts due from joint ventures of US$198.1 million (2022: US$176.3 million) is interest bearing at 3.9% per annum (2022: 3.2%) and is repayable at the discretion of the board of the joint venture.

NOTES TO THE FINANCIAL STATEMENTS

18. INTEREST IN ASSOCIATES AND JOINT VENTURES (cont'd)

Summarised financial information of the material associates, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

	HLFG		Tower REIT		GLM Emerald		Total	
	2023 US$'000	2022 US$'000	2023 US$'000	2022 US$'000	2023 US$'000	2022 US$'000	2023 US$'000	2022 US$'000
Non-current assets	N/A	N/A	171,725	186,732	44,328	46,524		
Current assets	N/A	N/A	677	563	7,065	10,392		
Total assets	67,610,077	65,090,929	172,402	187,295	51,393	56,916		
Non-current liabilities	N/A	N/A	(61,145)	(64,701)	-	(2,310)		
Current liabilities	N/A	N/A	(4,670)	(4,546)	(2,986)	(2,822)		
Total liabilities	(59,111,335)	(56,926,292)	(65,815)	(69,247)	(2,986)	(5,132)		
Non-controlling interests	(2,753,146)	(2,657,471)	-	-	-	-		
Net assets	5,745,596	5,507,166	106,587	118,048	48,407	51,784		
Group's share of net assets	1,457,617	1,397,130	23,086	25,570	21,784	23,308	1,502,487	1,446,008
Goodwill	12,092	12,092	-	-	2,123	2,253	14,215	14,345
Amounts due from an associate	-	-	87	87	-	-	87	87
Impairment loss	(12,092)	(12,092)	-	-	-	-	(12,092)	(12,092)
Group's carrying amount	1,457,617	1,397,130	23,173	25,657	23,907	25,561	1,504,697	1,448,348
Revenue	1,676,026	1,338,372	7,544	7,702	2,500	3,122		
Profit/(loss) for the year	619,721	578,550	(4,200)	1,699	(336)	2,316		
Other comprehensive income	58,139	(111,636)	(9,585)	(3,414)	(4,743)	(1,781)		
Total comprehensive income	677,860	466,914	(13,785)	(1,715)	(5,079)	535		
Carrying amount of interest in associates at the beginning of the year	1,397,130	1,394,154	25,657	27,176	25,561	26,203	1,448,348	1,447,533
Total comprehensive income attributable to the Group	171,967	119,976	(910)	(371)	(134)	241	170,923	119,846
Dividends received during the year	(30,061)	(30,672)	(129)	(339)	-	-	(30,190)	(31,011)
(Repayment from)/advance to associates	-	-	(2)	87	-	(1)	(2)	86
Exchange adjustments	(81,419)	(86,328)	(1,443)	(896)	(1,520)	(882)	(84,382)	(88,106)
Carrying amount of interest in associates at the end of the year	1,457,617	1,397,130	23,173	25,657	23,907	25,561	1,504,697	1,448,348

18. INTEREST IN ASSOCIATES AND JOINT VENTURES (cont'd)

Summarised financial information of the material joint ventures, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

	EWI		Carmel		Lentor Hills		Other immaterial joint ventures		Total	
	2023 US$'000	2022 US$'000	2023 US$'000	2022 US$'000	2023 US$'000	2022 US$'000	2023 US$'000	2022 US$'000	2023 US$'000	2022 US$'000
Non-current assets	238,778	362,168	-	8,708	-	-				
Current assets	220,988	282,104	839,043	650,484	510,846	474,701				
Total assets	459,766	644,272	839,043	659,192	510,846	474,701				
Non-current liabilities	(57)	(16,456)	(594,220)	(690,201)	(531,156)	(473,883)				
Current liabilities	(14,243)	(137,465)	(212,064)	(6,881)	(1,718)	(1,019)				
Total liabilities	(14,300)	(153,921)	(806,284)	(697,082)	(532,874)	(474,902)				
Non-controlling interests	(292)	(565)	-	-	-	-				
Net assets	445,174	489,786	32,759	(37,890)	(22,028)	(201)				
Group's share of net assets	120,197	132,304	13,103	-	-	-				
Goodwill	39,374	38,354	-	-	-	-				
Impairment loss	(67,065)	(33,795)	-	-	-	-				
Shareholder's loan	-	-	138,568	127,096	59,538	49,230				
Group's carrying amount	92,506	136,863	151,671	127,096	59,538	49,230	30,124	30,858	333,839	344,047
Loss for the year	(34,033)	(37,423)	-	-	-	-				
Carrying amount of interest in joint ventures at the beginning of the year	136,863	178,854	127,096	116,559	49,230	-	30,858	30,383	344,047	325,796
Addition	-	-	-	-	-	863	365	-	365	863
Total comprehensive income attributable to the Group	(9,187)	(10,104)	13,041	-	-	(881)	4,454	3,565	8,308	(7,420)
Dividend received during the year	-	(7,655)	-	-	-	-	(779)	-	(779)	(7,655)
Impairment loss	(32,272)	-	-	-	-	-	-	-	(32,272)	-
Advance to/(repayment from) joint ventures	-	-	8,301	14,383	9,081	49,230	(3,285)	(203)	14,097	63,410
Exchange adjustments	(2,898)	(24,232)	3,233	(3,846)	1,227	18	(1,489)	(2,887)	73	(30,947)
Carrying amount of interest in joint ventures at the end of the year	92,506	136,863	151,671	127,096	59,538	49,230	30,124	30,858	333,839	344,047

NOTES TO THE FINANCIAL STATEMENTS

19. TRANSACTIONS WITH NON-CONTROLLING INTERESTS

(a) Transaction with non-controlling interests in Rank

During the financial year ended 30 June 2023, the Group acquired an additional 1.28% interest in Rank for US$4,990,000 in cash, increasing its ownership from 52.06% to 53.34%. The Group recognised a decrease in non-controlling interests of US$12,460,000 and an increase in total equity attributable to equity shareholders of the Company of US$7,470,000.

During the financial year ended 30 June 2022, the Group acquired an additional 0.02% interest in Rank for US$70,000 in cash, increasing its ownership from 52.04% to 52.06%. The Group recognised a decrease in non-controlling interests of US$134,000 and an increase in total equity attributable to equity shareholders of the Company of US$64,000.

The following summarises the effect of changes in the Group's ownership interest in Rank:

	2023 US$'000	2022 US$'000
Group's ownership interest at 1 July	**515,643**	539,875
Effect of increase in Group's ownership interest	**12,460**	134
Share of total comprehensive income	**(45,539)**	(24,366)
Group's ownership interest at 30 June	**482,564**	515,643

(b) Transaction with non-controlling interests in JB Parade Sdn. Bhd. ("JB")

During the financial year ended 30 June 2023, the Group acquired an additional 20% interest in JB for US$2,336,000 in cash, increasing its ownership from 47% to 67%. The Group recognised an increase in non-controlling interests of US$181,000 and a decrease in total equity attributable to equity shareholders of the Company of US$2,517,000.

20. EQUITY INVESTMENTS AT FVOCI

	2023 US$'000	2022 US$'000
Equity securities		
Listed (at market value)		
– In Hong Kong	**636,492**	683,344
Unlisted	**97,401**	158,352
	733,893	841,696

NOTES TO THE FINANCIAL STATEMENTS

21. GOODWILL

	2023 US$'000	2022 US$'000
Cost:		
At 1 July	**362,308**	406,667
Addition through acquisition of a subsidiary (note 36(a))	**–**	2,757
Exchange adjustments	**5,856**	(47,116)
At 30 June	**368,164**	362,308
Accumulated impairment losses:		
At 1 July	**57,144**	–
Impairment loss recognised	**7,477**	62,054
Exchange adjustments	**(1,394)**	(4,910)
At 30 June	**63,227**	57,144
Carrying amount:		
At 30 June	**304,937**	305,164

In accordance with the Group's accounting policy, the carrying value of goodwill is tested for impairment annually, based on value-in-use models. For impairment testing purposes, each subsidiary group acquired is treated as a single cash generating unit. The recoverable amount of goodwill is determined by discounting the future cash flows to be generated from the CGU based on the financial budgets approved by management covering a 3 to 5-year period. Cash flows beyond the period are extrapolated using the estimated growth rates stated below. The growth rate does not exceed the long-term average growth rate for the business in which the CGU operates.

The key assumptions used for value-in-use calculations are as follows:

	Manuka Health		GuocoLand		Rank	
	2023	2022	2023	2022	2023	2022
Long term growth rate	**2%**	2%	**4%**	4%	**2%**	2%
Discount rate	**15%**	14%	**8%**	8%	**12%**	12%

The long term growth rates used are consistent with the forecasts included in industry reports and do not exceed the long-term average growth rates for the business in which the CGU operates. The discount rates used are pre-tax and reflect specific risks relating to the relevant businesses.

