

DIRECTORS' REPORT

UNIQUE HOTEL & RESORTS PLC

Dear Shareholders,

Assalamu Alaikum

We, the Board of Directors, have immense pleasure to present the Annual Report of Unique Hotel & Resorts PLC (the Company or UHRPLC) along with the Audited Financial Statements for the Financial Year ended June 30, 2024 and the Auditor's Report thereon, for your valued consideration, approval and adoption.

The report also included a summary of the Company's performance, financial position of the year, as well as information on key elements of the global and Bangladesh economies. The report articulated the forward outlook and offers a detailed analysis of the Company's financial performance and competitive context for the financial year 2023-24, in compliance with regulatory framework. Despite the challenging business environment, Unique Hotel & Resorts PLC has shown great resilience and continued its growth momentum. Such strong performance has once again portrayed the sustainability of our business model and further strengthened our foothold in the industry.

The Directors' report has been prepared in compliance with Section 184 of the Companies Act 1994, the Corporate Governance Code 2018 (amendment thereof) issued by the Bangladesh Securities and Exchange Commission, Listing Regulations of Dhaka and Chittagong Stock Exchanges and all others applicable provisions. Moreover, the Directors are pleased to explain and disclose some issues, which they consider relevant to ensure more transparency in this regard. The Directors believe that the report will give greater insights of the Company's performance during the year under review.

ECONOMIC OVERVIEW

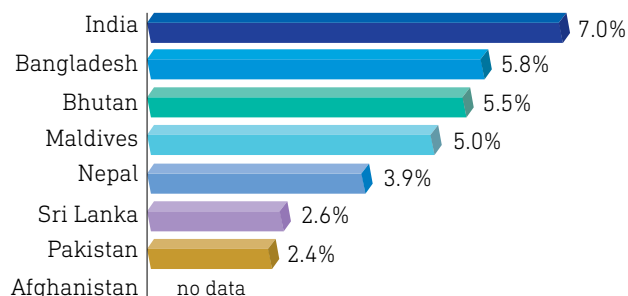
Steady but Slow: Resilience amid Divergence

Global Economy

In 2023, global economy witnessed a significant surge in inflation rates, causing the cost of living to skyrocket and burdening households globally. Central banks responded by increasing interest rates, yet inflation persisted as a formidable challenge, eroding purchasing power and jeopardizing economic stability. This intensified the struggle

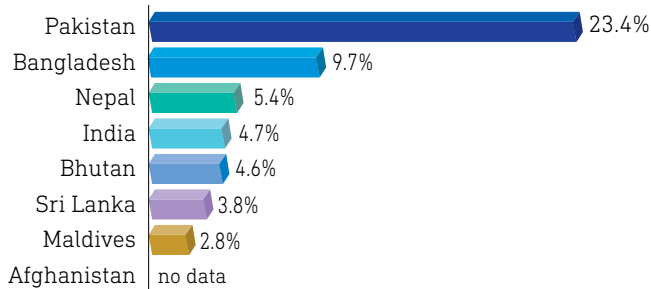
for ordinary citizens to make ends meet. Geopolitically, the war in Ukraine had far-reaching consequences. It precipitated an acute energy crisis in Europe. The Middle East also remained a crucible of tensions with conflicts in Palestine and Yemen. The region's geopolitical significance-energy resources, strategic waterways, and historical fault lines has kept the world on edge. These events continue to underscore the fragility of interconnected energy markets. The International Monetary Fund (IMF) projects a global GDP growth rate of 3.2%, indicating that economies worldwide are expected to grow at a healthy pace. This growth is attributed to various factors, including increased investments, technological advancements and supportive fiscal policies. The projected GDP growth rate indicates that economies are on a path of recovery and expansion, which can lead to improved living standards and enhanced economic opportunities. Employment and income growth remained stable, indicating both supply side expansions in the face of an unexpected increase in labour force participation as well as supportive demand developments, such as higher-than-expected government spending and household consumption. Advanced economies are expected to experience a slight acceleration in growth, with rates rising from 1.6% in 2023 to 1.7% in 2024 and 1.8% in 2025. In the United States, growth is expected to rise to 2.7% in 2024, then slow to 1.9% in 2025 due to gradual fiscal tightening and a softening in labour markets dampening aggregate demand. Furthermore, European regional growth is expected to rebound from its 2023 low of 0.4% to increase 0.8% in 2024 and 1.5% in 2025. This recovery is driven by stronger household consumption as energy price shocks subside and falling inflation boosts real income. Lastly, emerging markets and developing economies are likely to witness a modest slowdown, with growth rates declining from 4.3% in 2023 to 4.2% in both 2024 and 2025.

GDP Growth Rate, 2024 forecast



Source: Asian Development Bank, 2024

Inflation, 2024 forecast



Source: Asian Development Bank, 2024

Moreover, the report highlights a moderation in global inflation from its peak in mid-calendar year 2022, concurrent with the expansion of economic activity, thus mitigating the risk of a potential global recession. The IMF anticipates a further decline in global inflation from an annual average of 6.8% in 2023 to 5.9% in 2024 and to 4.5% in 2025, with advanced economies expected to converge to their inflation targets sooner than emerging markets and developing economies. Risks to the global economic outlook for 2024 are viewed as broadly balanced, emanating from potential price surges triggered by geopolitical tensions and regional conflicts, such as those observed in Gaza, incidents in the Red Sea and ongoing warfare in Ukraine, as well as the prospect of core inflation which excludes volatile factors like food and energy exhibiting a slower-than-expected deceleration and interest rates persisting at levels higher than anticipated.

Outlook

The global economy is expected to maintain a consistent growth rate from FY 2023-24 to FY 2024-25, accompanied by a gradual decrease in global inflation. While there have been minor adjustments for major economies, such as a more

optimistic outlook for the United States and slight downward revisions for others, overall stability is anticipated. As the global economy approaches a soft landing, central banks face a critical near-term challenge: ensuring a smooth reduction in inflation. This task requires careful management to avoid premature policy adjustments or excessive delays that could result in inflation falling below target levels. According to the World Economic Outlook report, global inflation is forecasted to decline steadily over the next few years. The projection shows a decrease from 6.8% in 2023 to 5.9% in 2024 and further to 4.5% in 2025. Advanced economies are expected to achieve their inflation targets sooner than emerging markets and developing economies. Core inflation is expected to decline at a slower pace.

Source: IMF – World Economic Outlook

BANGLADESH'S ECONOMY

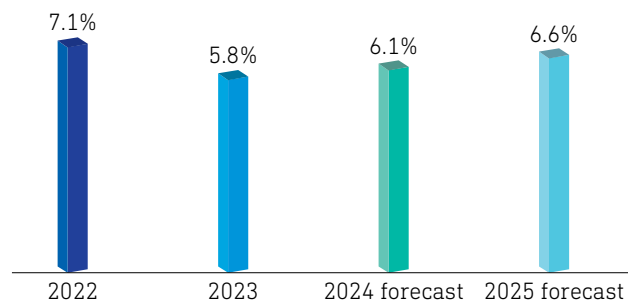
The year 2023 was indeed one of the most difficult ones in the recent history of Bangladesh economy, as it exhibited its weaknesses on various fronts. Supply disruptions and the spike in the prices of fuels and other commodities in the global market caused by global events pushed up costs worldwide, leading to high inflationary pressure. However, although several countries have now been successful in reining in inflation through appropriate policy measures, Bangladesh is still struggling to do the same. Additionally, the country is now faced with multiple challenges such as a fragile banking sector, financial account deficit, volatility in the exchange rate, and depleting foreign exchange reserves. Due to these challenges, the macroeconomic stability that Bangladesh enjoyed for a long time due to high growth, relatively low inflation rate and strong external sector has been weakened.

ECONOMIC FORECASTS FOR BANGLADESH

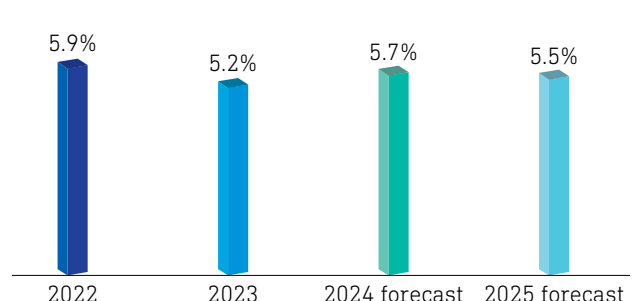
- Bangladesh's GDP growth is expected 5.8% in 2024 and 5.1 in 2025.
- Bangladesh's inflation rates forecasted at 9.7% in 2024 and 10.1% in 2025.
- Per capita GDP growth for Bangladesh is expected at 5.7% in 2024 and 5.5% in 2025.

Source: ADO September 2024

GDP Growth



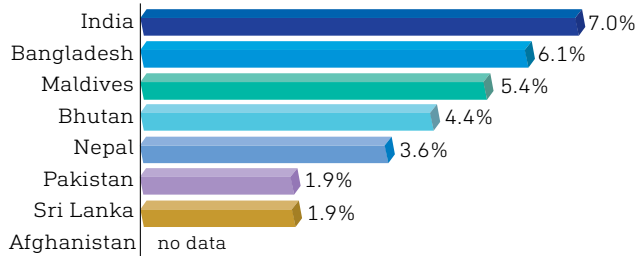
Per Capita GDP



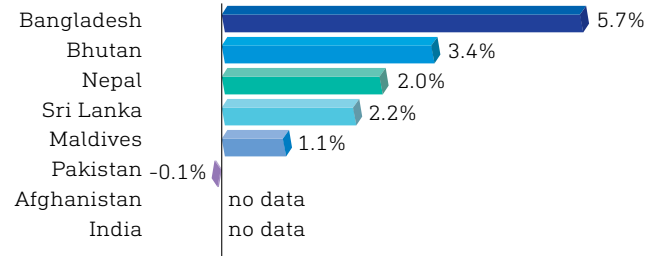
Comparative economic forecasts

The latest available economic data for Bangladesh compared to countries in South Asia.

