

DIRECTORS' REPORT TO THE SHAREHOLDERS

Without doubt, this year has been a difficult one for Unique Hotel & Resorts PLC. The Board Members try their best and find the best possible way to uphold the continuous success and sustainable growth for the Company. The Board of Directors has the pleasure and honour of presenting the Annual Report 2022-23 and the audited financial statements of the Company for the financial year ended 30 June 2023 together with the Auditors' Report thereon. The Directors' Report has been prepared in compliance with section 184 of the Companies Act 1994 and Bangladesh Securities and Exchange Commission's Corporate Governance Code 2018, the Listing Regulations of Dhaka and Chittagong Stock Exchanges and other applicable rules and Regulations. 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.

INDUSTRY OUTLOOK

The state of the global economy as there are still challenges from political tensions, persistent inflation, rising interest rates, elevated commodity prices and logistic disruptions.

For which the hotel industry has compelling structural growth drivers, underpinned by factors including consumers' inherent desire to travel, population growth, and an expanding middle class in emerging markets with increasing disposable incomes.

The beginning of 2023 seemed optimistic with the year expected to herald a turnaround for the travel industry, previously hit hard by the global coronavirus pandemic. However, Russia's invasion of Ukraine and the biggest sanctions in history having been placed on the aggressor by Western states may just have changed that. The war has added pressure to an already challenging economic environment and heavily affected travel demand. The majority of operators in the travel and tourism industry are once again bracing themselves for closed airspace, reckless inflation all over the globe, higher air fare, etc. However Unique Hotel and Resorts PLC did well overcome all external Challenges.

The outlook for the Bangladeshi hospitality industry during 2023 remains positive. The upsides working in favor of the hospitality industry in Bangladesh are good environment evidenced by 6.03% GDP growth, superior performance by

the services sector of Bangladesh. However, guest flows from abroad increased significantly. The average occupancy rate for the year ended 30 June 2023 has been 72.36% and 67% for The Westin Dhaka and HANSA-A Premium Residence respectively. Food & beverage and banquet events have also increased during the reporting period which further contributed to increase the revenue of the Company. Total revenue of the Company is Tk. 2,934.94 million during the period from 01 July 2022 to 30 June 2023 which is 55% higher compared to last year indicating positive inflow of business gradually.

The impact on our business and results has been significant, however our total revenue for January to June 2023 has increased by 8% versus June to December 2022. Moreover, room occupancy has been increased and F&B revenue also increased for the period mentioned above indicates positive inflow of business gradually. Addition of Sheraton Dhaka operations to the portfolio will provide synergies to cater MICE segment business, larger events, accommodate larger group business and improve operational efficiency with resource optimization. As per the media report the international flights has already opened and guest inflow has increased. We will continue to follow the various government policies

and advice and, in parallel, we will do our utmost to continue our operations in the best and safest way possible without jeopardizing the health of our people.

COMPARATIVE INFORMATION

Comparative information has been disclosed in respect of 01 July 2021 to 30 June 2022 VS 01 July 2022 to 30 June 2023 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 2023 as follows:

Amount in Taka

Particulars	2022-23	2021-22 (Restated)*
Revenue	2,934,939,067	1,897,221,652
Cost of Goods Sold	(740,659,750)	(526,703,906)
Gross Profit	2,194,279,317	1,370,517,746
Provision for WPPF	(44,417,328)	(8,530,172)
Profit before tax	2,145,949,600	1,012,712,879
Net Profit after tax	1,927,212,302	997,078,273
Earnings per share (EPS)	6.42	3.34
Net Asset Value (NAV)	26,056,079,694	24,998,189,864
Net Asset Value Per Share (NAVPS)	88.51	84.91

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. These conditions and events have in the past materially negatively impacted, and could in the future materially negatively impact, our business, operations, and financial results in many ways, including, but not limited to, as follows:

- reducing revenues at our hotels, potentially impacting our ability to meet expenses, including payment of amounts owed to us;
- causing hotel construction and opening delays;
- requiring us to borrow or otherwise raise a significant amount of cash in order to preserve financial flexibility, repay maturing debt, and manage debt maturities;
- causing the terms of our borrowing to be more expensive or more restrictive; and
- adversely affecting associate hiring and retention.

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 in which our hotels are located and includes competition from existing and new hotels operated under brands primarily in the upper upscale segments. Increased competition could have a material adverse effect on the occupancy rate, average daily room rate, and Revenue of our hotels or may require us to make capital improvements that we otherwise would not have to make, which may result in decreases in our profitability. 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.

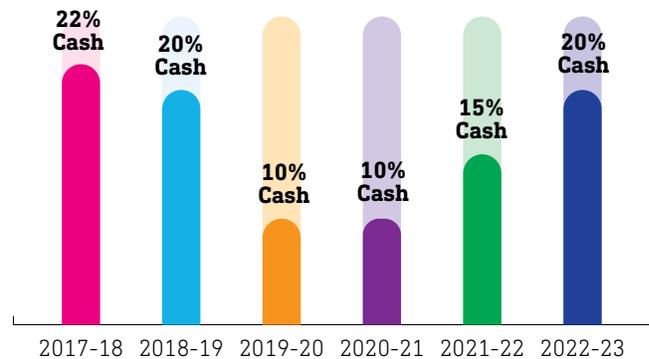
DIVIDEND POLICY

The Board of Directors has established a dividend policy, which forms the basis for the proposals on dividend payments that it makes to the Shareholders taking into consideration the business performance of the Company and its strategic initiatives. The Board believes that it is in the best interest of UHR PLC to draw up a long-term and predictable dividend policy. The objective of the policy is to allow the Shareholders to make informed investment decisions. The Board has approved the following dividend policy: "The dividend policy is to pay maximum of the net profit after tax depending on the financial health and capital requirement of the Company with an aim to have a consistent growth in dividend payout. UHR shall aim for as frequent dividend distribution as possible keeping continuity and consistency.

DIVIDEND RECOMMENDED

Considering the current market scenario, The Board of Directors has recommended 20% cash dividend for the Shareholders for the year ended June 30, 2023 subject to approval by the shareholders in the 22nd AGM. Total paid up number of shares is 29,44,00,000 nos.

History of our dividend payment for the last five years is as follows:



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

UNCLAIMED OR UNDISTRIBUTED OR UNSETTLED DIVIDEND IN CASH OR NON-REFUNDABLE PUBLIC SUBSCRIPTION MONEY

UHR PLC Shall maintain detailed information of unpaid or unclaimed cash dividend and rationale thereof, as per BO account (number-wise or name-wise or folio number-wise) of shareholders, and shall also disclose the summary of aforesaid information in the annual report and shall also in the annual report and shall also report in the statements of financial position (quarterly/ annually) as a separate line item 'Unclaimed Dividend Account'.