NOTES TO THE FINANCIAL STATEMENTS

22. DEVELOPMENT PROPERTIES

	2023 US$'000	2022 US$'000
Cost	**4,000,576**	4,030,249
Less: Progress instalments received and receivable	**(1,368,707)**	(1,325,481)
Write down of development properties	**(70,603)**	(35,496)
	2,561,266	2,669,272

The Group engaged an independent valuer to arrive at a market value as at 30 June 2023 from which estimated selling cost is deducted to arrive an estimate of the net realisable value of the properties on Molokai island in Hawaii. The valuation process involves significant judgement in determining the appropriate valuation methodology to be used and in estimating the underlying assumptions to be applied. The valuer considered the latest transaction prices of properties in comparable transaction and made reasoned adjustments to the comparable data to reflect market conditions, quality, condition, access, services, position, and location of the properties.

The valuation of the development properties on Molokai island in Hawaii indicated that the estimated net realisable value of certain land parcels of those development properties were lower than the carrying amount as at 30 June 2023, and a write-down of US$35,130,000 (2022: Nil) was recognised during the year.

Certain of the Group's development properties with an aggregate book value of US$2,106.7 million (2022: US$2,086.9 million) were pledged for bank loans (2022: bank loans).

23. PROPERTIES HELD FOR SALE

	2023 US$'000	2022 US$'000
At 1 July	**298,471**	290,654
Additions	**24,745**	1,010,449
Disposals	**(109,242)**	(988,036)
Disposal of a subsidiary (note 36(b))	**–**	(2,645)
Write down of properties held for sale	**(761)**	–
	213,213	310,422
Exchange adjustments	**(597)**	(11,951)
At 30 June	**212,616**	298,471

At the end of reporting period, the Group recognised a write-down of properties held for sale of US$0.8 million (2022: Nil) taking into consideration the selling prices of comparable properties, timing of sale launches, location of property and expected net selling prices.

24. INVENTORIES

	2023 US$'000	2022 US$'000
Raw materials and consumables	**29,480**	36,148
Work in progress	**–**	206
Finished goods	**20,342**	27,117
Provision for inventory obsolescence	**(851)**	(2,541)
	48,971	60,930

25. DEPOSITS FOR LAND

The deposits for land of US$129.1 million as at 30 June 2023 (2022: Nil) were related to the progressive payment made for the acquisition of a land parcel in Singapore. The acquisition was completed in July 2023.

26. CONTRACT ASSETS/LIABILITIES

(i) Contract assets

Contract assets relate primarily to the Group's right to consideration for work completed but not billed at the reporting date in respect of its property development business. The contract assets are transferred to trade receivables when the rights become unconditional. This usually occurs when the Group invoices the customer.

(ii) Contract liabilities

Contract liabilities relate primarily to advance consideration received from customers and progress billings issued in excess of the Group's rights to the consideration.

The contract liabilities are recognised as revenue when the Group fulfils its performance obligation under the contract with the customer.

The changes in contract assets and contract liabilities are due to the differences between the agreed payment schedule and progress of the construction work.

NOTES TO THE FINANCIAL STATEMENTS

27. TRADE AND OTHER RECEIVABLES

	2023 US$'000	2022 US$'000
Trade debtors	**94,782**	91,082
Other receivables, deposits and prepayments	**103,852**	107,626
Derivative financial instruments, at fair value	**13,630**	27,836
Interest receivables	**7,925**	1,300
	220,189	227,844

Included in the Group's trade and other receivables is US$9.7 million (2022: US$6.7 million) which is expected to be recovered after one year.

(a) Ageing analysis

As of the end of the reporting period, the ageing analysis of trade debtors (which are included in trade and other receivables), based on the invoice date and net of allowance for doubtful debts, is as follows:

	2023 US$'000	2022 US$'000
Within 1 month	**82,051**	85,812
1 to 3 months	**5,884**	2,961
More than 3 months	**6,847**	2,309
	94,782	91,082

(b) Impairment of trade debtors, other receivables and deposits, and interest receivables

Impairment losses in respect of trade debtors, other receivables and deposits, and interest receivables are recorded using an allowance account based on expected credit losses. Given the Group has not experienced any significant credit losses in the past, the allowance for expected credit losses is therefore insignificant.

The balance and the movement of the allowance for bad and doubtful debts as at 30 June 2023 and 2022 are not significant.

28. TRADING FINANCIAL ASSETS

	2023 US$'000	2022 US$'000
Equity securities		
Listed (at market value)		
– In Hong Kong	**704,796**	783,336
– Outside Hong Kong	**528,363**	326,820
	1,233,159	1,110,156
Debt securities		
Listed (at market value)		
– In Hong Kong	**–**	9,983
	–	9,983
	1,233,159	1,120,139

Certain of the Group's trading financial assets with an aggregate book value of US$184.4 million (2022: US$335.4 million) were pledged for bank loans.

29. CASH AND SHORT TERM FUNDS AND OTHER CASH FLOW INFORMATION

(a) Cash and cash equivalents comprise:

	2023 US$'000	2022 US$'000
Deposits with banks	**1,222,086**	980,079
Cash at bank and in hand	**413,011**	524,303
Cash and short term funds in the consolidated statement of financial position	**1,635,097**	1,504,382
Fixed deposits with maturity over three months	**(381,369)**	(153,000)
Cash collaterals (note)	**(7,463)**	(5,566)
Bank overdraft	**(2,495)**	–
Cash and cash equivalents in the consolidated statement of cash flows	**1,243,770**	1,345,816

Note:

Cash collaterals comprised deposits of US$7.5 million as at 30 June 2023 (2022: US$5.6 million) pledged with financial institutions in Singapore for bank loans.

NOTES TO THE FINANCIAL STATEMENTS

29. CASH AND SHORT TERM FUNDS AND OTHER CASH FLOW INFORMATION (cont'd)

(b) Reconciliation of liabilities arising from financing activities

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

	Bank loans and other borrowings and interest payable US$'000	Amount due to non-controlling interests US$'000	Lease liabilities US$'000	Total US$'000
At 1 July 2021	4,792,225	345,468	1,091,382	6,229,075
Changes from financing cash flows:				
Net proceeds from bank loans and other borrowings	306,079	–	–	306,079
Repayment to non-controlling interests	–	(21,283)	–	(21,283)
Interest paid	(138,730)	–	–	(138,730)
Capital element of lease rentals paid	–	–	(81,443)	(81,443)
Interest element of lease rentals paid	–	–	(51,012)	(51,012)
Total changes from financing cash flows	167,349	(21,283)	(132,455)	13,611
Exchange adjustments	(201,230)	(11,897)	(126,411)	(339,538)
Other changes:				
Increase in lease liabilities from entering into new leases during the year	–	–	31,872	31,872
Finance costs	91,735	2,893	49,063	143,691
Disposals and written off	–	–	(2,662)	(2,662)
Capitalised borrowing costs (note 7(a))	50,235	9,546	–	59,781
Lease modification	–	–	24,615	24,615
Total other changes	141,970	12,439	102,888	257,297
At 30 June 2022	4,900,314	324,727	935,404	6,160,445

29. CASH AND SHORT TERM FUNDS AND OTHER CASH FLOW INFORMATION (cont'd)

(b) Reconciliation of liabilities arising from financing activities (cont'd)

	Bank loans and other borrowings and interest payable US$'000	Amount due to non-controlling interests US$'000	Lease liabilities US$'000	Total US$'000
At 1 July 2022	4,900,314	324,727	935,404	6,160,445
Changes from financing cash flows:				
Net repayment of bank loans and other borrowings	(221,558)	–	–	(221,558)
Advance from non-controlling interests	–	28,519	–	28,519
Interest paid	(196,833)	–	–	(196,833)
Capital element of lease rentals paid	–	–	(59,680)	(59,680)
Interest element of lease rentals paid	–	–	(46,606)	(46,606)
Total changes from financing cash flows	(418,391)	28,519	(106,286)	(496,158)
Exchange adjustments	48,507	(2,101)	35,619	82,025
Other changes:				
Increase in lease liabilities from entering into new leases during the year	–	–	125,982	125,982
Finance costs	145,605	4,277	46,606	196,488
Capitalised borrowing costs (note 7(a))	50,254	6,711	–	56,965
Capitalisation of shareholder's loans from non-controlling interests of a subsidiary	–	(43,850)	–	(43,850)
Lease modification	–	–	(4)	(4)
Total other changes	195,859	(32,862)	172,584	335,581
At 30 June 2023	4,726,289	318,283	1,037,321	6,081,893

NOTES TO THE FINANCIAL STATEMENTS

30. TRADE AND OTHER PAYABLES

	2023 US$'000	2022 US$'000
Trade creditors	**127,408**	124,714
Other payables and accrued operating expenses	**499,676**	480,280
Derivative financial instruments, at fair value	**5,297**	3,842
Amounts due to fellow subsidiaries	**8,594**	4,750
Amounts due to associates and joint ventures	**–**	31
	640,975	613,617

Included in trade and other payables is US$157.6 million (2022: US$175.4 million) which is expected to be payable after one year.