GDP Growth



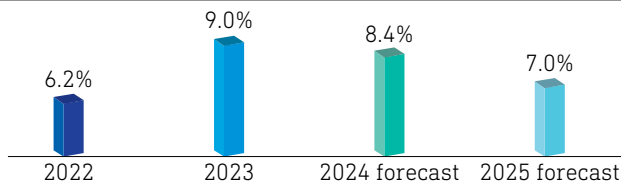
Per Capita GDP



INFLATION

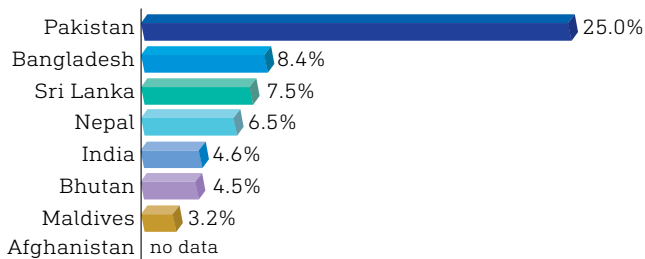
In Bangladesh, 2023 was the year of inflation. According to the Bangladesh Bureau of Statistics (BBS), inflation has consistently remained above 9% since March. Food inflation was even higher, peaking at 12.56 percent in October he highest in at least a decade. However, there is a question about the extent to which these official figures reflect the true picture of inflation.

Inflation forecasts for Bangladesh



Comparative Inflation forecasts

The latest available economic data for Bangladesh compared to countries in South Asia.



WTTC's latest annual research shows:

In 2023, the Travel & Tourism sector contributed 9.1% to the global GDP; an increase of 23.2% from 2022 and only 4.1% below the 2019 level.

In 2023, there were 27 million new jobs, representing a 9.1% increase compared to 2022, and only 1.4% below the 2019 level.

Domestic visitor spending rose by 18.1% in 2023, surpassing the 2019 level.

International visitor spending registered a 33.1% jump in 2023 but remained 14.4% below the 2019 total.

INDUSTRY OUTLOOK AND POSSIBLE FUTURE DEVELOPMENT

Tourism industry in Bangladesh comprises many beautiful natural landscapes, historical sites and cultural aspects. While its natural beauty has long captivated domestic travellers, Bangladesh's tourism industry is witnessing a rise in international travellers, demonstrating its potential as a significant contributor to the national economy. A significant portion of the country's GDP comes from the tourism and hospitality industry. The industry now contributes more than 3% of the GDP, bringing in revenue of \$13.8 billion, up from a meagre 0.066% in 1995. Additionally, analysts are optimistic about the future, projecting a steady annual growth rate of 4.8% from 2024 to 2028. The surge in foreign tourists, estimated to have reached 0.7 million in 2023 alone, is driving this expansion, and by 2028, it may reach a potential market size of \$2,634 million. This projected growth suggests a promising industry with enormous potential.

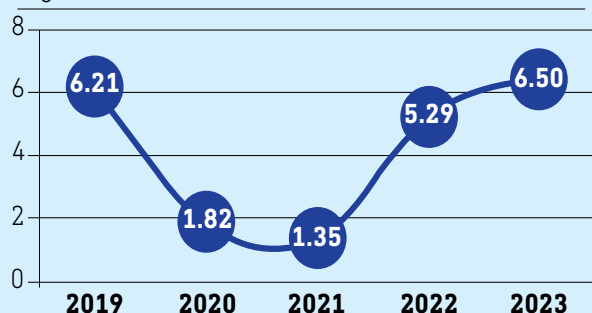
However, Bangladesh's tourism sector is appealing, even outside of these well-known hotspots. The excitement of discovering hidden gems in remote locations attracts younger and more adventurous people of local and global tourist.

The flow of foreign visitors in Bangladesh made a comeback last year, marking a 23% growth from the previous year and surpassing the pre-Covid number. The country attracted 6.5 lakh foreign passport holders in 2023, according to the latest data of the Bangladesh Tourism Board (BTB) and this is the highest number of international tourists visiting Bangladesh since 2010.

INBOUND TOURISM BACK ON TRACK

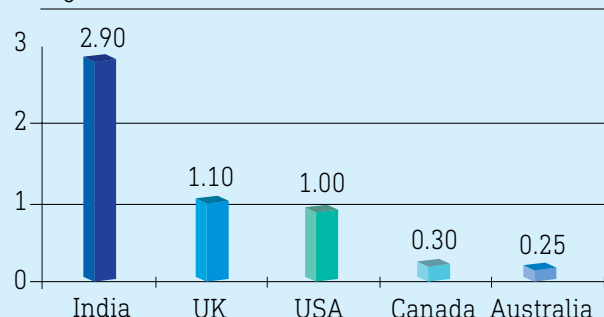
International Visitors In Bangladesh

Figures in Lakh



Top 5 Source Countries in 2023

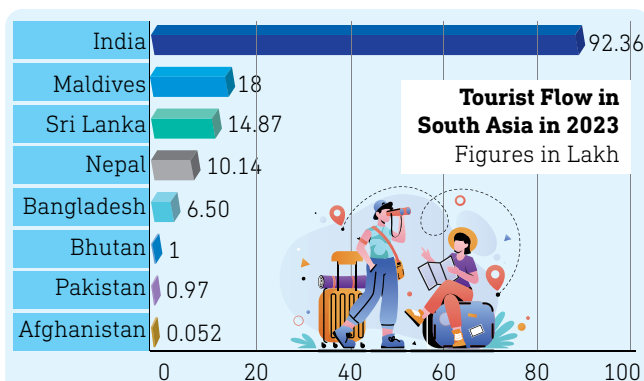
Figures in lakh



Of the overall number of international visitors last year, the highest 2.9 lakh were from India, with the rest coming from the UK, US, Canada, Australia, and Italy. However, the number was still much lower than that of Bangladesh's neighbours, with the country ranking fifth in South Asia in the year. Besides, sector insiders said the number of leisure travellers has been much lower.

Despite the vast potential before it, Bangladesh is yet to become a popular destination for foreign tourists when it is compared with its neighbours, according to sector insiders. Challenges such as poor infrastructure, visa complexities, food issues, limited entertainment, social restrictions, and inadequate transportation deter tourists from travelling to Bangladesh.

According to central bank data, export receipts of services related to inbound visitors were recorded at Tk3,079 crore in FY22 against Tk1,853 crore in FY21, clocking a 66.20% growth. Foreign visitors in Bangladesh spent the most money (41.48%) on accommodation services, followed by food and beverage serving services (19.16%), shopping, and purchase of different types of goods and services (12.84%), and road passenger transport services (5.65%), according to the Bangladesh Bureau of Statistics.



- Highest number of intl tourists visited Bangladesh in 2023
- Growth in tourist numbers was **23%**
- Industry insiders say actual leisure tourists were **25,000-30,000**
- Most were business travelers and NRBs with foreign passports
- Bangladesh targets **7 Lakh** tourists in 2024

Highlights of Travel & Tourism - Bangladesh

- Bangladesh's Travel & Tourism market is expected to grow at an annual growth rate (CAGR 2024-2029) of 10.27%, resulting in a projected market volume of **US\$3,461.00m** by 2029, with revenue projected to reach **US\$2,123.00m** in the same year.

- The market's largest market is the Hotels market with a projected market volume of **US\$1,091.00m** in 2024.
- By 2029, the number of users in the Hotels market is expected to amount to **15,550.00k** users, with user penetration projected to hit **14.7%**, up from **9.8%** in 2024.
- The average revenue per user (ARPU) is expected to amount to **US\$123.70**.
- By 2029, **61%** of the total revenue in the Travel & Tourism market in Bangladesh will be generated through online sales.
- In comparison to other countries, United States is projected to generate the highest revenue in 2024, with a total revenue of **US\$214bn**.
- Bangladesh's Travel & Tourism industry is growing due to government initiatives promoting **eco-tourism** and **cultural** heritage sites.

Tourism outlook for 2024

The whole of south Asia has a positive outlook for international tourist flow in 2024. Overall, Sri Lanka recorded 1.5 million international tourist arrivals in 2023 and is targeting 2.3 million international tourist arrivals in 2024. Meanwhile Bangladesh aims to attract 7 lakh tourists this year, expecting the industry to thrive. Bangladesh's growing economy and unique culture, lifestyle, cuisine, ecology, and environment make it attractive to international tourists. There are some limitations, such as the lack of Western entertainment and high tariffs on liquor. "But these won't stand in the way of promoting the hospitality sector." The hospitality business has returned to pre-pandemic levels and guest room occupancy has increased recently due to the gradual rise in international travel.

COMPARATIVE INFORMATION

Comparative information has been disclosed in respect of 01 July 2022 to 30 June 2023 VS 01 July 2023 to 30 June 2024 in accordance with IAS 1: Presentation of Financial Statements for all numeric information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current year financial statements. Where selecting and applying new accounting policies, changes in accounting policies applied, correction of errors, the amounts involved are accounted for and disclosed in accordance with the requirement of IAS 8: Accounting Policies, Changes in Accounting Estimates and Errors. Prior year figure has been re arranged wherever considered necessary to ensure comparability with the current year.