UHR PLC has published the year-wise summary of unpaid or unclaimed cash dividend in the website, www.uhrlbd.com

Pursuant to the Directive No. BSEC/CMRRCD/2021-386/03, dated 14 January 2021 and the Bangladesh Securities and Exchange Commission (Capital market Stabilization Fund) Rules, 2021.

Capital Market Stabilization Fund Transfer History for Unpaid/Undistributed Dividends (CMSF)

Year	Transfer date to CMSF	Cash Dividend (Tk.)
2011-2017	18.11.2021	12,923,999.96
2017-2018	26.05.2022	922,209.42
2018-2019	25.06.2023	1,219,792.53

Unclaimed Dividend (As on 30.06.2023)

Year	Declaration	Cash Dividend (Tk.)
2019-2020	10% Cash Dividend for general shareholders	595,048
2020-2021	10% Cash Dividend for general shareholders	600,578
2021-2022	15% Cash Dividend	762,294

***Our official website, www.uhrlbd.com has information on eligible shareholders with details for unpaid/undistributed dividends.*

DIVIDEND DISTRIBUTION POLICY

The dividends and dividend policy of a company are important factors that investors consider when deciding what stocks to invest in. Dividends can help investors earn a high return on their investment, and a company's dividend payment policy is a reflection of its financial performance.

Dividend would be recommended by the Board of Directors based on the Audited Financial Statements of the company. All requisite approvals and clearances, where necessary shall be obtained before the declaration of dividend. Dividend shall be approved by the Shareholders at an Annual General Meeting (AGM) on the basis of recommendation of the Board of Directors but no dividend shall exceed the amount recommended by the Directors. No dividend shall be paid other than out of profits of the year or any other undistributed profits of the Company. No dividend shall be declared out of the capital reserve account or the revaluation reserve account or any unrealized gain or out of profit earned prior to the incorporation of the company, if any, or through reducing paid-up capital or through doing anything so that the post-dividend retained earnings become negative or a debit balance.

Unique Hotel and Resorts PLC believe in continuity and consistency in the shareholders / investors return and drawn up a long-term and predictable dividend policy. The objective of the policy is to allow the Shareholders to make informed investment decisions. As such, the Board of Directors has established a dividend policy, which forms the basis for the proposals on dividend payments that it makes to the Shareholders taking into consideration the business performance of the Company, market scenario and its strategic decisions. The Board has approved the following dividend policy:

- The dividend policy is to pay maximum of the net profit after tax based on the Audited Financial Statements depending on the financial health and capital requirement of the Company with an aim to have a consistent growth in dividend payout.

OTHER REGULATORY COMPLIANCES

The Company is also required to comply with the following major laws and regulations in addition to the Companies Act, 1994:

The Securities & Exchange Rules 1987;

The Securities & Exchange Ordinance 1969;

The Regulations of Dhaka Stock Exchange Limited and Chittagong Stock Exchange PLC;

The Income Tax Ordinance 1984 and Income Tax Act, 2023;

The Income Tax Rules 1984;

The Value Added Tax and SD Act 2012;

- The company pays out dividends to its shareholders every year. Some portion of the net profit kept by the company as retained earnings so that if the company makes any loss in a particular year, the shareholders may get dividend under the policy. To keep the consistency in dividend payout, sometimes the company paid dividend from the undistributed profits also.

SUBMISSION OF DIVIDEND DISTRIBUTION COMPLIANCE REPORT

UHR PLC shall submit a dividend distribution compliance report to BSEC, DSE & CSE in a specified format issued by the regulator(s) within stipulated time of completion of dividend distribution to the entitled shareholders.

SHARE CAPITAL

Authorized capital and paid-up capital of the Company stood at Tk.1000.00 Crore and Tk. 294.40 Crore respectively at the end of the financial year ended on June 30, 2023.

STRUCTURE, CONTENT AND PRESENTATION OF FINANCIAL STATEMENTS

Being the general-purpose financial statements, the presentation of these financial statements is in accordance with the guidelines provided by IAS 1: "Presentation of Financial Statements". A complete set of financial statements comprises:

- Statement of Financial Position;
- Statement of Profit or Loss and Other Comprehensive Income;
- Statement of Changes in Equity;
- Statement of Cash Flows;
- Notes to the Financial Statements, comprising a summary of significant accounting policies and other explanatory information to the financial statements.

REPORTING PERIOD

The financial statements of the company cover the financial period of twelve months from 01 July 2022 to 30 June 2023 with comparative figures for the period from 01 July 2021 to 30 June 2022.

GOING CONCERN WITHOUT MATERIAL UNCERTAINTIES

As per IAS-1 para 25, a company is required to make assessment at the end of each year to assess its capability to continue as a going concern. In the previous year, business operation and profitability of the Company has been impacted due to COVID-19, but as the situation is constantly improving and at present no such circumstances prevail. Hence, management has assessed the going concern issue and found no uncertainty regarding this for the upcoming 12 months and therefore, UHR PLC has prepared its financial statements for the year ended 30 June 2023 on a going concern basis.

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.

INTERNAL CONTROL SYSTEM

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



The Value Added Tax and SD Rules 2016;

The Customs Act 1969;

Dhaka Stock Exchange (Listing) Regulations 2015;

BSEC Corporate Governance Code, 2018;

Bangladesh Labor Act, 2006 (Amendment in 2013 & 2018 and 2022);

Bangladesh Labor Rules, 2015; and

Financial Reporting Act, 2015

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.

STATUTORY AUDITOR

M/S. G. Kibria & Co., Chartered Accountants; appointed as Statutory Auditor in the 19th Annual General Meeting by the shareholders and upon successful completion of consecutive three years they will retire in the 22nd AGM. Three audit firms had submitted their EOI and upon scrutiny, audit committee recommended a pool of audit firm and out of that pool Board of Directors recommended M/S. S.F. Ahmed & Co., Chartered Accountants member firm of HLB International Ltd. for appointment as external auditor for the financial year 2023-24 subject to the approval of the shareholders in the ensuing 22nd AGM of the Company scheduled to be held on 12 December 2023.

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 2023-24 subject to the approval of the shareholders in the ensuing AGM of the company Scheduled to be held on 12 December 2023. The compliance Certificate for the year ended June 30, 2023 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 Sanaulah & Associates, Chartered Secretaries & Management Consultants; appointed as Independent Scrutinizer in the 168th Board of Directors Meeting for observing the due diligence and AGM process, election procedure and detailed information of voting results of the 22nd AGM.

AUDITOR'S OPINION

M/S. G. Kibria & Co., Chartered Accountants has submitted an unqualified Audit Report for the year ended 30 June 2023 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.