(a) Ageing analysis

As of the end of the reporting period, the ageing analysis of trade creditors (which are included in trade and other payables), based on the invoice date, is as follows:

	2023 US$'000	2022 US$'000
Within 1 month	**60,653**	86,203
1 to 3 months	**53,112**	24,182
More than 3 months	**13,643**	14,329
	127,408	124,714

(b) Other payables and accrued operating expenses

	2023 US$'000	2022 US$'000
Accrued operating expenses	**216,521**	231,165
Real estate tax payable	**51,711**	49,206
Social security and gaming and other taxation	**48,540**	38,423
Interest payables	**17,680**	14,588
Deposits received	**115,870**	84,028
Contingent cash consideration for acquisition of additional interests in a subsidiary	**–**	12,947
Others	**49,354**	49,923
	499,676	480,280

(c) The amounts due to fellow subsidiaries, associates and joint ventures are unsecured, interest free and have no fixed repayment terms.

31. BANK LOANS AND OTHER BORROWINGS

	2023			2022		
	Current portion US$'000	Non-current portion US$'000	Total US$'000	Current portion US$'000	Non-current portion US$'000	Total US$'000
Bank loans						
– Secured	325,678	2,634,832	2,960,510	932,900	2,298,717	3,231,617
– Unsecured	693,666	570,215	1,263,881	474,704	699,322	1,174,026
	1,019,344	3,205,047	4,224,391	1,407,604	2,998,039	4,405,643
Other loans						
– Secured	–	116,651	116,651	–	–	–
	–	116,651	116,651	–	–	–
Unsecured medium term notes and bonds	–	367,567	367,567	122,198	357,885	480,083
	1,019,344	3,689,265	4,708,609	1,529,802	3,355,924	4,885,726

The Group's bank loans and other borrowings were repayable as follows:

	2023			2022		
	Bank loans and other loans US$'000	Other borrowings US$'000	Total US$'000	Bank loans and other loans US$'000	Other borrowings US$'000	Total US$'000
Within 1 year or on demand	1,019,344	–	1,019,344	1,407,604	122,198	1,529,802
After 1 year but within 2 years	1,580,061	–	1,580,061	1,770,272	–	1,770,272
After 2 years but within 5 years	958,300	367,567	1,325,867	1,178,717	357,885	1,536,602
After 5 years	783,337	–	783,337	49,050	–	49,050
	3,321,698	367,567	3,689,265	2,998,039	357,885	3,355,924
	4,341,042	367,567	4,708,609	4,405,643	480,083	4,885,726

NOTES TO THE FINANCIAL STATEMENTS

31. BANK LOANS AND OTHER BORROWINGS (cont'd)

Note:

The bank loans and other loans (2022: bank loans) are secured by the following:

- legal mortgages on investment properties with an aggregate book value of US$4,148.0 million (2022: US$3,608.1 million) (note 14);
- legal mortgages on development properties with an aggregate book value of US$2,106.7 million (2022: US$2,086.9 million) (note 22);
- legal mortgages on other property, plant and equipment with an aggregate book value of US$300.9 million (2022: US$322.1 million) (note 14); and
- certain trading financial assets with an aggregate book value of US$184.4 million (2022: US$335.4 million) (note 28).

32. PROVISIONS AND OTHER LIABILITIES

	Pensions US$'000	Property lease US$'000	Others US$'000	Total US$'000
At 1 July 2021	1,718	30,001	13,627	45,346
Provision made/(written back) during the year	556	(6,451)	182	(5,713)
Amounts settled or utilised during the year	(5,302)	(3,316)	(565)	(9,183)
Actuarial gain on defined benefit obligation	(5,867)	–	–	(5,867)
Exchange adjustments	80	(3,134)	(1,162)	(4,216)
At 30 June 2022	(8,815)	17,100	12,082	20,367
Provisions and other liabilities as at 30 June 2022 are disclosed as:				
Current liabilities	–	15,259	7,090	22,349
Non-current liabilities	6,341	1,841	4,992	13,174
Non-current assets	(15,156)	–	–	(15,156)
	(8,815)	17,100	12,082	20,367
At 1 July 2022	**(8,815)**	**17,100**	**12,082**	**20,367**
Addition related to dilapidation asset	**–**	**36,256**	**–**	**36,256**
Provision made/(written back) during the year	**178**	**4,906**	**(3,230)**	**1,854**
Amounts settled or utilised during the year	**(3,458)**	**(3,475)**	**(3)**	**(6,936)**
Actuarial loss on defined benefit obligation	**9,836**	**–**	**–**	**9,836**
Exchange adjustments	**(157)**	**861**	**180**	**884**
At 30 June 2023	**(2,416)**	**55,648**	**9,029**	**62,261**
Provisions and other liabilities as at 30 June 2023 are disclosed as:				
Current liabilities	**–**	**7,800**	**9,029**	**16,829**
Non-current liabilities	**6,014**	**47,848**	**–**	**53,862**
Non-current assets	**(8,430)**	**–**	**–**	**(8,430)**
	(2,416)	**55,648**	**9,029**	**62,261**

32. PROVISIONS AND OTHER LIABILITIES (cont'd)

In view of the likelihood of future closure of venues following the closure of venues in the past 2 years and the downturn in the trading outlook, together with a hardening position from landlords and recessionary environment making certain properties less attractive, the Group re-considered the basis of the dilapidation provision estimate on the obligation to make good its leased properties and has recognised an additional asset and liability of US$36.3 million. These provisions are recognised based on historically settled dilapidations which form the basis of the estimated future cash outflows. Any difference between amounts expected to be settled and the actual cash outflow will be accounted for in the period when such determination is made.

Where the Group is able to exit lease contracts before the expiry date or agree sublets which may result in the release of any associated property provisions such events are subject to the agreement of the landlord. As such, the Group makes no assumptions on the ability to either exit or sublet a property until a position is contractually agreed.

33. LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the reporting period:

	2023		2022	
	Present value of the minimum lease payments US$'000	Total minimum lease payments US$'000	Present value of the minimum lease payments US$'000	Total minimum lease payments US$'000
Within 1 year	**62,223**	**113,783**	57,675	104,563
After 1 year but within 2 years	**41,930**	**89,648**	39,974	81,276
After 2 years but within 5 years	**105,269**	**242,077**	116,339	235,429
After 5 years	**827,899**	**2,628,524**	721,416	2,206,331
	975,098	**2,960,249**	877,729	2,523,036
	1,037,321	**3,074,032**	935,404	2,627,599
Less: total future interest expenses		**(2,036,711)**		(1,692,195)
Present value of lease liabilities		**1,037,321**		935,404

The weighted-average borrowing rate of the Group's lease liabilities was 5.77% (2022: 4.86%) per annum during the year.

NOTES TO THE FINANCIAL STATEMENTS

34. DEFERRED TAXATION

(a) Deferred tax assets and liabilities recognised

The components of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

Deferred tax arising from:	Depreciation allowance in excess of related depreciation US$'000	Revaluation of properties US$'000	Timing difference on development properties US$'000	Revaluation of financial liabilities US$'000	Revaluation of securities US$'000	Tax losses US$'000	Others US$'000	Total US$'000
At 1 July 2021	(24,735)	(18,709)	2,235	(493)	22,184	(98,991)	82,193	(36,316)
Acquisition of subsidiaries (note 36(a))	-	-	-	-	-	-	461	461
Charged/(credited) to consolidated income statement	6,941	8,929	(12,714)	-	5,757	(21,856)	(8,523)	(21,466)
Charged to other comprehensive income	-	-	-	763	-	-	1,477	2,240
	(17,794)	(9,780)	(10,479)	270	27,941	(120,847)	75,608	(55,081)
Exchange adjustments	2,483	2,746	456	(48)	(249)	8,332	(9,202)	4,518
At 30 June 2022	(15,311)	(7,034)	(10,023)	222	27,692	(112,515)	66,406	(50,563)
At 1 July 2022	(15,311)	(7,034)	(10,023)	222	27,692	(112,515)	66,406	(50,563)
Charged/(credited) to consolidated income statement	5,052	3,320	(6,765)	-	(6,648)	(29,657)	(12,098)	(46,796)
Credited to other comprehensive income	-	-	-	(61)	-	-	(1,766)	(1,827)
	(10,259)	(3,714)	(16,788)	161	21,044	(142,172)	52,542	(99,186)
Exchange adjustments	(502)	(2,299)	1,364	4	30	(3,057)	1,539	(2,921)
At 30 June 2023	(10,761)	(6,013)	(15,424)	165	21,074	(145,229)	54,081	(102,107)

	2023 US$'000	2022 US$'000
Net deferred tax assets recognised in the consolidated statement of financial position	(128,819)	(108,317)
Net deferred tax liabilities recognised in the consolidated statement of financial position	26,712	57,754
	(102,107)	(50,563)

34. DEFERRED TAXATION (cont'd)

(b) Deferred tax assets not recognised

Deferred tax assets have not been recognised in respect of the following items:

	2023 US$'000	2022 US$'000
Deductible temporary differences	**113,180**	121,968
Tax losses	**1,258,401**	1,232,483
	1,371,581	1,354,451

The Group has not recognised deferred tax assets in respect of tax losses for certain group companies as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. The deductible temporary differences and tax losses have no expiry dates under current tax legislation.