COMPANY'S FINANCIAL PERFORMANCE

The Directors take pleasure in reporting the Financial Results of the Company for the financial year ended 30 June 2024 as follows:

Particulars	2023-24	2022-23
Revenue	2,925,951,255	2,934,939,067
Cost of Goods Sold	794,602,792	740,659,750
Gross Profit	2,131,348,464	2,194,279,317
Operating Profit	1,319,371,252	1,380,114,749
Provision for WPPF	31,974,835	44,417,328
Profit before Tax	508,706,680	2,145,949,600
Net Profit after Tax	1,512,014,116	1,890,012,316
Earnings Per Share (EPS)	5.14	6.42
Net Asset Value (NAV)	26,128,209,404	26,056,079,694
Net Asset Value Per Share (NAVPS)	88.75	88.51
Net Operating Cash Flow Per Share (NOCFPS)	6.47	5.13

RISKS AND CONCERNS

Our industry is highly competitive, which may impact our ability to compete successfully for guests. We operate in markets that contain many competitors. Our hotel offerings generally compete with major hotel chains, independent hotels, and home-sharing and rental services. Our ability to remain competitive and attract and retain business, group, and leisure travelers depends on our success in distinguishing and driving preference for our lodging products and services, including the Marriott Loyalty Program, direct booking channels, consumer-facing technology platforms and services, and other offerings. If we cannot compete successfully in these areas, our operating margins could contract, our market share could decrease, and our earnings could decline. Further, the new lodging supply at Dhaka markets could have a negative impact on the hotel industry and hamper our ability to maintain or increase room rates or occupancy. Economic downturns and other global, national, and regional conditions and events could further impact our business, financial results, and growth.

Because we conduct our business on a global scale, we are affected by changes in global, national, or regional economies, governmental policies (including in areas such as trade, travel, immigration, healthcare, and related issues), and geopolitical, public health, social and other conditions and events. Our business, financial results, and growth are impacted by weak or volatile economic conditions, pandemics and other outbreaks of disease, natural and man-made disasters, changes in energy prices and currency values,

political instability, geopolitical conflict, actual or threatened war, terrorist activity and other acts of violence, heightened travel security measures, travel advisories, disruptions in air travel, and concerns over the foregoing.

In this highly competitive lodging industry, our hotels compete based on multiple factors, for instance, location, quality of service, standard of accommodation, room rates, facilities, etc. Competition is often specific to the individual markets. We believe our hotels enjoy certain competitive advantages as a result of being flagged with globally recognized brands (Marriott International), including access to centralized reservation systems and national advertising, marketing, and promotional services, strong hotel management expertise, and loyalty programs. Our principal competitors include hotel operating companies, ownership companies (including other hospitality Real Estate Investment Trusts), and national and international hotel brands. We face increased competition from providers of less expensive accommodations, such as select-service hotels or independently managed hotels, during periods of economic downturn when leisure and business travelers become more sensitive to room rates. Increasingly, we also face competition from peer-to-peer inventory sources that allow travelers to stay at homes and apartments booked from owners, thereby providing an alternative to hotel rooms.

Moreover, the hospitality industry is typically seasonal in nature. The period during which our properties experience higher revenues vary from property to property, depending principally upon location and the customer base served. This seasonality can be expected to cause periodic fluctuations in a hotel's room revenues, occupancy levels, room rates, and operating expenses. Therefore, volatility in our financial performance resulting from the seasonality of the hospitality industry could adversely affect our financial condition and results of operations.

As with other co-existing entities, the Unique Hotel & Resorts PLC business is also exposed to diverse risks that arise both from internal as well as the external facades. There is always a degree of uncertainty in the business operations, the Board of Directors assures its shareholders that the Company has a competent risk management process to ensure that the system of internal control is sound in design and has been effectively implemented and monitored. Although it is possible that all risks to the business are not known at present, the Company takes reasonable steps to identify all material and financial risks that may hamper business results. The Audit Committee of the Board then systematically reviews those risks considering the changing internal and

external environment to assess that controls that are in place are adequate to address those risks that are likely to impact the Company's business activities, operations, liquidity and financial position for future performance.

Looking ahead, in view of the pandemic uncertainties, UHR PLC may also adjust its business strategies in future to adapt to global realities. This report further encloses a detailed discussion on the management discussion and analysis, Statement of Risk Management and Internal Control.

The major risk concerns are:



DIRECTORS' RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Statement of the Directors' Responsibilities for financial statements has been elaborated in the page 131 of this report.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

Details of Segment-Wise or Product-Wise information is presented in page 46 of this report.

COST OF GOODS SOLD, GROSS PROFIT MARGIN AND NET PROFIT MARGIN

Unique Hotel & Resorts PLC strives to ensure the overall growth of the Company especially for revenue and profits by maximum use of all available scopes and opportunities. The overall cost of goods sold increased during the year. Costs of goods sold have been increased by almost 7%, due to increase in inflation as well as commodity prices. However, gross profit margin has decreased by almost 3% and Net profit margin decreased by 20%.

Maximum profit (BDT 1,128.75 million out of BDT 1,890.01 million of last financial year came from capital gain on sale of shares of UMPL.



Gross Profit in BDT with share sales premium

2023-2024	Margin	2022-2023	Margin
2,131,348,464	73%	2,194,279,317	75%



Operating Profit in BDT

2023-2024	Margin	2022-2023	Margin
1,319,371,252	62%	1,380,114,749	47%



Net profit without capital gain in BDT

2023-2024	Margin	2022-2023	Margin
1,512,014,175	52%	761,257,851	26%



Net Profit including capital gain in BDT

2023-2024	Margin	2022-2023	Margin
1,512,014,175	52%	1,890,012,316	64%

EXTRA-ORDINARY GAIN OR LOSS

There was no extra-ordinary gain or loss during the financial year 2023-24.

REGULAR TAX PAYMENT

UHR PLC is uncompromising in compliance and no default in tax payment and return submission. Among the hospital-ity industry in Bangladesh, Unique Hotel & Resorts PLC is the highest tax payer Company since its inception and also paying taxes in due time without delay.

RELATED PARTY TRANSACTIONS

During the period, Unique Hotel & Resorts PLC carried out a number of transactions with related parties on an arm's length basis. The name of these related parties, nature of transactions and their total value have been set in accordance with the provisions of IAS 24 "Related party disclosures" and details of related parties and related party transactions have been disclosed in Note 45 on page 278 of the Financial Statements for the year ended 30 June 2024.

UTILIZATION OF PROCEEDS

The amount of Initial Public Offering (IPO) proceeds / fund has been fully utilized in 30 April 2017. After the listing with Stock Exchanges, the Company not issued right and/or through any others instruments for raising its capital yet.

FINANCIAL RESULT DETERIORATION AFTER THE PUBLIC ISSUE

This is not applicable for Unique Hotel & Resorts PLC. UHR PLC went for Initial Public Offering (IPO) in 2012. Subsequent-

ly, Unique Hotel & Resorts PLC did not go for any sort of offer- ing since then.

SIGNIFICANT DIFFERENCES BETWEEN QUARTERLY REPORT AND ANNUAL AUDITED FINANCIAL STATEMENTS

i. Annual Financial Statement

Significant variance of Annual Financial statement of Unique Hotel & Resorts PLC at a glance as follows:

Particulars	2023-2024	2022-2023
Earnings Per Share (EPS)	Tk. 6.42	Tk. 6.42
Net Asset Value	Tk. 26,128,209,404	Tk. 26,056,079,694
Net Asset Value Per Share (NAV)	Tk. 88.75	Tk. 88.51
Net Operating Cash Flow Per Share (NOCFPS)	Tk. 6.47	Tk. 5.13

Earing per Share (EPS):

During the financial year Net profit after Tax has been decreased significantly and subsequently Earnings per Share (EPS) also decreased by 19.94% in compare to the previous year.

Net Asset Value:

Net Assets Value stood TK. 2,6128.21 million which was 0.28% higher than the previous financial year.

Net Asset Value per Share (NAV):

The NAV Per Share has increased by 0.28% in compare to the previous year.

Net Operating Cash Flow per Share (NOCFPS):

Net Cash Flows from Operating Activities stood Tk. 1,903,491,686 which was 26.04% higher than the previous financial year because of cash payment was lower than the cash received that's why Net Operating Cash Flow per Share (NOCFPS) was increased by 26.12% in compare to the previous year.

ii. Quarterly Financial Statement

Significant variance between the Quarterly Financial statement for the financial year-2023-2024 of Unique Hotel & Resorts PLC as follows:

Particulars	1st Quarter	2nd Quarter	Variance in %	3rd Quarter	Variance in %	4th Quarter	Variance in %
Net Revenue (Tk. in million)	698.79	701.12	0.34%	808.53	15.32%	717.52	(11.26%)
Net Profit After Tax (Tk. in million)	107.36	147.43	37.32%	905.61	514.26%	351.62	(61.17%)
Total Assets (Tk. in million)	44,801.52	46,244.99	3.22%	46,156.65	(0.19%)	43,203.64	(6.40%)
Earnings Per Share (EPS) (Tk.)	0.36	0.51	41.67%	3.08	503.92%	1.19	(61.36%)

REMUNERATION TO DIRECTORS INCLUDING INDEPENDENT DIRECTORS

All members of the Board of Directors of the Company are non-executive Director except the Managing Director. Accordingly, members of the Board of Directors including the Independent Directors are receiving the meeting fees only for attending in the board meeting. Due to the pandemic of COVID-19, considering the overall scenario, our honorable