ROTATION OF THE DIRECTORS

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, Rtn. Ghulam Mustafa & Mohammad Golam Sarwar FCA, Director will retire in the 22nd AGM. Being eligible, Rtn. Ghulam Mustafa expressed his willingness for re-election in ensuing AGM subject to the approval of the Shareholders. Furthermore, 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.

COMPOSITION OF BOARD

The Board of Directors consists of 10 (Ten) members including Managing Director and 03 (three) 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 2022-23, 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. 10 (Ten) meetings of the Board of Directors were held during the year 2022-23 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 additional statement of 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.



INDEPENDENT DIRECTOR

The Company has complied with the notification of the Bangladesh Securities and Exchange Commission with regard to composition of the Board. Mr. Mohammad Forkan Uddin FCA, Mr. N K A Mobin FCS, FCA and Professor Mohammed Ahsan Ullah are Independent Directors of the Company, they are free from any business or other relationships with the company which can materially interfere with or affect the exercise of their independent judgment. The Board believes their experience and knowledge enable them to provide both effective and constructive contribution to the Board.

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.

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.

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 2022 to 30 June 2023 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. G. Kibria & 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 2023 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.

NOTES TO THE SHAREHOLDERS IN CONNECTION TO THE SUBSIDIARY COMPANY

Unique Meghnaghat Power Limited ("UMPL", "the project company") was initiated among Strategic Finance Ltd. (SFL), Unique Hotel & Resorts PLC and GE Capital Energy Investments B.V. (GE). Unique Hotel & Resorts PLC (the company) has subscribed for 62.76% of ordinary shares of U MPL as a sponsor company. Later on, Nebras Power, a Qatar based power company, came into the joint arrangement with a commitment of providing 24% equity into the project company through their Netherland based entity Nebras Power Investment Management BV (Nebras). As GE expressed its unwillingness to inject any further equity into the project company after initial subscription of USD 3000, all the subsequent equity has been providing by Unique Hotel and

Resorts PLC, SFL and Nebras in the form of preference shares. Equity injection through preference shares is essential because of some covenant into project agreement restricting any change in ownership structure of the project company before the lapse of sixth year of commercial operation.

SHARE PURCHASE AGREEMENT (SPA) SIGNING

A Share Purchase Agreement (SPA) has been executed between Unique Meghnaghat Power Limited (UMPL), Unique Hotel & Resorts PLC, Strategic Finance Limited (SFL) and Nebras Power Investment Management BV. Based on the abovementioned agreement, Unique Hotel & Resorts PLC has agreed to transfer 11.76%; 14,641 numbers of ordinary shares @Tk.10 per ordinary share to Nebras Power Investment Management BV in consideration of total USD 24,068,800 to be executed by 1st, 2nd, 3rd and 4th closing, phase by phase subject to the satisfaction of the Condition Precedents (CPs) as per agreement. The shareholders of Unique Hotel & Resorts PLC have been duly informed through a Price Sensitive Information dated April 15, 2021. As such, pursuant to the Schedule 1 of the SPA, the company completed the CPs of the first closing where Unique Hotel and Resorts PLC transferred 8.82% (10,981 shares) to Nebras Power Investment Management BV on February 22, 2022. Subsequently, Nebras Power Investment Management B.V has remitted the First closing money of USD 9,699,188.88 including stamp duty to the bank account of Unique Hotel & Resorts PLC. The Company has completed 2nd and 3rd closing of the aforesaid SPA and further transferred 3,050 (2.45%) shares to Nebras for a consideration of USD 10,911,587 including stamp duty. The remaining value will be received by 4th closing upon satisfaction of the CPs as per SPA. Consequently, the shareholding of ordinary shares of Unique Hotel & Resorts PLC has been reduced from 62.76% to 51.49% (64,105 shares). After 4th closing, the total ordinary shareholding of Unique Hotel & Resorts PLC will come down to 51%.

As per Shareholders Agreement (SHA) signed between Unique Hotel & Resorts PLC, Strategic Finance Limited, Nebras Power Investment Management B.V., GE Capital Global Energy Investments B.V., Individual shareholders and Unique Meghnaghat Power Limited; SFL, Unique Hotel & Resorts PLC and Nebras will hold 38.76%, 37.24% and 24% respectively of the preference shares in issue of the project company from the date of signing the SHA. Investment in ordinary shares and cumulative preference shares have initially been recorded at cost.

Unique Hotel & Resorts PLC presented consolidated financial statements until the financial year ended on 30 June 2021. Unique Hotel & Resorts PLC does not have controlling power over U MPL as per IFRS 10: Consolidated Financial Statements

as of 30 June 2023. As per the amended Articles of Association (AOA) of UMPL after the inclusion of Nebras on the board, the three (3) preference shareholders also referred as lead parties (Unique Hotel and Resorts PLC, SFL and Nebras) has complete joint control over the relevant activities of the project company which are covered by Lead Parties reserved matters. To make decision on any Lead Parties reserved matters affirmative votes of at least 5 (five) Directors, including the affirmative vote of at least 1(one) from Nebras Director, 1 (one) from Unique Hotel & Resorts PLC Director and 1 (one) from SFL Director are required either at board meeting or a shareholders' meeting or otherwise. According to AOA, the Lead Parties Reserved Matters includes various significant decisions including major acquisitions, issuing equity instruments, dividend distributions any investment or liquidation of investment, entering into an amendment of any material agreement, approval of budget and business plan, appointment of senior management of company etc. To take any decision in the board meeting in any agenda other than those relating to reserved matters, majority votes are required. No shareholder has controlling interest over the project company to direct the relevant activities of the project company with their present voting rights. Rather relevant activities are directed jointly by SFL, Unique Hotel and Resorts PLC and Nebras. Moreover, the voting rights of ordinary shareholders do not immediately influence sponsors' control over the project company. Since preference shareholders are responsible for substantially all of the equity injection, they have complete control over how the relevant activities are implemented in proportion to their preferred shareholding percentage as mentioned above. Unique Hotel & Resorts PLC, SFL and Nebras take all the relevant decisions of UMPL jointly. Hence, Unique Hotel & Resorts PLC, SFL and Nebras have joint control over UMPL and have right over net assets of UMPL in proportion to their ordinary shares and preference shares on fully dilution basis. Under these circumstances, Unique Hotel & Resorts PLC has accounted for investment in UMPL as joint venture under IFRS 11: Joint Arrangements in equity method as per IAS 28: Investment in Associates and Joint Ventures.