(c) Deferred tax liabilities not recognised

At 30 June 2023, the temporary differences relating to the undistributed profits of subsidiaries amounted to US$132.4 million (2022: US$143.4 million). Deferred tax liabilities of US$13.3 million (2022: US$14.3 million) have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the Group controls the dividend policy of these subsidiaries and it has been determined that it is probable that the profits will not be distributed in the foreseeable future.

NOTES TO THE FINANCIAL STATEMENTS

35. SHARE CAPITAL AND RESERVES

(a) Movements in components of equity

Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

	Share capital US$'000	Share premium US$'000	Retained profits US$'000	Total equity US$'000
The Company				
At 1 July 2021	164,526	10,493	3,896,269	4,071,288
Final dividend paid in respect of prior year	–	–	(63,299)	(63,299)
Interim dividend paid in respect of current year	–	–	(21,019)	(21,019)
Total comprehensive income for the year – Profit for the year	–	–	(140,260)	(140,260)
Unclaimed dividends refund	–	–	105	105
At 30 June 2022	164,526	10,493	3,671,796	3,846,815
At 1 July 2022	**164,526**	**10,493**	**3,671,796**	**3,846,815**
Final dividend paid in respect of prior year	**–**	**–**	**(62,950)**	**(62,950)**
Interim dividend paid in respect of current year	**–**	**–**	**(20,959)**	**(20,959)**
Total comprehensive income for the year – Profit for the year	**–**	**–**	**63,474**	**63,474**
At 30 June 2023	**164,526**	**10,493**	**3,651,361**	**3,826,380**

(b) Nature and purpose of reserves of the Group

(i) The application of share premium account is governed by Section 40 of the Companies Act 1981 of Bermuda.

(ii) The capital and other reserves have been set up and will be dealt with in accordance with the Group's accounting policies. The purchase consideration for issued shares of the subsidiaries acquired for the purpose of satisfying outstanding share options granted by the subsidiaries is included in the capital reserve. It also comprises statutory and regulatory reserves maintained by HLFG's banking subsidiary companies in Malaysia and Vietnam.

(iii) The contributed surplus is governed by Section 54 of the Companies Act 1981 of Bermuda.

The contributed surplus is available for distribution to shareholders. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

(a) it is, or would after the payment be, unable to pay its liabilities as they become due; or

(b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

35. SHARE CAPITAL AND RESERVES (cont'd)

(b) Nature and purpose of reserves of the Group (cont'd)

(iv) The ESOS reserve comprises the purchase consideration for issued shares of the Company acquired for the Share Option Scheme for the purpose of satisfying the exercise of share options to be granted to eligible employees.

(v) The share option reserve comprises the cumulative value of employee services received for the issue of share options.

(vi) The exchange translation reserve comprises:

(a) the foreign exchange differences arising from the translation of the financial statements of foreign subsidiaries, associates and joint ventures whose functional currencies are different from the functional currency of the Company.

(b) the exchange differences on monetary items which form part of the Group's net investment in the foreign subsidiaries, associates and joint ventures.

(vii) Fair value reserve comprises unrealised gain or loss arising from changes in fair value of equity investments at FVOCI.

(viii) Hedging reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments related to hedged transactions that have not yet occurred.

(ix) Revaluation reserve comprises increase in fair value of other property, plant and equipment and development properties from acquired subsidiaries.

(x) Distributable reserves of the Company at 30 June 2023 amounted to US$3,646,943,000 (2022: US$3,667,398,000).

(c) Share capital

	2023		2022	
	No. of shares '000	US$'000	No. of shares '000	US$'000
Authorised:				
Ordinary shares of US$0.50 each	**800,000**	**400,000**	800,000	400,000
Issued and fully paid:				
As at 1 July and 30 June	**329,051**	**164,526**	329,051	164,526

Note: As at 30 June 2023, 3,826,862 (2022: 3,826,862) ordinary shares were acquired by the Group to reserve for the executive share option scheme for the purpose of satisfying the exercise of share options to be granted to eligible employees.

NOTES TO THE FINANCIAL STATEMENTS

36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Acquisition of a subsidiary

Year ended 30 June 2022

On 21 April 2022, the Group acquired the remaining 50% of the issued share capital of Rank Interactive Limited (previously known as Aspers Online Limited) for a total consideration of GBP1.3 million (approximately US$1.7 million). Of this consideration, GBP0.5 million (approximately US$0.7 million) was paid in cash on completion in lieu of the outstanding loan balance Rank owed to the seller and GBP0.8 million (approximately US$1.1 million) in contingent consideration. The contingent consideration will be equivalent to a percentage of the net gaming revenue generated from the acquired customer database. A present value of GBP0.8 million (approximately US$1.1 million) has been provisionally recognised for the contingent consideration and is dependent upon the date a competing online gaming operation is established.

At the date of acquisition, the fair value of the assets acquired and liabilities assumed, goodwill and consideration are outlined below.

	2022 US$'000
Net assets acquired:	
Intangible assets	1,840
Cash and short term funds	95
Trade and other payables	(811)
Deferred tax liabilities	(461)
Net assets acquired	663
Goodwill arising from acquisition	2,757
Total consideration	3,420
Total consideration is satisfied by:	
Cash	653
Contingent consideration	1,057
Remeasurement gain on existing interest in other investment	1,710
	3,420

A reconciliation of cash consideration paid to the net cash outflow in respect of acquisition of the subsidiary included in investing activities in the consolidated statement of cash flows is as follows:

	2022 US$'000
The fair value of each component of consideration is analysed as:	
Cash consideration paid	(653)
Cash and short term funds acquired	95
Net cash outflow in respect of acquisition of the subsidiary	(558)

36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (cont'd)

(a) Acquisition of a subsidiary (cont'd)

Year ended 30 June 2022 (cont'd)

The goodwill consists of future revenue opportunities attributable to new customers, new brands and development of technology. No amount of the goodwill recognised is expected to be deductible for tax purposes.

For the year ended 30 June 2022, Rank Interactive Limited contributed a revenue of US$1.1 million with an insignificant profit before tax. If the acquisition had occurred at the beginning of the year, the continuing revenue of the entity in the twelve months to 30 June 2022 would have been US$8.1 million and the loss before tax would have been US$0.3 million.

(b) Disposal of subsidiaries

Year ended 30 June 2022

The Group entered into an agreement to dispose of its two subsidiaries in Vietnam for a consideration of US$27.3 million in October 2020. The assets and liabilities of those subsidiaries were recorded as assets and liabilities held for sale as at 30 June 2021. The disposal was completed in July 2021.

The cash flows and net assets relating to the subsidiaries disposed of are summarised as follows:

	2022 US$'000
Net assets disposed of:	
(Classified as assets and liabilities held for sale as at 30 June 2021)	
Other property, plant and equipment	2
Development properties	5,153
Trade and other receivables	2,139
Cash and short term funds	8,214
Trade and other payables	(1,881)
Net assets disposed of	13,627
Add: Non-controlling interests	76
Reclassification of exchange translation reserve upon disposal of the subsidiaries	152
Disposal costs	166
Gain on disposal of the subsidiaries	13,313
Sales consideration	27,334
Disposal costs paid	(166)
Cash and short term funds of the subsidiaries disposed of	(8,214)
Net cash inflow in respect of disposal of the subsidiaries	18,954

In addition, on 14 September 2021, the Group disposed of its investment in a subsidiary, Shanghai Xinhaozhong Holding Co., Ltd for a consideration of RMB7.4 million (approximately US$1.1 million).

NOTES TO THE FINANCIAL STATEMENTS

36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (cont'd)

(b) Disposal of subsidiaries (cont'd)

Year ended 30 June 2022 (cont'd)

The cash flows and net assets relating to the subsidiary disposed of are summarised as follows:

	2022 US$'000
Net assets disposed of:	
Properties held for sale	2,645
Cash and short term funds	239
Taxation	(546)
Net assets disposed of	2,338
Less: Non-controlling interests	(215)
Reclassification of exchange translation reserve upon disposal of the subsidiary	(340)
Loss on disposal of the subsidiary	(643)
Sales consideration	1,140
Cash and short term funds of the subsidiary disposed of	(239)
Net cash inflow in respect of disposal of the subsidiary	901

During the prior year, exchange translation reserve of US$437,000 and non-controlling interests of US$210,000 have been derecognised and reclassified to profit or loss upon liquidation of a subsidiary, Guoson Lifestyle Retail (Beijing) Limited.