Managing Director himself voluntarily regretted to receive his remuneration till the situation seems positive. At present, in the Board there are 09 (Nine) members among them there are 01 (One) Executive Director i.e. Managing Director, 06 (Six) Non-Executive Director and 02 (Two) Independent Director. Non-Executive Director and Independent Director shall not get any remuneration other than meeting fee (Board, Audit committee & NRC). The remuneration of Managing Director for the year ended June 30, 2024 as follows:

Sl No.	Name	Position	Remuneration (Amount in BDT)
01.	Bir Muktijoddha Mohd. Noor Ali	Managing Director	96,00,000

In Financial year 2023-24, a number of Board Meeting, Audit Committee & NRC Meeting was held & each Director has received BDT 10,000/- per meeting. Meetings fee for the year ended June 30 2024 as follows:

Name	Board Meeting		Audit Committee Meeting		NRC Meeting		Total Fees Paid (Tk.)
	Attendance	Fees (Tk.)	Attendance	Fees (Tk.)	Attendance	Fees (Tk.)	
Ms. Salina Ali Chairperson	07/08	70,000.00	--	--	--	--	70,000.00
Bir Muktijoddha Mohd. Noor Ali Managing Director	08/08	80,000.00	--	--	--	--	80,000.00
Mr. Mohammed Forkan Uddin FCA Independent Director	08/08	80,000.00	07/07	70,000.00	--	--	1,50,000.00
Bir Muktijoddha Ghulam Mustafa Nominated Director	07/08	70,000.00	--	--	--	--	70,000.00
Mr. Kazi Mahmood Sattar* Nominated Director	04/04	40,000.00	--	--	--	--	40,000.00
Prof. Mohammed Ahsan Ullah Independent Director	08/08	80,000.00	--	--	02/02	20,000.00	1,00,000.00
Mr. Saiful Islam Nominated Director	08/08	80,000.00	07/07	70,000.00	--	--	1,50,000.00
Mr. Md. Khaled Noor Nominated Director	07/08	70,000.00	--	--	02/02	20,000.00	90,000.00
Mr. Gazi Md. Shakhawat Hossain Nominated Director	08/08	80,000.00	07/07	70,000.00	02/02	20,000.00	1,70,000.00
Mr. Mohammad Golam Sarwar FCA* Nominated Director	01/04	10,000.00	--	--	--	--	10,000.00

*Note: Unique Eastern (Pvt.) Limited Nominated Mr. Kazi Mahmood Sattar to represent in the Board of Unique Hotel & Resorts PLC in place of Mohammad Golam Sarwar FCA. Thereafter, the appointment of Mr. Kazi Mahmood Sattar as Nominated Director in the Board of Unique Hotel & Resorts PLC was approved by the Shareholders in the 22nd AGM held on 12 December 2023.

FAIRLY OF STATE OF AFFAIRS, RESULT OF OPERATIONS, CASH FLOWS AND CHANGES IN EQUITY

The financial statements prepared by the management of the Company present fairly its state of affairs, the result of its operations, cash flows and changes in equity. Detailed statements have been shown in the annual report from page no. 229 to 232

BOOKS OF ACCOUNTS

The Company has been maintaining the proper and regular complied books of accounts as per Companies Act 1994.

APPROPRIATE ACCOUNTING POLICIES

The Board of Directors stated that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment supported by the established policy of the Company.

APPLICATION OF IAS AND IFRS

The Board of Directors stated that the financial statements have been prepared in accordance with the applicable International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS) as applicable in Bangladesh which has been adopted by the Institute of Chartered Accountants of Bangladesh (ICAB), and adequate disclosure has been made in the notes to the Financial Statements.

INTERNAL CONTROL SYSTEM

The internal control system of Unique Hotel and Resorts PLC is sound and has been effectively designed, implemented and monitored. Internal Audit Supports the Company in achieving its objectives by bringing a systematic and disciplined approach to evaluate and improve the effectiveness of its risk management, control and governance processes. In order to ensure organizational independence of Internal Audit, the head of Internal Audit reports functionally to Audit Committee and administratively to the Managing Director. Internal Audit team regularly monitors whether the appropriate Accounting Policies have been consistently applied in preparation of the financial statements. Bangladesh Accounting Standard and International Accounting Standards, as applicable in Bangladesh, have been followed and adequately disclosed. Internal audit is being carried out by M/S. Hoda Vasi Chowdhury & CO., a renowned Chartered Accountancy firm in Bangladesh, along with internal audit team of The Westin Dhaka and Sheraton Dhaka.

SHAREHOLDERS RIGHTS

The Company upholds the principle of equal shareholders' rights regardless of their shareholdings. Quarterly and half-yearly Financial Statements and annual reports are distributed to all shareholders and they are encouraged to attend the shareholders' meeting. During the Annual General Meeting, shareholders are invited to vote on the adoption of the Annual Financial Statements and the Director's Report, the election of the Board members, the appointment of Auditors and other matters that require their participation.

PROTECTION OF MINORITY INTEREST

Unique Hotel and Resorts PLC always value its stakeholders whether they are minor or major. UHR PLC specially caring on protection of minority shareholders interest and concern whether any deviation or abusive action has been taken by, or in the interest of, controlling shareholders acting either directly and indirectly.

DEVIATIONS FROM LAST YEAR IN OPERATING RESULTS

During the year 2023-2024, there is details description significant variance occurred over the last years operating profit as follows:

Net Revenue:

During the financial year 2023-2024 Net Revenue stood TK. 2,925.95 million which was 0.31% lower than the previous financial year.

Operating Profit:

By maintaining optimum operating expenses during the financial year operating profit stood TK. 1,319.37 million which was 4.40% lower than the previous year.

Net Profit after Tax:

Due to decrease of volume of sales, Net Profit After tax decreased by 20% compare to the previous year.

Total Equity:

Due to increase of Retained Earning Total Equity has been increased by 0.28% compare to the previous financial year.

Total Assets:

Total assets stood 43,203.64 million which was 1.44% higher than the previous financial year.

Net Cash Flows from Operating Activities:

Net Cash Flows from Operating Activates stood 1903.49 million which was 26.04% higher than the previous financial year because of cash payment was lower than the cash received

that's why Net Operating Cash Flow per Share (NOCFPS) was increased by 26.12% in compare to the previous year.

CONTRIBUTION TO NATIONAL EXCHEQUER

Unique Hotel & Resorts PLC has been a successful contributor to national economic development through its ability to create value for its stakeholders while also being a values-based bank. One of the Company's key priorities is to contribute to the Bangladesh government's development vision that envisages the country to graduate to a middle-income nation within this decade and a developed nation by 2041. UHR PLC contributes to the socio-economic fabric in myriad ways through both its direct as well as indirect impact.

637.67 m

Contributed to National Exchequer in 2024

132.73 m

Paid as Corporate Tax

19.28 m

Paid as SD

451.05 m

Paid as VAT

Key Contribution Areas



Community welfare



Education Support



Employment creation



Women empowerment



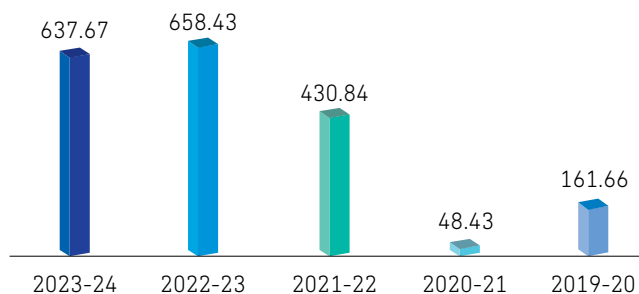
Grassroots development



Exchequer contribution

Last 05 years contribution to the national exchequer

(BDT in million)



SUMMARY OF KEY OPERATING AND FINANCIAL DATA OF PRECEDING FIVE YEARS:

The summarized key operating and financial data for the five years is set out in page 40 of the Annual Report.

GOING CONCERN WITHOUT MATERIAL UNCERTAINTIES

As per IAS 1 paragraph 25, a company is required to make assessment at the end of each year to assess its capability to continue as a going concern. Management of the Company makes such assessment each year. The company has adequate resources to continue in operation for the foreseeable future and has wide coverage against its liabilities. For this reason, the directors continue to adopt the going concern assumption while preparing the financial statements.

ACCRUAL BASIS

Unique Hotel & Resorts PLC prepares its financial statements, except for cash flow information, using the accrual basis of accounting. Since the accrual basis of accounting is used, the Company recognizes items as assets, liabilities, equity, income and expenses (the elements of financial statements) when they satisfy the definitions and recognition criteria for those elements in the IFRS conceptual Framework.

CREDIT RATING

The Company achieved AA+ (Double A Plus) rating in the long term which indicates a very strong ability to repay principal and pay interest on timely basis, with limited increment risk compared to issues rated in the highest category. In short term rated ST-1: The highest category; indicates a very high likelihood that principal and interest will be paid on a timely basis.