According to IAS 28 (paragraph 10), the investment in UMPL was recognized at cost on initial recognition and the carrying amount is increased or decreased to recognize the Unique Hotel & Resorts PLC's share of the profit or loss of UMPL after the date of acquisition. Moreover, according to the AOA of UMPL and terms and conditions of the Shareholders Agreement and Subscription Agreement, the ordinary shareholders shall not receive any dividend and only lead parties, namely Unique Hotel & Resorts PLC, SFL and Nebras will be entitled to dividend on sweep cash basis in proportion of preference shareholding percentage until the conversion of

all preference shares into fully paid ordinary shares. In both scenarios, Unique Hotel & Resorts PLC will get only 37.24% of the dividend to be distributed. As a result, Unique Hotel & Resorts PLC has accounted for 37.24% of the net assets of UMPL for calculation of carrying amount of the investment in UMPL (joint venture) in equity method.

GAIN ON SALE OF SHARE OF UNIQUE MEGHNAGHAT POWER LIMITED AND CHARTERED LIFE INSURANCE CO. LIMITED

As per Share Sale and Purchase Agreement with Nebras Power Investment Management B.V (NPIM) signed on April 15, 2021; Unique Hotel & Resorts PLC. has sold 2.45%, i.e. 3,050 no.s of ordinary shares of Unique Meghnaghat Power Ltd. for net consideration of USD 10,750,333 (Tk. 1,128,784,965). The cost of the shares @Tk.10 is Tk.30,500 (USD 358.82). The capital gain on sale of share amounts to USD 10,750,043 (Tk. 1,128,754,465).

Moreover, there has been an unrealized gain on investment in quoted share at Chartered Life Insurance Co. Ltd. amounting to Taka 154,577,130 with an impact of Taka 0.53 per share in the earnings per share of the Company. Furthermore, Unique Hotel & Resorts PLC has recorded capital gain on sale of 2.45% ordinary shares of Unique Meghnaghat Power Limited during the year ended 30 June 2023; which amounts to Tk. 1,128,754,465; upon satisfaction of the condition precedents (CPs) of the Second and Third Closing as per Share Purchase Agreement (details are given in note-31.01). The aforesaid capital gain has an impact of Tk. 3.83 on the EPS of Unique Hotel & Resorts PLC.

PRIOR YEAR ADJUSTMENT

Unique Hotel & Resorts PLC considered profits arising from non-operational performance such as realized and unrealized gain on sale of quoted shares, capital gain on sale of share of Unique Meghnaghat Power Limited and capital gain on sale of land to Unique Meghnaghat Power Limited 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

aforsaid gain/(loss) arising from non-operational business performance of the Company and cumulative impact for the same has been given in the financial statements. Details are shown in note-24.04.

WORKER'S PROFIT PARTICIPATION FUND

Unique Hotel & Resorts PLC considered profits arising from non-operational performance such as realized and unrealized gain on sale of quoted shares, capital gain on sale of share of Unique Meghnaghat Power Limited and capital gain on sale of land to Unique Meghnaghat Power Limited 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, Exercise 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.

Since, hotel was exempted from SD through SRO, as a result, under no circumstances the aforesaid demand will be applicable for Unique Hotel & Resorts PLC (The Westin Dhaka). Hence, we submitted further VAT Revision to the Honorable

High Court Division of the Supreme Court of Bangladesh through VAT Revision no. 29/2019 which is under subjudice.

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 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, Exercise 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 and we have submitted the copy of the Order to our Advocate for filing an Appeal before the Honorable High Court Division. Moreover, the Learned Advocate informed us that we have some strong grounds and he has been preparing for filing the Appeal before the Honorable High Court Division.

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 Customs Exercise and VAT Appellate Tribunal 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:

- financial assets measured at amortized cost,
- contract assets and
- 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 Company has investments in People's Leasing and Financial Services Ltd. (PLFSL) to the extent of Tk. 43,679,385 in the form of term deposits. At present, a winding up application, Financial Institution Matter No. 1 of 2019 filed by Bangladesh Bank, is pending against PLFSL in the Honorable High Court Division of the Supreme Court of Bangladesh. The Honorable High Court has not allowed the application but has instead reconstructed PLFSL's Board of Directors through the court order dated July 15, 2021 and also directed the depositors not to insist upon the Board of Directors or management of the PLFSL for return of their money in next six (6) months. The order of direction restraining Unique Hotel & Resorts PLC as a depositor from demanding repayment from PLFSL has been extended four times, lastly until January 2024. Unique Hotel & Resorts PLC is also not aware of any developments which would suggest that there would not be any further extensions of the interim order. Unique Hotel & Resorts PLC has also sought legal opinion from renowned legal advisor in this matter. However, considering the abovementioned facts,

Unique Hotel & Resorts PLC has considered its investment in PLFSL to be a credit impaired financial asset in terms of IFRS 9 on a conservative approach and has decided to make loss allowance against the principal receivable from PLFSL. Unique Hotel & Resorts PLC made 60% loss allowance during the year ended 30 June 2022 and further 40% loss allowance was made during year ended 30 June 2023. However, such allowance represents a prudent measure of accounting on its part, it does not represent a waiver of any claim against PLFSL.

Furthermore, the Company has investments in International Leasing and Financial Services Ltd. (ILFSL) to the extent of Tk. 231,000,000 in the form of term deposits. At present, a winding up application by the depositors of ILFSL, Company Matter No. 299 of 2019, is pending against ILFSL in the Honorable High Court Division of the Supreme Court of Bangladesh. The Honorable Court did not allow the application, instead had reconstructed ILFSL's Board of Directors. Furthermore, ILFSL has also shared their rebuilding plan recently and according to their plan, the depositor companies have been given opportunity to convert their deposits at ILFSL into equity in the form of ordinary shares. Moreover, according to the recent media reports, ILFSL has entered into an agreement with Sonar Bangla Capital Management Ltd. on September 21, 2022 to convert their deposits and liabilities into shares subject to approval from the regulators. Unique Hotel & Resorts PLC has also sought legal opinion from renowned legal advisor in this matter. In these circumstances, notwithstanding the pious intent expressed in ILFSL's latest plan of rebuilding, Unique Hotel & Resorts PLC has decided to make 50% loss allowance against principal receivable from ILFSL on a conservative approach during the year ended 30 June 2022 and further 30% loss allowance has been made during the year ended 30 June 2023. However, such allowance represents a prudent measure of accounting on its part, it does not represent a waiver of any claim against ILFSL.

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. 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 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 establishing new ventures and going to add another feather by establishing 600 MW power project named 'Unique Meghnaghat Power Limited' for developing the Gas/RLNG based Combined Cycle Power Generation Facility of 584 MW (Net) Capacity at Meghnaghat, Sonargaon, Narayanganj, 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. We are expecting to start the Commercial Operation of this project soon.