37. EMPLOYEE RETIREMENT BENEFITS

(a) Defined benefit retirement plans

The Group has several defined benefit pension schemes, all of which are closed to new members and their assets are held in separate funds administered by independent trustees. Actuarial valuations are carried out at least once every three years. The Group has set aside sufficient funds to fund the schemes.

These defined benefit pension schemes expose the Group to actuarial risks, such as longevity risk, currency risk, interest rate risk and market (investment) risk.

The plans are funded by contributions from the Group's subsidiaries in accordance with the schedule of contributions between the trustees and the Group's subsidiaries following each triennial actuarial valuation carried out by independent actuaries, using the projected unit credit method. The latest independent actuarial valuations of the plans in the United Kingdom were at 28 June 2020 and were prepared by qualified staff of Aon Hewitt Limited, who are members of the Institute and Faculty of Actuaries. The latest independent actuarial valuations of the plans in New Zealand were at 31 March 2021 and were prepared by qualified staff of MCA NZ Limited, who are fellow members of the New Zealand Society of Actuaries. The actuarial valuations indicate that the Group's combined obligations under these defined benefit retirement plans are 107% (2022: 113%) covered by the plan assets held by the trustees.

37. EMPLOYEE RETIREMENT BENEFITS (cont'd)

(a) Defined benefit retirement plans (cont'd)

The amounts recognised in the consolidated statement of financial position are as follows:

	2023 US$'000	2022 US$'000
Present value of funded obligations	**90,106**	102,151
Less: Fair value of plan assets	**(97,432)**	(115,992)
Present value of net surplus of funded plans	**(7,326)**	(13,841)
Employer superannuation tax payable	**531**	633
Present value of unfunded obligations	**4,379**	4,393
Net assets in the consolidated statement of financial position	**(2,416)**	(8,815)

A portion of the above net assets is expected to be settled after more than one year. However, it is not practicable to segregate this amount from the amounts payable in the next twelve months, as future contributions will also relate to future services rendered and future changes in actuarial assumptions and market conditions.

(i) Changes in the present value of the defined benefit obligation are as follows:

	2023 US$'000	2022 US$'000
At 1 July	**102,151**	148,986
Current service costs	**14**	20
Interest cost	**3,614**	2,706
Actuarial gain	**(14,028)**	(27,274)
Benefits paid	**(4,868)**	(6,677)
Exchange differences	**3,223**	(15,610)
At 30 June	**90,106**	102,151

(ii) Changes in the fair value of plan assets are as follows:

	2023 US$'000	2022 US$'000
At 1 July	**(115,992)**	(153,522)
Contributions from the Group	**(3,159)**	(5,640)
Benefits paid	**4,868**	6,677
Interest income	**(3,478)**	(2,184)
Actuarial losses	**23,864**	21,407
Exchange differences	**(3,535)**	17,270
At 30 June	**(97,432)**	(115,992)

NOTES TO THE FINANCIAL STATEMENTS

37. EMPLOYEE RETIREMENT BENEFITS (cont'd)

(a) Defined benefit retirement plans (cont'd)

(iii) Movements in the net assets for defined benefit pension scheme recognised in the consolidated statement of financial position are as follows:

	2023 US$'000	2022 US$'000
At 1 July	**(13,208)**	(3,514)
Contributions from the Group	**(3,159)**	(5,640)
Expenses recognised in profit or loss	**171**	556
Actuarial loss/(gain) recognised in other comprehensive income	**9,836**	(5,867)
Tax recognised/(reversed) in other comprehensive income	**7**	(403)
Tax paid during the year	**(130)**	–
Exchange differences	**(312)**	1,660
At 30 June	**(6,795)**	(13,208)

(iv) (Income)/expenses recognised in consolidated income statement and consolidated statement of comprehensive income are as follows:

	2023 US$'000	2022 US$'000
Current service costs	**14**	20
Net interest expense on obligation	**136**	522
Tax recognised in profit or loss	**21**	14
Net actuarial loss/(gain) recognised	**9,836**	(5,867)
Tax recognised/(reversed) in other comprehensive income	**7**	(403)
	10,014	(5,714)

(v) Plan assets comprise of:

	2023 US$'000	2022 US$'000
Equity/diversified growth fund	**32,706**	47,010
Bond	**59,044**	58,246
Insurance policy	**4,489**	5,564
Cash	**1,193**	5,172
	97,432	115,992

37. EMPLOYEE RETIREMENT BENEFITS (cont'd)

(a) Defined benefit retirement plans (cont'd)

(vi) Principal actuarial assumptions as at the reporting date (expressed as weighted averages) are as follows:

	2023	2022
Discount rate	**5.40%**	3.64%
Rates of increase to pensions in payment		
– Retail Price Index maximum 5% per annum	**2.95%**	2.90%
– Consumer Price Index maximum 3% per annum	**2.05%**	2.05%
– Consumer Price Index maximum 2.5% per annum	**1.85%**	1.85%
Rate of increase in salaries	**4.00%**	4.00%

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	Increase US$'000	Decrease US$'000
2023		
Discount rate (1% movement)	**(8,901)**	**10,675**
Rate of increase to pensions in payment (1% movement)	**3,419**	**(3,419)**
Rate of increase in salaries (1% movement)	**126**	**(126)**
Future mortality (1% movement)	**1,947**	**(1,958)**
2022		
Discount rate (1% movement)	(13,558)	13,567
Rate of increase to pensions in payment (1% movement)	4,993	(4,993)
Rate of increase in salaries (1% movement)	121	(121)
Future mortality (1% movement)	2,499	(2,511)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

NOTES TO THE FINANCIAL STATEMENTS

37. EMPLOYEE RETIREMENT BENEFITS (cont'd)

(a) Defined benefit retirement plans (cont'd)

Other pension commitment

Rank has an unfunded pension commitment relating to three former executives of Rank. At 30 June 2023, Rank's commitment was US$4.4 million (2022: US$4.4 million). Rank paid US$0.2 million (2022: US$0.2 million) in pension payments during the year. No actuarial difference arising on the commitment, resulting from the changes in assumptions outlined below in the year (2022: gain after taxation of US$0.1 million).

Assumptions used to determine the obligations at:

	2023	2022
Discount rate per annum	**5.1%**	3.8%
Pension increases per annum	**5.0%**	4.9%

The obligation has been calculated using the S2 mortality tables with a 1.5% per annum improvement in life expectancy.

(b) Defined contribution retirement plans

The Company and its subsidiaries in Hong Kong operate a Mandatory Provident Fund Scheme ("MPF Scheme") which has been established under the Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance in December 2000. The MPF Scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF Scheme, the Group's contribution is 10 percent or 5 percent of employees' monthly salaries and is expensed as incurred.

Subsidiaries in Singapore operate a Central Provident Fund Scheme ("CPF Scheme") which is a defined contribution scheme. Under this CPF Scheme, the subsidiary's contribution is 7.5 percent to 17 percent of employees' monthly salaries and is expensed as incurred.

During the year, the Group's costs incurred on employees pension schemes were US$13,489,000 (2022: US$12,402,000) and forfeited contributions in the amount of US$24,000 (2022: US$11,000) were used to reduce current year's contributions.

38. FINANCIAL RISK MANAGEMENT AND FAIR VALUES

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group is also exposed to equity price risk arising from its equity investments in other entities.

These risks are managed by the Group's financial risk management policies and practices described below:

(a) Credit risk

The Group's credit risks are primarily attributable to bank deposits, debt securities, derivative financial instruments and trade and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

The Group's bank deposits are only placed in and debt securities are only purchased from counterparties which have high credit quality. Transactions involving derivative financial instruments are with counterparties with sound credit ratings. The Group has limits for exposures to individual counterparties and countries to manage concentration risk.

The Group's credit exposure in the property business is minimal as customers fund their purchases of residential housing units with mortgaged home loans from independent financial institutions. The hotel business has its own credit policy to allow credit periods of up to 60 days for certain of its customers. Sales to gaming retail customers are settled in cash or using major credit cards. The Group has no significant concentrations of credit risks. The Group does not hold any collateral over the receivables balances.

The Group measures loss allowance for trade debtors in accordance with accounting policy in note 2(k)(i). The allowance for expected credit losses is insignificant.

The maximum exposure to credit risk at the end of the reporting period without taking into account of any collateral held is represented by the carrying amount of each financial asset, including derivative financial instruments, in the consolidated statement of financial position after deducting any impairment allowance.

NOTES TO THE FINANCIAL STATEMENTS

38. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (cont'd)

(b) Liquidity risk

Liquidity is managed on a daily basis by the treasury and finance departments. They are responsible for ensuring that the Group has adequate liquidity for all operations, ensuring that the funding mix is appropriate so as to avoid maturity mismatches. The Group manages liquidity risk by holding sufficient liquid assets of appropriate quality to ensure that short term funding requirements are covered within prudent limits.