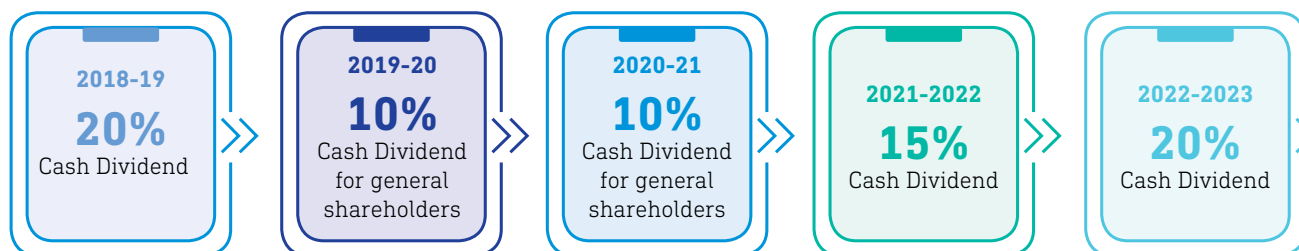
DIVIDEND RECOMMENDED

While considering the audited financial statements for the year ended 30 June 2024, the Board of Directors in its 174th meeting held on 25 September 2024 recommended 16% cash dividend for the shareholders which will be considered for approval by shareholders at the 23rd Annual General Meeting schedule to be held on 19 December 2024. From the listing in the stock exchanges, the Company is declaring dividend regularly

History of the dividend payment of last (05) five years:

Amount in Taka

Particulars	2022-23	2021-22	2020-21	2019-20	2018-19
Cash dividend	588,800,000	441,600,000	159,631,528	140,831,710	588,800,000
Stock dividend	Nil	Nil	Nil	Nil	

History of the dividend payout (%) for the last 05 years is as follows:

We are always committed to keeping continuity and consistency in the payment of dividend vis-à-vis the market scenario in the coming years.

INTERIM DIVIDEND

From the inception of the Company the Board of Directors didn't declare bonus or stock dividend as interim dividend.

DIVIDEND DISTRIBUTION POLICY

Pursuant to Bangladesh Securities and Exchange Commission directives, the Board adopted a Dividend Distribution Policy, which was placed on the website of the Company and also on page 182 of this report.

UNCLAIMED DIVIDEND

Details of outstanding and unclaimed dividends previously declared and paid by the Company are shown on page 292 of this report.

SUBMISSION OF DIVIDEND DISTRIBUTION COMPLIANCE REPORT

UHR PLC submitted the dividend distribution compliance report to BSEC, DSE & CSE in a specified format issued by the regulator(s) within stipulated time after completion of cash dividend distribution to the entitled shareholders for the financial year 2022-23.

BOARD MEETING ATTENDANCE

During in the period total eight numbers of Board Meeting held. The Board of Directors attendance in the Board Meetings during the financial year 2023-2024 is as follows:

Name	Designation	Total meeting & Attendance
Ms. Salina Ali	Chairperson	08/07
Bir Muktijoddha Mohd. Noor Ali	Managing Director	08/08
Mr. Mohammed Forkan Uddin FCA	Independent Director	08/08
Bir Muktijoddha Ghulam Mustafa	Nominated Director	08/07
Mr. Kazi Mahmood Sattar	Nominated Director	04/04
Professor Mohammed Ahsan Ullah	Independent Director	08/08
Mr. Saiful Islam	Nominated Director	08/08
Mr. Md. Khaled Noor	Nominated Director	08/07
Mr. Gazi Md. Shakhawat Hossain	Nominated Director	08/08
Mr. Mohammad Golam Sarwar FCA	Nominated Director	04/01

PATTERN OF SHAREHOLDING AND NAME WISE DETAILS

(a) Parent/Subsidiaries and other related parties:

Name of Shareholders	As on June 30 2024		As on June 30 2023	
	Nos. of Shares held	% of holding	Nos. of Shares held	% of holding
Borak Real Estate Ltd.	57,037,992	19.37%	57,037,992	19.37%
Ms. Nabila Ali	19,223,002	6.53%	19,223,002	6.53%
Borak Travels (Pvt.) Ltd.	14,087,931	4.79%	14,087,931	4.79%
Ms. Nadila Ali	12,886,527	4.36%	12,886,527	4.36%
Purnima Construction (Pvt.) Ltd.	11,867,317	4.03%	11,867,317	4.03%
Noor Ali Family Trust	11,444,133	3.89%	11,444,133	3.89%
Unique Vocational Training Center	3,836,307	1.30%	3,791,598	1.29%
Unique Share Management Limited	3,148,596	1.07%	3,068,660	1.04%

(b) Shares held by Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Internal Audit and their spouse and minor children:

Name of Shareholders	Designation	As on June 30, 2024		As on June 30, 2023	
		Nos. of Shares held	% of holding	Nos. of Shares held	% of holding
Mrs. Salina Ali	Chairperson (Sponsor Director)	16,800,056	5.71%	16,800,056	5.71%
Bir Muktijoddha Mohd. Noor Ali	Managing Director (Sponsor Director)	11,009,745	3.74%	11,009,745	3.74%
Mr. Mohammed Forkanuddin FCA	Independent Director	150,000	0.05%	150,000	0.05%
Bir Muktijoddha Ghulam Mustafa	Nominated Director Nominated By Borak Real Estate Ltd.	559,115	0.19%	559,115	0.19%
Mr. Kazi Mahmood Sattar	Nominated Director Nominated By Unique Eastern (Pvt.) Ltd.	0	0.00%	0	0.00%
Prof. Mohammed Ahsan Ullah	Independent Director	0	0.00%	0	0.00%
Mr. Saiful Islam	Nominated Director Nominated By Purnima Construction (Pvt) Ltd.	0	0.00%	0	0.00%
Mr. Md. Khaled Noor	Nominated Director Nominated By Borak Real Estate Ltd.	38,100	0.01%	38,100	0.01%
Mr. Gazi Md. Shakhawat Hossain	Nominated Director Nominated By Borak Travels (Pvt.) Ltd.	515	0.00%	515	0.00%
Borak Real Estate Ltd.	Sponsor Director	57,037,992	19.37%	57,037,992	19.37%
Unique Eastern (Pvt.) Ltd	Sponsor Director	23,965,431	8.14%	23,965,431	8.14%
Borak Travels (Pvt.) Ltd.	Sponsor Director	14,087,931	4.79%	14,087,931	4.79%
Purnima Construction (Pvt) Ltd.	Director	11,867,317	4.03%	11,867,317	4.03%
Mr. Md. Shakawath Hossain	Chief Executive Officer	0	0.00%	0	0.00%
Mr. Md. Sharif Hasan FCS	Company Secretary	0	0.00%	0	0.00%
Mr. Jone Kumer Gupta FCA	Chief Financial Officer	0	0.00%	0	0.00%
Mr. S.M Mosabbirul Islam	Head of Internal Audit	0	0.00%	0	0.00%

(c) Shares held by Executive Officer (Top Five Salaried Employees other than Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouse and minor children):

Name of Shareholders	Designation	As on June 30, 2024		As on June 30, 2023	
		Nos. of Shares held	% of holding	Nos. of Shares held	% of holding
Mr. Gazi Khalil Uddin	General Manager (Operation & Maintenance)	18,030	0.0061%	18,030	0.0061%
Mr. Mohammad Abdul Jalil	General Manager (Corporate Affairs)	500	0.00%	500	0.00%
Mr. Md. Nazmul Islam	Deputy General Manager (Procurement)	41,52	0.0014%	3,090	0.0010%
Mr. Md. Shahriar Roman	Deputy General Manager (Commercial)	0	0.00%	0	0.00%
Ms. Tasfia Tabassum Mahbub, ACA, ACCA Affiliate	AGM - Financial & Corporate Reporting, Finance & Accounts	0	0.00%	0	0.00%

(d) Shareholding ten percent (10%) or more voting interest in the Company:

Name of Shareholders	As on June 30, 2024		As on June 30, 2023	
	Nos. of Shares Held	Nos. of Shares Held	Nos. of Shares Held	% of holding
Borak Real Estate Ltd.	57,037,992	19.37%	57,037,992	19.37%

APPOINTMENT / RE-APPOINTMENT OF DIRECTORS

The appointment, retirement and re-appointment of Directors of the Company is governed by the Articles of Association, Companies Act 1994 and other related legislations. Pursuant to section 91(1) of the Companies Act, 1994 and article 104 of the Article of Association of the Company, 1/3 of the Board members will retire in each AGM. Accordingly, Mr. Gazi Md. Shakhawat Hossain & Mr. Saiful Islam, Director will retire at the 23rd AGM. Being eligible they have offered themselves for re-election.

As per the qualification set out in the Companies Act 1994, Mr. Gazi Md. Shakhawat Hossain & Mr. Saiful Islam are competent and qualified for election and they have expressed their willingness for contest in the Directors election.

Being competent and qualified the Board of Directors recommended Mr. Gazi Md. Shakhawat Hossain – Nominated Director representing Borak Travels (Pvt.) Limited & Mr. Saiful Islam – Nominated Director representing Purnima Construction (Pvt.) Limited for re-election as Director Subject to the approval of the shareholders in the 23rd Annual General Meeting of the Company scheduled to be held on 19 December 2024.

Brief profiles of the retiring Director are mentioned in the annual report on 62 & 64 pages and the names of the Companies/ Institutions where they have interest are as follows:

SL. No.	Name of the Directors	Directorship	Educational Qualification & Experience
01.	Mr. Gazi Md. Shakhawat Hossain	Eastern Bank PLC General Electric Company (BD) Limited SFL Unique Nebras Meghnaghat Power PLC	EDUCATIONAL BACKGROUND Master's Degree in Accounting – Dhaka University (1990) CORPORATE EXPERIENCE More than 27 (Twenty-seven) years of corporate experience.
02.	Mr. Saiful Islam	BRAC EPL Stock Brokerage Limited	EDUCATIONAL BACKGROUND Bachelor's Degree of Commerce (B.COM) in Management from Dhaka University MBA degree jointly awarded by Samuel Curtis Johnson Graduate School of Management at Cornell University, USA and Smith School of Business, Queen's University, Canada. CORPORATE EXPERIENCE Nearly 28 (Twenty-Eight) years of global and local experience in Key business and support roles.