SPECIAL RESOLUTION

On 06th April 2017, a registered deed of agreement for Sale was made between Borak Real Estate Limited and Unique Hotel and Resorts PLC to purchase 185,575.03 sft. floor space at Acropolis project situated at the heart of Gulshan circle 2 plot nos.34-A, 35-A, 36-A, 37-A, 38-B & 38-C, Road no.35 & 45, Gulshan main avenue, Gulshan 2, Dhaka-1212 where UHR showed the uses of remaining IPO proceeds amount of BDT92.50 crore. The floor space (only structure) was purchased by UHR to established branded international chain hotel and serviced apartment at the rate of BDT25,000/- per sft. along with proportionate share of undivided and un-demarcated land with proportionate share of car parking at basement at an agreed value of BDT463,93,75,750/- (Taka Four hundred sixty-three crore ninety-three lac seventy-five thousand seven hundred fifty only). In this respect, Unique Hotel and Resorts PLC earlier Unique Hotel and Resorts Limited paid BDT 92,78,75,00.00 (20% down payment) to Borak Real Estate Limited as booking money and remaining balance amount BDT371,15,00,750/- (Taka Three hundred seventy one crore

fifteen lac seven hundred fifty) shall be paid to the seller as per progress of work by installment basis. In this connection, as of today Unique Hotel and Resorts PLC has paid total BDT246.94 crore.

Unique Hotel and Resorts PLC took various project to develop at a time for this reason the bank loan and the intercompany loan is increasing day by day since we are investing and developing projects through bank finance which is not healthy for the company. To complete Acropolis project, still require BDT588/- crore (approx.) additional fund.

The investment decisions were made in 2017 before the covid 19. The whole world had experienced terrible experience during the pandemic period especially the hospitality and tourism sector suffered lot. Hotel occupancy was almost zero and all restaurant and services of hotel was shut down. The hospitality and tourism sector were never considered this type of risk earlier. On the other hand, company is developing various projects too which require huge fund and most of the new investment is doing from bank finance. If the company continue its investment in such way, they might not be able to repay the bank loans from earnings and also threat to give the dividend to the shareholders. To complete the on-going projects development work smoothly needs to drop some project. Hence, the Board of Directors is decided to review the existing investment decisions and reduce the hospitality investment like this mega project. In this respect the Board decided to withdraw the investment from Acropolis project made through registered baina nama for purchase of 185,575.03 sft.(approx.) floor space from Borak Real Estate Limited at plot nos. 34A, 35A, 36A, 37A, 38-B & 38-C, Road no. 35 & 45, Gulshan 2, Dhaka-1212 and invest the same in the joint venture project (Profit sharing) with Borak Real Estate Limited for establishing 7 Star Hotel at Plot no. 02 & 03 CWN(B), Road no. 36 & Gulshan main avenue, Gulshan 2, Dhaka-1212 subject to the valued shareholders approval in the ensuing AGM.

The Board of Directors also decided to get back the advance money from Borak Real Estate Limited against purchase agreement based on the 13th AGM decision for 23.9375 katha land (adjacent to Westin Dhaka) situated at plot no. 03 CWN(B), Road no. 36 & Gulshan main avenue, Gulshan 2, Dhaka-1212 subject to the valued shareholder's approval in the ensuing AGM. South Park project consist of two plot where one plot owned by Unique Hotel and Resorts PLC and another plot owned by Borak Real Estate Limited. The Joint Venture Project (Profit Sharing agreement) investment will be made between Borak Real Estate Limited and Unique Hotel and Resorts PLC as per the land ration and profit or loss shall also be distributed as per the same ration.

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:

Mother Teresa Award

Mr. Mohd Noor Ali (Managing Director)
Won Mother Teresa International Award
exceptional contributions to industry and
society.

SAFA Silver Award

SAFA Silver Award for best presented
Annual Report, Integrated Reporting and
SAARC Anniversary Award for
Corporate Governance Disclosure-2021

ICSB National Award

Received Silver Award on 10th ICSB
National Award for Corporate
Governance Excellence Award-2022.

ICAB National Award

23rd ICAB Gold Award for Best
presented Annual Reports-2022.

Haute Grandeur

Won Haute Grandeur Global Excellence
Award 2022.

Excellence Award

- Best Culinary Experience in Asia.
- Best Restaurant Hotel in Asia.
- Best Business Hotel in Bangladesh.
- Best City Hotel Bangladesh .

Seasonal Tastes

- Best Fine Dining Experience in Bangladesh.
- Best Hotel Restaurant in Bangladesh.
- Best International Cuisine in Bangladesh.

Financial Excellence Award

Won Financial Excellence Award 2023
on South Asia Finance Breakout Summit.



ACKNOWLEDGEMENTS

We would like to convey our deep gratitude to the Bangladesh Securities and Exchange Commission (BSEC), Financial Reporting Council, Bangladesh (FRC), Dhaka Stock Exchange Limited, Chittagong Stock Exchange Limited, 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.

As per the Corporate Governance Code 2018 issued by Bangladesh Securities and Exchange Commission, the directors make additional statements (as par condition # 5) and furnished compliance report (as par condition # 9) and the section 184 of the Companies Act, 1994 (Act no. XVIII of 1994) in Annexure-I and Annexure-II respectively attached herewith.

For and on behalf of the Board of Directors,


MOHD. NOOR ALI
Managing Director


SALINA ALI
Chairperson

DIRECTORS' REPORT

(ADDITIONAL STATEMENTS)

(Additional Statements by the Board of Directors as per Corporate Governance Code Notification dated June 03, 2018 of Bangladesh Securities and Exchange Commission.)

ECONOMIC OVERVIEW

GLOBAL PERSPECTIVE

Despite geopolitical tensions, the financial year 2022-2023 commenced with a mixed outlook. While there were concerns of potential flat growth, the global economy faced unforeseen challenges such as supply chain disruptions, monetary tightening, inflation and recessionary fears. China experienced a temporary decline in growth during the fourth quarter of 2022 due to a surge in COVID-19 cases following the relaxation of restrictions. Additionally, the global inflation rate reached 6.8% in 2023, largely driven by supply chain disruptions caused by the ongoing pandemic and the Russia-Ukraine conflict. The effects of the Russia-Ukraine conflict also had spillover effects on Europe, with the region grappling with acute energy shortages. This, coupled with the implementation of Brexit, impacted various aspects of Europe, including immigration, trade and tourism. The UK economy experienced a decline growth rate as a direct consequence of these factors. The global economic landscape in 2022 was marked by a combination of both optimistic and challenging factors, requiring careful analysis and evaluation. According to the International Monetary Fund (IMF), the global economy experienced a GDP growth rate of 3% in 2023, which was lower compared to the previous year's growth rate of 3.5%. Despite

this moderation, there were notable developments in the tourism sector, with international tourist arrivals rebounding to reach 63% of pre-pandemic levels. Particularly, the Middle East and Europe exhibited robust recovery in this aspect, reflecting positive trends in the tourism industry.