The following table details the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities and derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates prevailing at the end of the reporting period) and the earliest date the Group can be required to pay:

	2023 Contractual undiscounted cash flow						2022 Contractual undiscounted cash flow					
	Within 1 year or on demand US$'000	More than 1 year but less than 2 years US$'000	More than 2 years but less than 5 years US$'000	More than 5 years US$'000	Total US$'000	Carrying amount at 30 June 2023 US$'000	Within 1 year or on demand US$'000	More than 1 year but less than 2 years US$'000	More than 2 years but less than 5 years US$'000	More than 5 years US$'000	Total US$'000	Carrying amount at 30 June 2022 US$'000
Non-derivative financial liabilities												
Bank loans and other loans	(1,196,536)	(1,709,242)	(1,852,368)	(51,215)	(4,809,361)	(4,341,042)	(1,533,597)	(1,844,920)	(1,201,774)	(56,526)	(4,636,817)	(4,405,643)
Unsecured medium term notes and bonds	(12,319)	(12,285)	(378,642)	-	(403,246)	(367,567)	(137,175)	(12,019)	(381,412)	-	(530,606)	(480,083)
Trade and other payables	(377,851)	(98,606)	(58,568)	(397)	(535,422)	(535,422)	(346,641)	(107,516)	(67,803)	(124)	(522,084)	(522,084)
Lease liabilities	(113,783)	(89,648)	(242,077)	(2,628,524)	(3,074,032)	(1,037,321)	(104,563)	(81,276)	(235,429)	(2,206,331)	(2,627,599)	(935,404)
	(1,700,489)	(1,909,781)	(2,531,655)	(2,680,136)	(8,822,061)	(6,281,352)	(2,121,976)	(2,045,731)	(1,886,418)	(2,262,981)	(8,317,106)	(6,343,214)
Derivative financial liabilities												
Derivatives settled gross:												
Forward foreign exchange contracts												
- outflows	(159,159)	-	-	-	(159,159)		(408,986)	-	-	-	(408,986)	
- inflows	155,488	-	-	-	155,488		406,510	-	-	-	406,510	
	(3,671)	-	-	-	(3,671)		(2,476)	-	-	-	(2,476)	

38. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (cont'd)

(c) Interest rate risk

The Group's interest rate risk arises from treasury activities and borrowings. The Group manages its interest rate exposure with a focus on reducing the Group's overall cost of debt and exposure to changes in interest rates. The Group uses interest rate swaps to manage its interest rate exposure as appropriate. As at 30 June 2023, the Group had interest rate swaps with outstanding notional amount of US$789.8 million (2022: US$1,242.2 million).

(i) Interest rate profile

The following table details the interest rate profile of the Group's interest earning financial assets and interest bearing financial liabilities at the end of the reporting period:

	2023		2022	
	Effective interest rate	US$'000	Effective interest rate	US$'000
Floating rate financial assets/(liabilities)				
Debt securities	–	–	1.80%	9,983
Bank loans and other borrowings	1.93% to 8.16%	(4,167,921)	1.52% to 6.15%	(4,218,162)
		(4,167,921)		(4,208,179)
Fixed rate financial assets/(liabilities)				
Deposits with banks	0.10% to 6.07%	1,222,086	0.05% to 3.10%	980,079
Bank loans and other borrowings	3.29% to 5.08%	(540,688)	3.29% to 5.08%	(667,564)
Lease liabilities	2.80% to 7.49%	(1,037,321)	2.80% to 7.81%	(935,404)
		(355,923)		(622,889)
Total		(4,523,844)		(4,831,068)

(ii) Sensitivity analysis

At 30 June 2023, it is estimated that a general increase/decrease of 1 to 97 basis points (2022: 1 to 200 basis points) in interest rates in respect of the Group's various currencies, mainly United States dollars, Pound sterling, Hong Kong dollars, Singapore dollars and Malaysian ringgit, with all other variables held constant, would have decreased/increased the Group's profit by approximately US$12.6 million (2022: US$16.3 million), but no significant effect (2022: Nil) on other components of equity.

The sensitivity analysis above indicates the instantaneous change in the Group's profit or loss and other components of equity that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the end of the reporting period. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the impact on the Group's profit or loss and other components of equity is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis as for 2022.

NOTES TO THE FINANCIAL STATEMENTS

38. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (cont'd)

(c) Interest rate risk (cont'd)

(iii) Interest Rate Benchmark Reform

The Group has certain LIBOR bank borrowings and interest rate swaps which are subject to the interest rate benchmark reform. The Group considers that the interest rate benchmark reform will have no material impact on the Group's risk exposure.

(d) Foreign currency risk

Structural foreign currency positions arise mainly on overseas investments in Singapore, Malaysia, China and the United Kingdom. Currency exposure to these overseas investments is managed primarily at the Group level with the principal objective of ensuring that the Group's reserves are protected from exchange rate fluctuations.

The Group from time to time enters into foreign exchange contracts, which are primarily over-the-counter derivatives, principally for hedging foreign currency exposures and investments.

(i) Exposure to foreign currency risk

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. Differences resulting from the translation of the financial statements of foreign operations into the Group's presentation currency and exposure arising from inter-company balances which are considered to be in the nature of interest in subsidiaries are excluded.

	2023					2022				
	Japanese yen '000	Renminbi '000	Pound sterling '000	Malaysian ringgit '000	Singapore dollars '000	Japanese yen '000	Renminbi '000	Pound sterling '000	Malaysian ringgit '000	Singapore dollars '000
Trade and other receivables	1	1,123	2,095	-	343	28,663	105	1	-	-
Trading financial assets	-	-	91,220	5,810	18,419	6,236,435	-	114,706	6,370	-
Cash and short term funds	82,754	33,356	124	581	75,409	168,394	28,838	3,037	630	9,155
Trade and other payables	(194,198)	(7,588)	(2)	(47)	(8,521)	-	(29,679)	(9)	(47)	(17,325)
Bank loans and other borrowings	-	(1,257,525)	-	-	-	-	(409,563)	-	-	-
Gross exposure arising from recognised assets and liabilities	(111,443)	(1,230,634)	93,437	6,344	85,650	6,433,492	(410,299)	117,735	6,953	(8,170)
Notional amounts of forward exchange contracts at fair value through profit or loss	621,172	-	(53,703)	(5,810)	(52,947)	(6,236,436)	(20,150)	(116,640)	-	(49,099)
Overall net exposure	509,729	(1,230,634)	39,734	534	32,703	197,056	(430,449)	1,095	6,953	(57,269)

38. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (cont'd)

(d) Foreign currency risk (cont'd)

(ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit or loss and other components of equity that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant.

	2023			2022		
	Increase in foreign exchange rates	Effect on profit US$'000	Effect on other components of equity US$'000	Increase in foreign exchange rates	Effect on profit US$'000	Effect on other components of equity US$'000
Japanese yen	14%	(201)	–	8%	58	–
Renminbi	7%	(11,618)	–	0.1%	(132)	–
Pound sterling	1%	2,817	–	4%	49	–
Malaysian ringgit	6%	6	–	3%	55	–
Singapore dollars	4%	659	–	3%	(181)	–

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' profit or loss and other components of equity measured in the respective functional currencies, translated into United States dollars at the exchange rate ruling at the end of the reporting period for presentation purpose.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period. The analysis is performed on the same basis as for 2022.

(e) Equity price risk

The Group is exposed to equity price changes arising from equity investments classified as trading financial assets (see note 28) and equity investments at FVOCI (see note 20).

The Group maintains an investment portfolio which comprises listed and unlisted equities. Investments are chosen to enhance creation of capital value for trading purpose as well as for long term potential growth. Equity investments are subject to asset allocation limits to control appropriate risks. The portfolio size is regularly reviewed and the price movements are closely monitored by the investment committee, who will take appropriate actions when required.

At 30 June 2023, it is estimated that an increase/decrease of 1% to 11% (2022: 1% to 9%) in the market value of the Group's global listed trading securities and equity investments at FVOCI, with all other variables held constant, would have increased/decreased the Group's profit by US$69.2 million (2022: US$71.4 million) and other components of equity by US$28.5 million (2022: US$20.2 million). The analysis is performed on the same basis as for 2022.

NOTES TO THE FINANCIAL STATEMENTS

38. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (cont'd)

(f) Fair values measurement

(i) Financial assets and liabilities measured at fair value

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair Value Measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.

- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.

- Level 3 valuations: Fair value measured using significant unobservable inputs.