APPOINTMENT OF INDEPENDENT DIRECTOR

Pursuant to Bangladesh Securities and Exchange Commission's Corporate Governance Code-2018 (and amendments thereof) the tenure of office of an Independent Director shall be a period of three years, which may be extended for another term. In this regard, the tenure of Mr. Mohammed Forkanuddin FCA and Professor Mohammed Ahsan Ullah as Independent Director will complete at the forthcoming AGM. Accordingly, the Board of Directors of Unique Hotel & Resorts PLC) in its 174th meeting held on 25 September 2024 has decided to appoint Mr. Ali Ashfaq FCA and Barrister Fatema Anwar as Independent Director on the Board of Unique Hotel & Resorts PLC for the period of 03 years (Three years) subject to the consent of the Bangladesh Securities and Exchange Commission (BSEC) and approval of the shareholders at the forthcoming Annual General Meeting and this appoint will effective after obtaining consent from Bangladesh Securities and Exchange Commission (BSEC).

Brief profile of the existing Independent Director and the names of the Companies/ Institutions where they have interest is mentioned in the annual report on 60 & 61 pages.

Short profile of proposed Independent Director:

- Mr. Ali Ashfaq FCA is a fellow member of the Institute of Chartered Accountants in England & Wales, Chartered Accountants Australia & New Zealand, and the Institute of Chartered Accountants of Bangladesh. He joined RRH/KPMG in 2006 as a partner. Mr. Ashfaq is audit, tax and advisory partner. He is responsible for IT advisory services and corporate finance services within the firm. In addition, he is the CIO of the firm. Mr. Ashfaq has more than 38 years of professional exposure in the field of statutory audits, special audits, corporate tax, personal tax, indirect tax, company valuation, feasibility studies, strategic planning, financial management, internal controls, key performance indicators, restructuring, information risk management, IT advisory, etc.
- Barrister Fatema Anwar, Advocate, Supreme Court of Bangladesh who has almost 26 years experience in litigation in the areas of company law and judicial review, commercial arbitration (local and international), and general corporate legal services, including banking, intellectual property, real estate, admiralty, project financing, telecoms, international trade. Currently Barrister Fatema Anwar is focusing more on providing solutions in complex legal scenarios and moving away from general litigation.

RE-APPOINTMENT OF STATUTORY AUDITOR

M/S. S.F. Ahmed & Co., Chartered Accountants, the present Statutory Auditor of the Company, retired at this Annual

General Meeting, being eligible, offered themselves for re-appointment. The Board in its meeting held on 25 September 2024 recommended to re-appoint M/S. S.F. Ahmed & Co., Chartered Accountants as the Statutory Auditor of the Company for the year 2024-25 at a remuneration of Tk. 7,00,000/- (Taka seven lac) only excluding VAT and including AIT.

CG COMPLIANCE AUDITORS

The Board of Directors has recommended the current CG Compliance auditor M/S. Mohammadullah & Associates, Chartered Secretaries in practice for re-appointment for the financial year 2024-25 subject to the approval of the shareholders in the ensuing AGM of the Company Scheduled to be held on 19 December 2024. The Compliance Certificate for the year ended June 30, 2024 has obtained from M/S. Mohammadullah & Associates and certifies that the Company has duly complied with all the regulatory requirements as stipulated in the new Corporate Governance Code of Bangladesh Securities & Exchange Commission's notification no. BSEC / CMRRCD/2006-158/207/Admin/80 dated 10 June 2018.

INDEPENDENT SCRUTINIZER

M/S. Mohammad Sanaullah & Associates, Chartered Secretaries & Management Consultants appointed as Independent Scrutinizer in the 174th Board of Directors Meeting for observing the due diligence and AGM process, election procedure and detailed information of voting results of the 23rd AGM.

AUDITOR'S OPINION

M/S. S.F. Ahmed & Co., Chartered Accountants has submitted an unqualified Audit Report for the year ended 30 June 2024 and Corporate Governance compliance Auditor M/S. Mohammadullah & Associates, Chartered Secretaries in practice certifies that the Company has duly complied with all conditions of the Corporate Governance Code and also complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB). The Compliance auditor has issued highly satisfactory opinion on the compliance of the Company.

COMPOSITION OF BOARD

The Board of Directors consists of 09 (Nine) members including Managing Director and 02 (two) Independent Directors having diverse and professional expertise and experiences. The Directors are from varied businesses and other backgrounds and their experience enables them to

execute independent judgments on the Board where their views carry substantial weight in the decision making. They contribute to the Company's strategy and policy formulation in addition to maintaining its performance as well as its executive management.

QUORUM OF THE BOARD AND BOARD COMMITTEE MEETING

During the financial year 2023-24, the Board of Directors and Board Committee's quorum was constituted duly. The required number of board and committee members were present round the meeting where in presence of the Independent Director witness.

BOARD MEETING



The Board meets regularly to discharge its duties effectively. 08 (Eight) meetings of the Board of Directors were held during the year 2023-24 and the gap between two meetings did not exceed three months. The attendance record of the Board meetings held during the year has been given in the directors' report and Corporate Governance Statement. There is an extensive staff participation in decision making at all levels of the Company and strategic recommendations on material matters flow to the Board for decision.

- **Physical meeting:** Unique Hotel & Resorts PLC also did some Board of Directors' meeting and committee meeting in physical presence maintaining the proper health and hygiene and safety.
- **Hybrid meeting:** Unique Hotel & Resorts PLC also did some Board of Directors' meeting and committee meeting in Hybrid system that means physical presence and online presence maintaining the proper health and hygiene and safety.

- **Virtual meeting:** Unique Hotel & Resorts PLC had conducted the Board of Directors' meeting and committee meeting in the virtual platform (Zoom Cloud meeting). It is to be mentioned here that most of the meetings held in virtual platform.



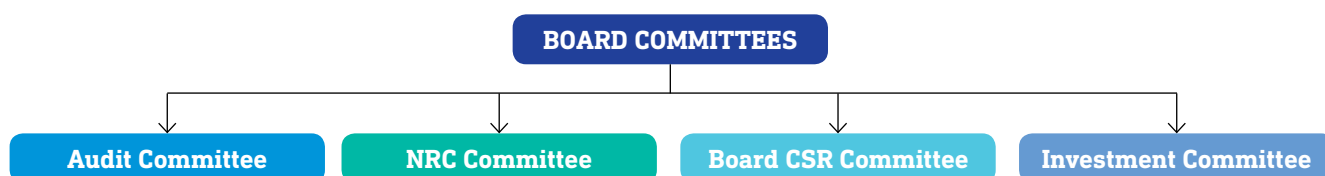
CHAIRPERSON AND MANAGING DIRECTOR

The Chairperson is responsible for leadership of the Board, for ensuring its effectiveness on all aspects of its role and also for facilitating the productive contribution of all Directors.

The Managing Director has overall responsibility for the performance of the Company's business. He provides leadership to the Company to ensure the successful planning and execution of the objectives and strategies. In compliance with the requirement of the Bangladesh Securities and Exchange Commission (BSEC) guidelines, the roles of Chairman and Managing Director have been clearly defined by the Board of Directors.

BOARD COMMITTEES

The Board has established various Board Committees to which it has delegated some of its responsibilities. They are the Audit Committee, Nomination and Remuneration Committee, Board CSR Committee, Investment Committee and Board Sub-Committees. Each Committee has its own terms of reference under which respective authority is delegated by the Board and is kept under review and updated regularly to ensure that they remain consistent with the best practice. The Company Secretary act as the secretary to each of the Committees. Committee meeting agenda, working papers and minutes are made available to all members. Throughout the meetings requisite quorum was present. The details of the committee reports are shown in Corporate Governance statement and respective committee reports.



REPORTING BY THE COMMITTEES TO THE BOARD

Each committee regularly reports on their work to the Board. After confirmation of the decisions in the committee the confirmed minutes placed before the Board for ratification. As a minimum, the report includes a summary of the matters addressed and the measures undertaken by the committee.

FINANCIAL REPORTING AND TRANSPARENCY

Financial statements have been prepared in line with the International Financial Reporting Standards (IFRS)/ Bangladesh Financial Reporting Standards (BFRS). Financial data is circulated as appropriate within and outside the organization. The timely publication of quarterly, half yearly and annual financial statements with comprehensive details beyond the statutory requirements has been a salient feature of the financial reporting system.

Chief Financial Officer and Company Secretary is responsible for instituting a system of internal controls to ensure the effective implementation of all policies and decisions of the Board. The Board ensures that the CFO and Company Secretary maintains full and effective control of all significant strategic, financial, organizational and compliance issues.

MANAGEMENT'S DISCUSSION AND ANALYSIS

In accordance with the conditions of Corporate Governance Code-2018, 'Management discussion and analysis' has been duly signed by the Managing Director and Chief Financial Officer of the Company and is included on page 124 of this Annual Report

DECLARATION BY MD AND CFO

In accordance with the conditions of Corporate Governance Code-2018, a declaration on financial statements for the year ended 30 June, 2024 duly signed by the MD and CFO is included on page 130 of this Annual Report.

CORPORATE GOVERNANCE

Unique Hotel & Resorts PLC is committed to comply with all the requirements of Corporate Governance Code-2018 of Bangladesh Securities and Exchange Commission. To ensure the spirit of governance with full accountability for inspiring confidence and trust of investors, regulators, financiers and other stakeholders, Details about corporate governance are discussed in the 'Corporate governance report' on page 151 of this Annual Report.