ECONOMIC PERSPECTIVE OF BANGLADESH

Bangladesh has a strong track record of growth and development, even in times of elevated global uncertainty. A robust demographic dividend, strong ready-made garment (RMG) exports, resilient remittance inflows, and stable macroeconomic conditions have supported rapid economic growth over the past two decades.

Bangladesh tells a remarkable story of poverty reduction and development. Poverty declined from 11.8 percent in 2010 to 5.0 percent in 2022, based on the international poverty line of \$2.15 a day (using 2017 Purchasing Power Parity exchange rate). Moreover, human development outcomes improved along many dimensions.

The country did make a rapid recovery from the COVID-19 pandemic supported by prudent macroeconomic policies with estimated GDP growth of 6.0 percent in FY23. However, the economy faces considerable challenges with rising inflationary pressure, energy shortages, a balance-of-

payments deficit, and a revenue shortfall. While the trade deficit narrowed in FY23, a contraction in financial account deficit resulted in a Balance of Payments (BoP) deficit and a decline in foreign exchange reserves.

Real GDP growth is expected to slow in FY24 as ongoing import suppression measures disrupt economic activity. Growth is expected to re-accelerate over the medium term, as inflationary pressure eases, external conditions improve, and reform implementation gains momentum. Over the medium term, the balance of payments is projected to return to a surplus as financial inflows recover and remittance inflows rise, supported by strong demand for workers in the Gulf region.

To achieve its vision of attaining upper middle-income status by 2031, Bangladesh needs to create jobs through a competitive business environment, increase human capital and build a skilled labor force, build efficient infrastructure, and establish a policy environment that attracts private investment.

Development priorities include diversifying exports beyond the RMG sector; resolving financial sector vulnerabilities; making urbanization more sustainable and strengthening public institutions, including fiscal reforms to generate more domestic revenue for development. Addressing the infrastructure gaps would accelerate growth. Addressing vulnerability to climate change and natural disasters will help Bangladesh to continue to build resilience to future shocks. Pivoting towards green growth would support the sustainability of development outcomes for the next generation.

CURRENT SCENARIO

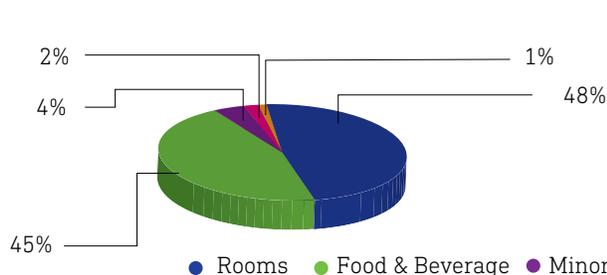
Unique Hotel & Resorts PLC successfully overcame another year of operation facing all external challenges. Despite all tough competition and uncertainties, Unique Hotel & Resorts Plc continued to perform well during financial year 2022-23 and earned the total revenue of Tk. 2,934.94 million which is 55% higher compared to last year which improved profitability and earnings per share (EPS). During 2022-23, though there was significant uncertainty was in rooms business, The Westin Dhaka had a strong performance in Food and Beverage and catering operations. Currently the world is facing significant uncertainty due to geo political issues between Ukraine – Russia impacting global energy prices, increase in food grain prices, higher inflationary costs and volatile commodity prices have caused a slowing down of global growth and currency devaluation, product import challenges etc. created stress in the overall economic environment. Management team is closely watching the current changes and appropriate timely decisions were taken for structured sustainability and resilient with market changes. Due to the dollar crisis and increase in bank interest rates, we are facing huge problem. We are optimistic about the Company’s future and our ability to continue to deliver superior returns to our shareholders in the coming years overcoming all challenges.

The key focus points are to maintain the cost saving strategies and timely action as risk mitigation for uncertain geo political situation and higher inflation cost. Though occupancies were improved compared to previous year, operating costs are increasing significantly. Unique Hotel & Resorts PLC is focused to continue the cost optimization initiatives to provide a stronger EPS for stake holders.

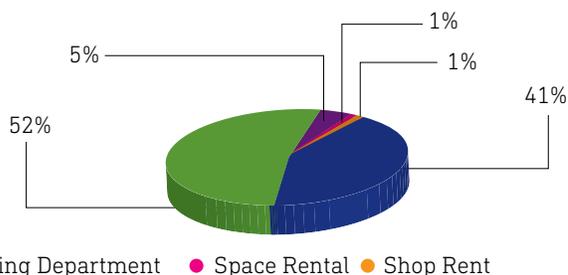
SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE (The Westin Dhaka)

Name of the Segment	2022-2023		2021-2022	
	Amount in BDT	% of total revenue	Amount in BDT	% of total revenue
Rooms	978,291,670	48.19%	551,426,396	41.06%
Food & Beverage	920,297,938	45.34%	696,903,764	51.89%
Minor Operating Department	78,618,715	3.87%	64,955,002	4.84%
Space Rental	39,226,955	1.93%	17,190,984	1.28%
Shop Rent	13,451,674	0.66%	12,518,432	0.93%
Total Operating Revenue	2,029,886,952	100%	1,342,994,578	100%

2022-2023



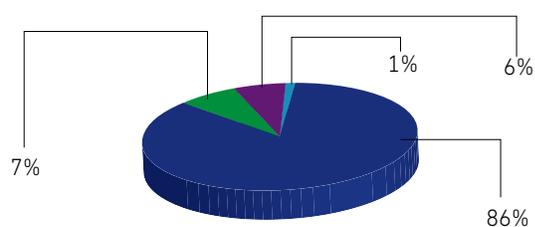
2021-2022



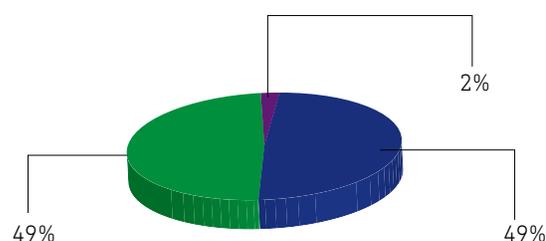
SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE (Sheraton Dhaka)

Name of the Segment	2022-2023		2021-2022	
	Amount in BDT	% of total revenue	Amount in BDT	% of total revenue
Food & Beverage	613,708,192	85.78%	213,241,087	48.89%
Minor Operating Department	9,152,631	1.28%	-	-
Space Rental	43,032,122	6.01%	10,768,287	2.47%
Income from simulation event	49,585,854	6.93%	212,126,699	48.64%
Total Operating Revenue	715,478,800	100%	436,136,073	100%