	2023				2022			
	Level 1 US$'000	Level 2 US$'000	Level 3 US$'000	Total US$'000	Level 1 US$'000	Level 2 US$'000	Level 3 US$'000	Total US$'000
Recurring fair value measurements								
Assets								
Equity investments at FVOCI:								
- Listed	636,492	-	-	636,492	683,344	-	-	683,344
- Unlisted	-	12,591	84,810	97,401	-	72,267	86,085	158,352
Trading financial assets:								
- Listed	1,233,159	-	-	1,233,159	1,120,139	-	-	1,120,139
Derivative financial instruments:								
- Interest rate swaps	-	7,797	-	7,797	-	7,431	-	7,431
- Forward exchange contracts	-	5,833	-	5,833	-	19,956	-	19,956
- Equity swaps	-	-	-	-	-	449	-	449
	1,869,651	26,221	84,810	1,980,682	1,803,483	100,103	86,085	1,989,671
Liabilities								
Derivative financial instruments:								
- Forward exchange contracts	-	3,912	-	3,912	-	2,458	-	2,458
- Equity swaps	-	1,385	-	1,385	-	1,384	-	1,384
	-	5,297	-	5,297	-	3,842	-	3,842

38. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (cont'd)

(f) Fair values measurement (cont'd)

(i) Financial assets and liabilities measured at fair value (cont'd)

During the years ended 30 June 2023 and 30 June 2022, there were no transfers between Level 1 and Level 2. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

Valuation techniques and inputs used in Level 2 fair value measurements

The fair value of forward exchange contracts is determined based on quotes from market makers or alternative market participants supported by observable inputs including spot and forward exchange rates. The fair value of other derivative financial instruments is determined based on the amount that the Group would receive or pay to terminate the contracts with the independent counterparties at the end of the reporting period, taking into account current observable inputs. The fair value of the unlisted equity investment at FVOCI in Level 2 is determined using a valuation technique based on the net asset value approach, which takes into consideration the fair value of the underlying assets and liabilities of the unlisted equity investment at FVOCI. The assets held by the unlisted equity investment at FVOCI consist of a publicly traded investment in an active market which is reported at the market closing price.

Information about Level 3 fair value measurements

Other unlisted equity investments at FVOCI carried at fair value are categorised within Level 3 of the fair value hierarchy. The fair values are determined using a valuation technique or based on the net asset value approach, which takes into consideration the fair value of the underlying assets and liabilities of the investee fund.

The movements during the year in the balance of Level 3 fair value measurements are as follows:

	2023 US$'000	2022 US$'000
Unlisted equity investments at FVOCI:		
At 1 July	**86,085**	60,235
Net unrealised (losses)/gains recognised in other comprehensive income during the year	**(4,431)**	20,050
Additions	**3,808**	9,489
Cash distribution	**(652)**	(3,689)
At 30 June	**84,810**	86,085

The net unrealised gains or losses arising from the remeasurement of the unlisted equity investments at FVOCI are recognised in fair value reserve (non-recycling) in other comprehensive income. Upon disposal of the equity investments, the amount accumulated in other comprehensive income is transferred directly to retained profits.

(ii) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the financial instruments carried at cost or amortised cost are not materially different from their fair values as at 30 June 2023 and 2022.

(g) Financial assets and liabilities subject to offsetting, enforceable master netting arrangements or similar agreements

The Group enters into derivative transactions under International Swaps and Derivatives Association ("ISDA") master agreements providing offsetting mechanism under certain circumstances. At the end of the reporting period, the Group and the counterparties have not exercised their rights to offset the financial instruments and the derivatives are settled at gross amount.

NOTES TO THE FINANCIAL STATEMENTS

39. CAPITAL MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure by reviewing its equity-debt ratio and cashflow requirements, taking into account of its future financial obligations and commitments. For this purpose, the Group defines equity-debt ratio as the ratio of the total equity attributable to equity shareholders of the Company to net debt. Net debt comprises total borrowings less cash and short term funds as well as trading financial assets.

The equity-debt ratio at the end of the reporting period is as follows:

	2023 US$'000	2022 US$'000
Bank loans and other loans	**4,341,042**	4,405,643
Other borrowings	**367,567**	480,083
Total borrowings	**4,708,609**	4,885,726
Less: Cash and short term funds	**(1,635,097)**	(1,504,382)
Trading financial assets	**(1,233,159)**	(1,120,139)
Net debt	**1,840,353**	2,261,205
Total equity attributable to equity shareholders of the Company	**7,572,517**	7,357,199
Equity-debt ratio	**80 : 20**	76 : 24

40. COMMITMENTS

(a) Capital commitments outstanding at year end not provided for in the financial statements

	2023 US$'000	2022 US$'000
Authorised and contracted for	**15,710**	22,385
Authorised but not contracted for	**18,019**	16,017
	33,729	38,402

The commitment in respect of development expenditure contracted but not provided for in the financial statements by the Group was US$500.4 million (2022: US$955.3 million).

(b) There were also commitments in respect of foreign currency contracts relating to the normal operations as at 30 June 2023 and 30 June 2022.

41. CONTINGENT LIABILITIES

(a) GuocoLand

On 20 August 2015, GuocoLand, through its subsidiary, GuocoLand (China) Limited ("GLC"), entered into a Master Transaction Agreement (the "Agreement") to dispose of all the equity, contractual and loan interest of GLC in or relating to the Dongzhimen project in Beijing ("DZM Project"). The Agreement provides that the buyer will indemnify GLC, its affiliates and representatives from and against all actions, losses and liabilities to which any of these parties is or may become subject to arising out of or related to the DZM Project in accordance with the terms and conditions therein.

(b) Rank

Property arrangements

Rank has certain property arrangements under which rental payments revert to Rank in the event of default by the third party. At 30 June 2023, it is not considered probable that the third party will default. As such, no provision has been recognised in relation to these arrangements. If the third party was to default on these arrangements, the obligation was to fall back to Rank and the undiscounted monthly rental for these property arrangements was GBP0.8 million (approximately US$1.0 million) on a discounted basis.

Legal and regulatory landscape

Given the nature of the legal and regulatory landscape of the industry, from time to time Rank receives notices and communications from regulatory authorities and other parties in respect of its activities and is subject to compliance assessments of its licensed activities.

Rank recognises that there is uncertainty over any fines or charges that may be levied by regulators as a result of past events and depending on the status of such reviews, it is not always possible to reliably estimate the likelihood, timing and value of potential cash outflows.

Disposal claims

As a consequence of historic sale or closure of previously owned businesses, Rank may be liable for legacy industrial disease and personal injury claims alongside any other directly attributable costs. The nature and timing of these claims are uncertain and depending on the result of the claim's assessment review, it is not always possible to reliably estimate the likelihood, timing and value of potential cash outflows.

Contingent consideration

On 21 April 2022, Rank completed the purchase of the remaining 50% shareholding of Rank Interactive Limited (previously known as Aspers Online Limited) for a total consideration of GBP1.3 million (approximately US$1.6 million). Of this consideration, GBP0.5 million (approximately US$0.6 million) was paid in cash on completion in lieu of the outstanding loan balance Rank owed to the seller and GBP0.8 million (approximately US$1.0 million) in contingent consideration included in trade and other payables. The contingent consideration will be equivalent to a percentage of the net gaming revenue generated from the acquired customer database. A present value of GBP0.8 million (approximately US$1.0 million) has been provisionally recognised for the contingent consideration and is dependent upon the date a competing online gaming operation is established.

At 30 June 2023, Rank settled GBP0.4 million (approximately US$0.5 million) of the contingent consideration leaving a balance of GBP0.4 million (approximately US$0.5 million).

NOTES TO THE FINANCIAL STATEMENTS

42. MATERIAL RELATED PARTY TRANSACTIONS

(a) Banking transactions

Transactions with companies in the Hong Leong Company (Malaysia) Berhad ("HLCM") Group:

During the year, the Group entered into a number of transactions in the normal course of business with companies in the HLCM Group including deposits and correspondent banking transactions. The transactions were priced based on the relevant market rates at the time of each transaction, and were under the same terms as those available to the independent counterparties and customers.

Mr. QUEK Leng Chan, being a deemed controlling shareholder of the Company, is a deemed controlling shareholder of companies in the HLCM Group. Companies in the HLCM Group are deemed related parties to the Group.

Information relating to interest income from these transactions during the year and balance outstanding at the end of the reporting period is set out below:

(i) Income for the year ended 30 June

	2023 US$'000	2022 US$'000
Interest income	**476**	217

(ii) Balance as at 30 June

	2023 US$'000	2022 US$'000
Deposits and short term funds	**35,175**	13,251

(b) Management fees

On 3 July 2020, the Company entered into master agreements for services for three financial years from 1 July 2020 to 30 June 2023 with each of GuoLine Group Management Company Pte. Ltd. ("GGMC") (a wholly-owned subsidiary of GuoLine Capital Assets Limited ("GCAL")) and HL Management Co Sdn Bhd ("HLMC") which were indirect wholly-owned subsidiaries of Hong Leong Company (Malaysia) Berhad ("HLCM"), the ultimate holding company of the Company at the time. On 16 April 2021, GCAL replaced HLCM to become the ultimate holding company and a substantial shareholder of the Company following the completion of an internal restructuring exercise. Mr QUEK Leng Chan, being a deemed controlling shareholder of the Company, is a deemed controlling shareholder of GCAL and HLMC. GGMC and HLMC are deemed related parties to the Group.

Total amount paid or provided for in respect of management fees to GGMC and HLMC for the year ended 30 June 2023 amounted to US$12,256,000 and US$445,000 (2022: US$8,682,000 and US$298,000) respectively.