REPORTING AND COMPLIANCE OF CORPORATE GOVERNANCE

The Company has complied with the conditions of the Corporate Governance Code-2018 (and amendment thereof) of the Bangladesh Securities and Exchange Commission dated June 03, 2018. Detailed status of compliance on corporate governance, along with the corporate governance compliance certificate, has been included on page 169 of this Annual Report

COMMUNICATION WITH SHAREHOLDERS

The Company encourages communications with shareholders throughout the year and welcomes their participation at shareholders' meeting. Four times each year, Unique Hotel & Resorts PLC reports to its shareholders regarding its business, financial position and earnings. An Annual General Meeting normally takes place within the first six months of each fiscal year. Among other things, the Annual General Meeting decides on the appropriation of net income, election of the Board members and the appointment of the Auditors. Amendments to the Memorandum and Articles of Association and any change in the Company's paid up capital structure are approved exclusively at the Annual General Meeting and are implemented by the Board.

QUARTERLY /YEARLY RESULTS

Shareholders are provided with Quarterly Financial Statements and the Annual Report, which the Company considers as its principal communication with them and other stakeholders. The quarterly results of the Company are published in the newspapers. Yearly results are generally published in the Annual Report and the soft copy of the report sent to the shareholders through email. These reports are also available on the Company's website - www.uhrlbd.com.

WORKER'S PROFIT PARTICIPATION FUND

Unique Hotel & Resorts PLC considered profits arising from non-operational performance to compute the distributable profit for WPPF. Unique Hotel & Resorts PLC has sought legal opinion from renowned legal advisor regarding the distributable net profit for WPPF. According to the legal opinion in light of section 119 (3) of the Companies Act, 1994 (with amendments) and section 233 (Cha) of the Bangladesh Labor Act, 2006 (with amendments); for the purpose of calculation of distributable net profit for WPPF, profits attributable to business, trade and undertakings of the Company, that means profits arising from operations of the Company as opposed

to disposal of investments shall be considered. Therefore, in compliance with the aforesaid provisions of law, Unique Hotel & Resorts PLC has recalculated the WPPF provision expenses without considering the aforesaid gain/(loss) arising from non-operational business performance of the Company and cumulative impact for the same has been given in the financial statements.

CONTINGENT LIABILITY DISCLOSURE

Large Tax Payer Unit (LTU), VAT Authority raised a demand U/S 55 of the VAT Act, 1991 Tk. 71,295,948 for Supplementary Duty (SD) and VAT on SD for the period from July 2007 to January 2009 through letter no. 4/LTU(Mushak)25/The Westin Dhaka/Demand/Cricle-3/09/2111, dated 20 April 2009. Subsequently, Unique Hotel & Resorts PLC (The Westin Dhaka) submitted a writ petition through writ petition no. 3910/2009 and the Honorable High Court Division of the Supreme Court discharged the previous issued rule on 10/10/2015.

Unique Hotel & Resorts PLC (The Westin Dhaka) submitted application to the Customs, Excise and VAT Appellate Tribunal through nothi no. CEVT/Case/(VAT)-16/2018 dated 28/05/2019. Based on our application and ground of appeal the Honorable Appellate Tribunal reduce the demand from Tk. 71,295,948 to Tk. 11,420,622 on 05/09/2019 for SD and VAT on SD.

It is primarily established that VAT Appellate Tribunal reduced the original demand of LTU and the said Tribunal was pleased to demand from Unique Hotel & Resorts PLC (The Westin Dhaka) Tk. 1,14,20,622 as SD and VAT on SD vide memo dated 05/09/2019 and against that order. Based on the new demand, Unique Hotel & Resorts PLC (The Westin Dhaka) filed VAT Revision No. 29 of 2019 before the High Court Division and subsequently the said VAT revision has been withdrawn on November 08, 2022 and Unique Hotel & Resorts PLC (The Westin Dhaka) had already paid the aforesaid demand of Tk. 11,420,622 on June 08, 2023 to the LTU VAT authority.

However, NBR authority also filed VAT Revision before the High Court Division in 2021 against the order of Tribunal for reducing the aforesaid demand and the remaining amount of Tk. 59,875,326 (Tk. 71,295,948 -Tk. 11,420,622) would be unsettled until and unless hearing and disposal of the VAT Revision which is pending at present in the Hon'ble High Court Division and its a matter of subjudice.

Large Tax Payer Unit (LTU), VAT raised a demand of Tk. 5,353,916 u/s 73(2) of the VAT and SD Act 2012, through letter no. 08.01.0000.006.01.028.19/102 dated 3 February 2020 due

to non-submission of Input-output co-efficient (Mushak 4.3) for the period from July 2019 to August 2019. Subsequently we applied to the Customs, Excise and VAT Appellate Tribunal for fair judgement after depositing 10% of the said demand amount on August 31, 2020. The Learned Tribunal rejected the Appeal by its order dated September 19, 2021.

Moreover, we have received further demand letter from LTU, VAT Authority for payment of Tk. 5,353,916 on June 02, 2024, vide letter ref. no. 08.01.0000.006.01.015.19/58 dated June 02, 2024. However, we have discussed with our legal advisor in this regard and the learned legal advisor has informed us that we have some strong grounds to succeed in Appeal. Accordingly, we have filed an Appeal before the Honorable High Court Division of the Supreme Court of Bangladesh vide Writ Petition No. 86/2024 after depositing 10% of the aforesaid demand amount of Tk. 535,392 as on May 02, 2024. Moreover, the Honorable High court division has passed a decision affirming the order dated June 23, 2024 to be stayed for a period of one year from 11 June 2024.

It is worthy to mention that, the NBR issued an SRO 117-Aian/2020/100 Mushak date 14/05/2020 and revise the Input-output co-efficient form and exempted service industries to provide any input output co-efficient. Subsequently, the VAT Act and Rules Department clarify the matter and issued a further explanation through letter no. 08/Mushok/2020 Dated 14/10/20 that service industry need not to submit any Input output co-efficient. In the prevailing circumstances we strongly believe that the honorable High Court will consider the fact and provide the fair judgement towards Unique Hotel and Resorts PLC.

IMPAIRMENT OF ASSETS:

There are two types of Impairment of Assets; one is Impairment of property, plant and equipment's and Impairment of financial assets;

a) Impairment of property, plant and equipment's: As per IAS 36: Impairment of Assets the carrying amounts of property, plant and equipment are reviewed at each balance sheet date to determine whether there is any indication of impairment loss. If any such indication exists, recoverable amount is estimated to determine the extent of the impairment loss. Impairment loss is recorded on judgmental basis, for which provision may differ in the future years based on the actual experience. An impairment loss is recognized immediately in profit or loss, unless the asset is carried at revalued amount in accordance with another standard. Any impairment loss of a revalued asset is treated as a revaluation decrease. During

this period no indication for impairment of the fixed assets as a result, no such assets have been impaired and for this reason no provision has been made for impairment of assets.

b) Impairment of financial assets: IFRS 9 replaces the 'incurred loss' model in IAS 39 with an 'expected credit loss' (ECL) model. The new impairment model applies to:

- 1 } financial assets measured at amortized cost,
- 2 } contract assets and
- 3 } debt investments measured at FVOCI, but the standard does not apply to investments in equity instruments.

The financial assets at amortized cost consist of trade receivables, cash and cash equivalents, and corporate debt securities. The Group measures loss allowances at an amount equal to ECL from trade receivables.

PROVISIONS AGAINST THE FIXED DEPOSIT RECEIPTS WITH PLFSL & ILFSL

The details discussion regarding provisions against the fixed deposit receipts with PLFSL & ILFSL has been given in Note No. 13.

INVESTMENT IN UNQUOTED SHARES

Unique Hotel and Resorts PLC has investment in 58,368 no. of shares at Dacca Steel Works Limited which comprises 23.47% of the total shareholding of the Company. UHR PLC has representation in the Board of Directors of Dacca Steel Works Limited accordingly. Still, the Board of Directors of Dhaka Steel have no control or significant influence in the decision making of operation of the company. As per the auditors opinion, the Management of Unique Hotel and Resorts PLC does not exert significant influence over decision making of Dacca Steel Works Limited, consequently the company does not account for its investment at Dacca Steel Works Limited in equity method as per IAS 28: Investment in Associates and Joint Ventures which has been mentioned in the notes no. 9.03 of the financial statements and given the matter under "Emphasis of Matter".

However, there is a Rule Nisi pending for hearing at High Court Division of the Supreme Court of Bangladesh regarding the handover of the possession of the property (movable and immovable assets) of Dacca Steel Works Limited in

consequence to a Writ Petition No. 7269 of 2021 being filed by the Chairman of Dacca Steel Works Limited on September 05, 2021 against Secretary, Ministry of Industries of Government of Bangladesh and Others.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

CSR is a business approach that contributes to sustainable development by delivering economic, social and environmental benefits for all stakeholders. It is represented by the contributions undertaken by companies to society through its business activities and its social investment. It is further defined as the integration of business operations and values, whereby the interests of all stakeholders including investors, customers, employees, the community and the environment are reflected in the Company's policies & actions. CSR is about how businesses align their values and behavior with the expectation of stakeholders, not just customers, and investors, but also employees, suppliers, communities, regulators, special interest groups, and society as a whole. It is the Company's commitment to being accountable to its stakeholders for the betterment around us. We are delighted to inform that during this period 01 July 2023 to 30 June 2024 Unique Hotel & Resorts PLC contributed a substantial amount to the society including financial support in construction of two mosque, financial assistance to the Rickshaw and Van Puller labor union, Bangladesh Volleyball federation and many more. On the other hand, The Westin Dhaka & Sheraton Dhaka has distributed food among the poor peoples.