2022-2023



2021-2022

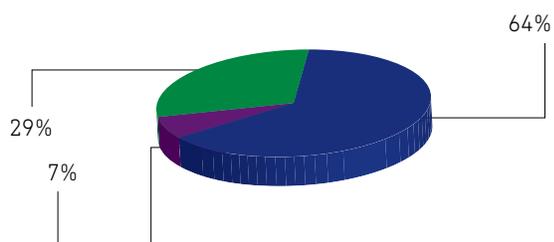


- Food & Beverage
- Minor Operating Department
- Space Rental
- Income from simulation events

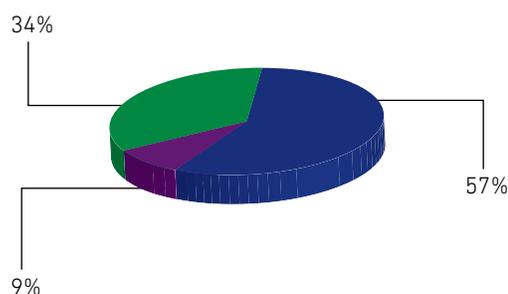
SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE (HANSA-A Priium Residence)

Name of the Segment	2022-2023		2021-2022	
	Amount in BDT	% of total revenue	Amount in BDT	% of total revenue
Rooms	121,733,516	64.21%	67,062,728	56.79%
Food & Beverage	55,059,271	29.04%	40,502,043	34.30%
Minor Operating Department	12,780,528	6.74%	10,526,230	8.91%
Total Operating Revenue	189,573,315	100%	118,091,001	100%

2022-2023



2021-2022



- Rooms
- Food & Beverage
- Minor Operating Department

SEGMENTS WISE PERFORMANCE AS ON 30 JUNE 2023 VERSUS 30 JUNE 2022

Reportable Segments	Hotel				Total
	Head office	Westin	HANSA	Sheraton	
External revenue	-	2,029,886,952	189,573,315	715,478,800	2,934,939,067
Interest income	29,988,098	39,772,375	821,892	3,515,907	74,098,271
Operating expenses	(147,993,246)	(968,026,361)	(70,573,982)	(511,490,106)	(1,698,083,695)
Depreciation and amortization	(6,057,793)	(192,485,660)	(14,535,244)	(75,910,809)	(288,989,506)
Interest Expenses	(157,420,823)	-	-	(105,833,128)	(263,253,951)
Other Income	1,531,308,829	(86,771,756)	-	-	1,444,537,073
Segment profit/(Loss)before WPPF and tax	1,249,825,066	822,375,550	105,285,981	25,760,665	2,203,247,260
Segment assets as at 30 June 2023	17,893,990,314	15,292,310,295	890,653,026	9,758,036,180	43,834,989,815
Segment liabilities as at 30 June 2023	16,869,372,611	750,455,635	26,619,230	132,462,645	17,778,910,121

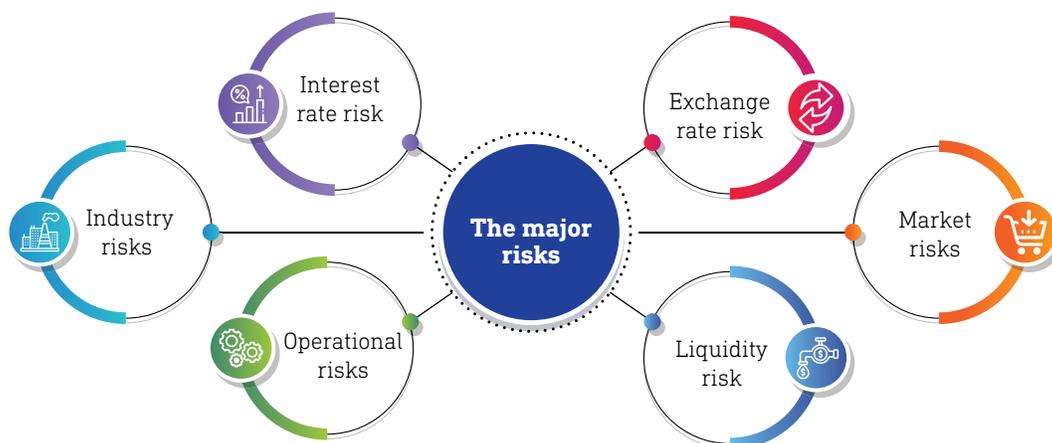
Reportable Segments	Hotel				Total
	Head office	Westin	HANSA	Sheraton	
External revenue	-	1,342,994,578	118,091,001	224,009,374	1,685,094,953
Interest income	38,361,611	6,062,595	429,773	274,576	45,128,555
Operating expenses	(90,408,673)	(725,772,851)	(68,275,055)	(313,272,001)	(1,197,728,580)
Depreciation and amortization	(4,670,454)	(198,559,030)	(14,868,280)	(24,486,499)	(242,584,263)
Interest Expenses	(116,395,158)	-	-	(34,897,344)	(151,292,502)
Other Income	1,024,280,009	(141,707,631)	-	-	882,572,378
Segment profit/(Loss)before WPPF and tax	851,167,335	283,017,661	35,377,439	(148,371,894)	1,021,190,542
Segment assets as at 30 June 2022	14,178,307,782	15,461,158,534	912,360,027	9,309,925,769	39,861,752,112
Segment liabilities as at 30 June 2022	14,173,396,032	638,691,992	17,524,081	86,399,819	14,916,011,924

RISKS & CONCERNS

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.

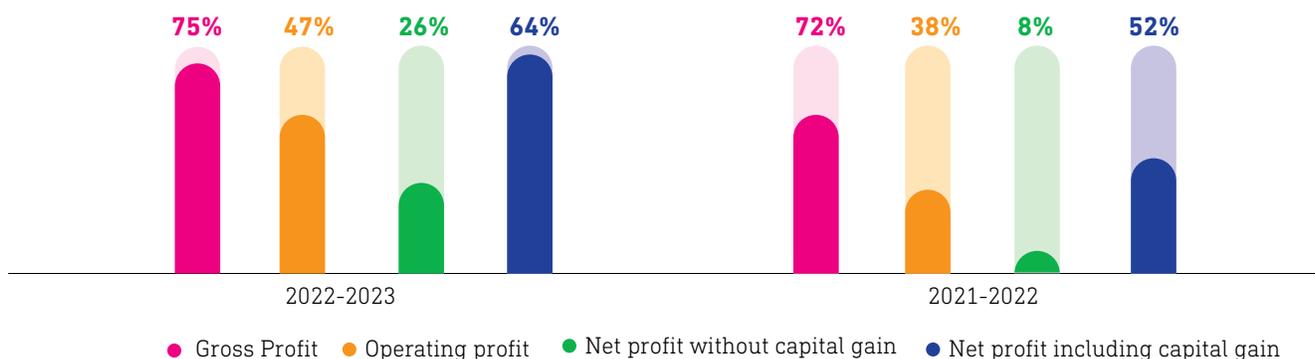


COST OF GOODS SOLD, GROSS PROFIT MARGIN AND NET PROFIT MARGIN

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 in consistency with increased revenue. Costs of goods sold have been increased by almost 41%, due to increase in inflation as well as commodity

prices. However, gross profit margin has increased by almost 3% (FY 2022-23: 75%) compared to previous year (FY 2021-22: 72%) and Net profit margin increased by 13% by maximizing revenue streams as well as taking various efficiency measures and cost savings initiatives across the corporate office and business units. Maximum profit (BDT 1,128.75 million out of BDT 1,890.01 million of this financial year came from capital gain on sale of shares of UMPL.