42. MATERIAL RELATED PARTY TRANSACTIONS (cont'd)

(c) Investment management fees and advisory management fees

On 1 November 2022, Asia Fountain Assets Limited ("AFAL"), an indirect wholly-owned subsidiary of the Company entered into the Investment Management Agreement with GuoLine Advisory Pte. Ltd. ("GAPL"), a 50:50 joint venture company owned by GuocoEquity Assets Limited ("GEAL") (a direct wholly-owned subsidiary of the Company) and GGMC. GAPL provides AFAL with discretionary fund management services in relation to all the investment assets (including monies and other investment products) of AFAL, proceeds therefrom and dividend income, other than those which may be designated by AFAL as not forming part of the mandate of GAPL under the Investment Management Agreement in accordance with the terms and conditions of the Investment Management Agreement.

On 1 November 2022, Guoco Management Company Limited ("GMC"), a direct wholly-owned subsidiary of the Company entered into the Investment Advisory and Management Agreement with GAPL. GAPL provides GMC with investment advisory services in accordance with the terms and conditions of the Investment Advisory and Management Agreement.

Total amount paid or provided for in respect of investment management fees and performance fee to GAPL by AFAL for the year ended 30 June 2023 amounted to US$2,091,000 (2022: Nil) and US$2,566,000 (2022: Nil) respectively.

Total amount paid or provided for in respect of advisory management fees to GAPL by GMC for the year ended 30 June 2023 amounted to US$203,000 (2022: Nil).

(d) Key management personnel information

Emoluments for key management personnel, including amounts paid to the Company's directors as disclosed in note 9 and certain of the highest paid employees as disclosed in note 10, is as follows:

	2023 US$'000	2022 US$'000
Short-term employee benefits	**3,408**	3,372

Total emoluments are included in "staff costs" (see note 7(b)).

(e) Applicability of the Listing Rules relating to connected transactions

The related party transactions in respect of (a) banking transactions, (b) management fees and (c) investment management fees and advisory management fees above constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in section "INTERESTS IN CONTRACTS AND CONNECTED TRANSACTIONS" of the Report of the Directors.

NOTES TO THE FINANCIAL STATEMENTS

43. COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

	2023 US$'000	2022 US$'000
NON-CURRENT ASSETS		
Interest in subsidiaries	**3,096,481**	3,239,912
Interest in associated company	**242,832**	242,832
Intangible assets	**203**	203
	3,339,516	3,482,947
CURRENT ASSETS		
Trade and other receivables	**6,759**	750
Cash and short term funds	**669,977**	372,430
	676,736	373,180
CURRENT LIABILITIES		
Amounts due to subsidiaries	**189,099**	8,748
Trade and other payables	**773**	564
	189,872	9,312
NET CURRENT ASSETS	**486,864**	363,868
NET ASSETS	**3,826,380**	3,846,815
CAPITAL AND RESERVES		
Share capital (note 35)	**164,526**	164,526
Reserves (note 35)	**3,661,854**	3,682,289
TOTAL EQUITY	**3,826,380**	3,846,815

Approved and authorised for issue by the Board of Directors on 20 September 2023.

KWEK Leng Hai
CHEW Seong Aun
Directors

44. PARENT AND ULTIMATE HOLDING COMPANY

The directors consider the parent company at 30 June 2023 to be GuoLine Overseas Limited, which is incorporated in Bermuda and the ultimate holding company to be GuoLine Capital Assets Limited, which is incorporated in Jersey. These entities do not produce financial statements available for public use.

45. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 30 JUNE 2023

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 30 June 2023 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group:

	Effective for accounting periods beginning on or after
Amendments to HKFRS 10 and HKAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Note (i)
Amendments to HKAS 1 – Classification of liabilities as current or non-current	1 January 2024
Amendments to HKAS 1 – Non-current liabilities with covenants	1 January 2024
Amendments to HKAS 1 and HKFRS Practice Statement 2 – Disclosure of accounting policies	1 January 2023
Amendments to HKAS 8 – Definition of accounting estimates	1 January 2023
Amendments to HKAS 12 – Deferred tax related to assets and liabilities arising from a single transaction	1 January 2023

Note:

(i) Effective for annual periods beginning on or after a date to be determined.

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

MAJOR DEVELOPMENT PROPERTIES AND PROPERTIES HELD FOR SALE OF THE SUBSIDIARIES

Property	Intended Use	Stage of Completion	Expected Temporary Occupation Permit ("TOP") date	Site area sq.m	Gross floor area sq.m	Group's interest %
Singapore						
Guoco Midtown situated at Beach Road	Residential/ Commercial#/ Office#	Structural, architectural & M&E works	In phases from 3rd Quarter 2023 to 2nd Quarter 2024	22,202	90,029	47
Midtown Modern situated at Tan Quee Lan Street	Office/ Residential	Structural, architectural & M&E works	2nd Quarter 2024	11,531	48,430	40
Meyer Mansion situated at Meyer Road	Residential	Structural, architectural & M&E works	4th Quarter 2024	7,920	22,175	67
Lentor Modern situated at Lentor Central	Residential/ Commercial/ Retail	Piling works completed	2nd Quarter 2026	17,280	60,480	67
Malaysia						
Emerald 9 situated at Lot 809 and 810 Cheras Batu 8 1/4 and 8 1/2 Jalan Cheras, Daerah Hulu Langat, Selangor	Residential/ Hotel/ Commercial/ Retail	Plot 1: Works in Progress Plot 2: Planning	3rd Quarter 2023 *	41,010	287,235	45
PJ Corporate Park situated at Lot 13507, Seksyen 32, Bandar Petaling Jaya, Daerah Petaling Selangor	Commercial	Planning	*	12,974	38,053	45
Emerald Hills situated at Lot 7585 to 7589, 7597 to 7600, 103882 and PT 15231, Mukim Petaling Wilayah Persekutuan, Kuala Lumpur	Residential	Phase 1: Completed Phase 2: Works in Progress	1st Quarter 2025	191,658	245,980	45
Oval Kuala Lumpur situated at Seksyen 63, Bandar & Daerah Kuala Lumpur, Wilayah Persekutuan, Kuala Lumpur	Residential	Completed		7,136	19,172	45
Vacant Agriculture Land situated at Mukim of Jasin, Melaka Darul Amin	Residential	Planning	*	7,474,840	7,474,840	31

MAJOR DEVELOPMENT PROPERTIES AND PROPERTIES HELD FOR SALE OF THE SUBSIDIARIES

Property	Intended Use	Stage of Completion	Expected Temporary Occupation Permit ("TOP") date	Site area sq.m	Gross floor area sq.m	Group's interest %
The People's Republic of China						
Guoco Changfeng City situated at Putuo District, Shanghai	Office#/Retail#	Completed		143,845	146,831	67
Chongqing GuocoLand 18T Mansion situated at Yuzhong District, Chongqing	Residential/ Commercial	Plot 1 to 3: Works in Progress	In phases from 3rd Quarter 2023 to 4th Quarter 2024	39,669	256,845	50
		Plot 4: Planning	*	9,292	84,235	
Chongqing Central Park situated at Liangjiang District, Chongqing	Residential/ Commercial	Plot 1 & 2: Planning	In phases from 2nd Quarter 2026 to 4th Quarter 2027	75,137	84,570	50
		Plot 3 & 4: Works in Progress	In phases from 3rd Quarter 2024 to 1st Quarter 2025	66,821	113,030	

* Not available as these developments have not commenced construction or have not been launched yet.

\# The carrying value is included in Investment Properties.

MAJOR PROPERTIES OF THE SUBSIDIARIES HELD FOR INVESTMENT

Location	Existing Use	Tenure of Land
Singapore		
20 Collyer Quay Singapore 049319	Office building	999 years lease with effect from 5 November 1862
Lots 99951A, 99952K and 99953N Part of 61 Robinson Road Singapore 068893	Reversionary interests in freehold land	(Note)
Guoco Tower 1/3/5/7/9 Wallich Street Singapore 078881	Office building and retail mall	99 years lease with effect from 21 February 2011
Guoco Midtown Beach Road	Office building and retail mall	99 years lease with effect from 2 January 2018
Midtown Modern Tan Quee Lan Street	Office building and retail mall	99 years lease with effect from 10 December 2019
Lentor Modern Lentor Central	Commercial building and retail mall	99 years lease with effect from 26 October 2021

Note: The Group disposed of its interests in a 98-year lease (with effect from 19 March 1998) in the freehold land to a third party. Accordingly, the Group recognised its reversionary interests in the freehold land.

Malaysia		
Damansara City Lot 58303 Bukit Damansara Kuala Lumpur	Retail mall and hotel	Freehold
The People's Republic of China		
Guoco Changfeng City No. 452 Daduhe Road Shanghai	Commercial building and retail mall	50 years land use rights with effect from 11 December 2005
Hong Kong		
The Center 12th & 15th Floors 99 Queen's Road Central Hong Kong	Office building	From 24 November 1995 to 30 June 2047

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