SUSTAINABILITY

Unique Hotel & Resorts PLC always concern and believe on the sustainable development of the Company. Upon the prudent guidance of the Board of Directors, the Management of the Company continuously carries out research and development (R&D) to keep pace with the customer choices and fashions. It is emphasizing on volume-based strategy for increasing room occupancy as well as enhancing the quality and portfolio of food and beverage that will attract the customers and grab the market share at large. In addition, The Westin Dhaka is leading as an elevated distinct up-scale hotel brand in Bangladesh by creating memorable hotel stays, exceptional Food and Beverage program and curated guest experience. Unique Hotel & Resorts PLC is practicing succession planning and talent employee retention policy.

ENVIRONMENT, HEALTH AND SAFETY

Unique Hotel and Resorts PLC is committed to ensure the sound health and safe work environment for the employee always. The Company also committed to ensure the

minimization of the environmental impact. To keep the employees aware, the Company carried out various kinds of communications, workshop, training program, fire drill, and other awareness programs round the year. A month-long safety, security and hygiene program while cooking foods for the customers are conducted the Westin Dhaka as a per of the Marriott compliance.

ETHICS AND COMPLIANCE WITH THE LAW

Ethical business conduct and compliance with applicable laws and regulations are fundamental aspects of Unique Hotel & Resorts PLC. To this end, the Company has established procedures to ensure compliance with all applicable statutory and regulatory requirements. Relevant officials are responsible for ensuring proper compliance with applicable laws and regulations and this is being followed by the Company.

The statutory auditor M/S. S.F. Ahmed & Co., Chartered Accountants has given an unqualified report. In their opinion, the financial statements present fairly in all material respect the financial position of Unique Hotel & Resorts PLC as at 30 June 2024 and its financial performance and its cash flows for the year than ended in accordance with International Accounting Standard (IASs) and Bangladesh Financial Reporting Standards (BFRSs), the Companies Act 1994, the Securities & Exchange Rules 1987 and other applicable laws and regulations.

Independent Corporate Governance Compliance Auditor M/S. Mohammadullah & Associates, Chartered Secretaries in practice have certified that the UHR PLC has duly complied with all the conditions of the regulatory requirements as stipulated in the new Corporate Governance Guidelines of Bangladesh Securities & Exchange Commission. Accordingly, M/S. Mohammadullah & Associates, Chartered Secretaries in practice after their examination issued a Compliance Certificate with satisfactory rating which has been shown in the Annual Report.

As an organization, our values include integrity self-determination and valuing people. Our Company has specified corporate values and stipulated a code of ethics for employees, ensuring that the latter maintain the highest integrity and comply with the relevant laws and ethical principles. Therefore, the Company considers the significance of ethical, human and environmental matters in the conduct of its business.

INTEGRATED REPORT

With the Corporate Landscape rapidly evolving, Integrated Reporting has been an ideal tool to explore value creation. The Company being an iconic brand, has voluntarily provided

Integrated Report, which encompasses both financial and non-financial information to enable the Members to take well informed decisions and have a better understanding of the Company's long-term perspective.

The Company has progressed in the journey of Integrated Reporting and is focused on driving more authentic, comprehensive and meaningful information about all aspects of the Company's performance and value creation story delivering benefits for both internal and external stakeholders.

The report also touches upon aspects such as organization's strategy, governance framework, performance and prospects of value creation based on the six forms of capital Viz. financial capital, manufactured capital, intellectual capital, human capital, social and relationship capital and natural capital. The details report on page no 14

FUTURE PLAN

Unique Hotel & Resorts PLC is going to be established two or more five-star hotels in the coming years which has been communicated in the previous annual reports. Among them, prestigious property Sheraton Dhaka hotel has completed. After the simulation the restaurants, banquet services, catering, swimming pool, fitness center and other services are running in full swing and the rooms services of the hotel will be started soon. On the other hand, UHR PLC is constructing a seven-star hotel namely St. Regis Dhaka for the first time in Bangladesh jointly (profit or loss sharing) with Borak Real Estate Limited. We have completed the construction work up to 8 basement and ground floor including foundation. Project is in the design and planning stage with international consultants and we are in the process of appointing specialized consultants in various trades of designing. The Memorandum of Understanding (MoU) has already been signed between UHR PLC and Marriott International (MI) and Management Agreement is under negotiation with MI. Once the design will be locked, the construction work will resume. Our Company always tries to provide the best quality service through innovative ideas. The management of Unique Hotel & Resorts PLC is diversifying its portfolio by establishing a private Economic Zone for which the prequalification certificate from Bangladesh Economic Zones Authority (BEZA) has already been obtained. Other notable project is the St. Regis Dhaka (7 - star hotel) which will be the Iconic Business Hub and luxury hotel first ever in Bangladesh.

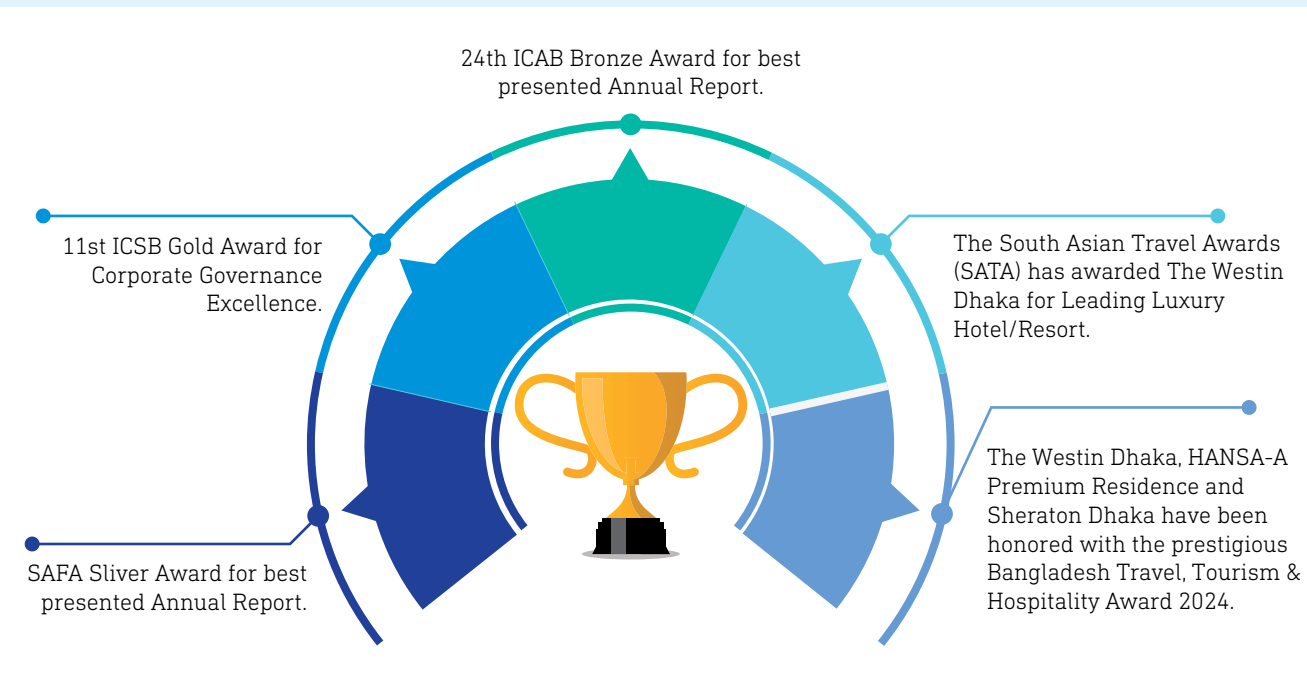
Another milestone of Unique Hotel & Resorts PLC is that it has established new ventures and added another feather by establishing 600 MW power project named "SFL Unique

Nebras Meghnaghat Power PLC” (name changed from “Unique Meghnaghat Power Limited”) ‘for developing the Gas/RLNG based Combined Cycle Power Generation Facility of 584 MW (Net) Capacity at Meghnaghat, Sonargaon, Narayangonj, Bangladesh on Build-Own-Operate (BOO) basis under Private Sector Power Generation Policy of Bangladesh. The Project Company ‘Unique Meghnaghat Power Limited’ already signed (i) the Implementation Agreement (‘IA’) with

the GOB & PGCB (ii) the Power Purchase Agreement (‘PPA’) with BPDB and (iii) the Gas Supply Agreement (‘GSA’) with the concerned Gas Supplier on 24 July 2019. In this matter, “SFL Unique Nebras Meghnaghat Power PLC” (name changed from “Unique Meghnaghat Power Limited”) has obtained the Commercial Operation date of this project from Bangladesh Power Development Borad (BPDB) dated 03 March 2024 (A Joint venture entity of UHR PLC).

AWARD & RECOGNITIONS

Unique Hotel & Resorts PLC have been recognized by different national and international credible organizations and professional bodies for its accountability, transparency, good governance and fair disclosure to the stakeholders. Some of the recognitions are mentioned below:



ACKNOWLEDGEMENTS

We, as the Board of Unique Hotel & Resorts PLC, are truly thankful to the Bangladesh Securities and Exchange Commission (BSEC), Financial Reporting Council, Bangladesh (FRC), Dhaka Stock Exchange PLC, Chittagong Stock Exchange PLC, Registrar of Joint Stock Companies & Firms (RJSC), Central Depository Bangladesh Ltd. (CDBL), Bangladesh Bank, Bangladesh Investment Development Authority (BIDA) and other regulatory authorities and institutions for their guidance, valuable suggestion and continuous support. The Board of Directors would also like to express profound gratitude

to all other stakeholders of the Company for their trust and confidence in the Company by supporting the activities of the Company and look forward to their continued support and cooperation in future.

For and on behalf of the Board of Directors,


MOHD. NOOR ALI
 Managing Director


SALINA ALI
 Chairperson