Particulars	2022-2023	% of Margin	2021-2022	% of Margin
Gross Profit	2,194,279,317	75%	1,370,517,746	72%
Operating Profit	1,380,114,749	47%	728,949,544	38%
Net profit without capital gain	761,257,851	26%	146,061,601	8%
Net Profit including capital gain	1,890,012,316	64%	982,088,763	52%



EXTRA-ORDINARY GAIN OR LOSS:

According to the Share Sale and Purchase Agreement with Nebras Power Investment Management B.V (NPIM) signed on April 15, 2021; Unique Hotel & Resorts PLC. has completed 2nd and 3rd closing of the aforesaid SPA and sold 2.45% shares to Nebras, i.e. 3,050 nos. of ordinary shares of Unique Meghnaghat Power Ltd. for net consideration of USD 10,750,333 (Tk. 1,128,784,965). The cost of the shares @Tk.10 is Tk.30,500 (USD 358.82). The capital gain on sale of share amounts to USD 10,750,043 (Tk. 1,128,754,465) including stamp duty. The remaining value will be received by 4th

closing upon satisfaction of the CPs as per SPA. Consequently, the shareholding of ordinary shares of Unique Hotel & Resorts PLC has been reduced from 62.76% to 51.49% (64,105 shares). After 4th closing, the total ordinary shareholding of Unique Hotel & Resorts PLC will come down to 51%.

REGULAR TAX PAYMENT:

UHR PLC is uncompromising in compliance and no default in tax payment and return submission. Among the hospitality 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. Name of those related parties, nature of those transaction and their total value has been shown in below table in accordance with the provisions of IAS-24 "Related Party Disclosure".

Amount in Taka

Name of the Party	Relationship	Nature of Transaction	Balance as on 30 June 2023			
			Opening balance (Restated)	Addition	Adjustment/Received	Closing balance
Borak Real Estate Ltd.	Common Director	Balance with current account	(1,827,360,632)	(671,320,999)	76,555,854	(2,422,125,777)
Unique Vocational Training Centre Ltd.	Common Director	Balance with current account	(50,876,289)	(69,500,000)	631,215	(119,745,074)
Ms. Salina Ali	Chairperson	Balance with current account	(186,063,742)	(22,500,000)	20,500,000	(188,063,742)
Mr. Mohd. Noor Ali	Managing Director	Balance with current account	(109,463,434)	(14,2500,000)	28,845,000	(95,118,434)
Chartered Life Insurance Company Ltd.	Common Director	Balance with current account	(1,278,195)	-	-	(1,278,195)
		Equity investment	22,500,000	310	-	22,500,310
Unique Meghnaghat Power Ltd.	Joint Venture	Investment in preference shares	2,584,887,660	1,140,193,400	-	3,725,081,060
		Equity investment	671,550	-	(30,500)	641,050
Sonargoan Economic Zone Ltd.	Associate	Advance against land	877,212,226	8,590,000	-	885,802,226
		Equity investment	7,217,855	(2,285,081)	-	4,932,774
Borak Real Estate Ltd.	Common Director	Advance against land*	2,600,000,000	-	-	2,600,000,000
Borak Real Estate Ltd.	Common Director	Advance against Space**	1,294,375,000	1,275,000,000	-	2,569,375,000
Unique Property Development Ltd.	Common Director	Advance against land	5,304,880	-	-	5,304,880
Unique Eastern (Pvt.) Ltd.	Common Director	Balance with current account	(408,137,214)	(537,499)	-	(408,674,713)
Unique Ceramics Industries (Pvt.) Ltd.	Common Director	Balance with current account	(77,895,416)	-	58,806,100	(19,089,316)
Purnima Construction Ltd.	Common Director	Balance with current account	(168,095,998)	-	-	(168,095,998)
Borak Travels (Pvt.) Ltd.	Common Director	Balance with current account	(292,725,510)	(15,000,000)	-	(307,725,510)
Total			4,270,272,741	1,628,140,131	(954,885,731)	4,943,527,141

* The advance against land of Tk. 2,600,000,000 was given to Borak Real Estate Limited for the purchase of 23.9375 katha of land at Gulshan Avenue, Gulshan-2, Dhaka-1213 to be used by the Company as Seven Star International Chain Hotel as per shareholders' approval in 12th AGM, dated 24 June 2013. The advance shall be accounted for land as soon as the registration is completed.

**The advance has been given to Borak Real Estate Limited for the purchase of 1,85,575.03 sft. floor space along with

proportionate car parking and common spaces of the Commercial Complex namely "Acropolis" situated at Plot # 34A, 35A, 36A, 37A, 38B and 38C, Road# 35 & 45, Gulshan (North) Commercial Area, Dhaka as per shareholders' approval in 15th AGM of Unique Hotel & Resorts PLC. Moreover, a loan has been taken from Al Arafah Islami Bank Ltd. to purchase the aforesaid floor space at 50:50 debt: equity ratio and to finance the development of the project. Details of the said loan has been disclosed in note-17.

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. Subsequently, Unique Hotel & Resorts PLC did not go for any sort of offering since then.

SIGNIFICANT DIFFERENCES BETWEEN QUARTERLY REPORT AND ANNUAL AUDITED FINANCIAL STATEMENTS

In compliance with the applicable rules and regulations of the regulatory authorities, the Company prepared and submitted the quarterly reports with the regulators and communicated the results with the valued shareholders and stakeholders accordingly. In the year ended financial statements of the Company we have discussed the significant differences between quarterly report and annual audited financial statements maliciously. UHR PLC had recorded an extra ordinary capital gain in the 3rd quarter for capital gain of USD 10,750,043 equivalent to BDT 1,128,754,465 @BDT/USD 105 for selling 2.45%, i.e. 3,050 numbers of ordinary shares of Unique Meghnaghat Power Limited to Nebras Power Investment Management BV.

The world is facing significant uncertainty due to geo political issues between Ukrain – Russia impacting global energy

prices, increase in food grain prices, higher inflationary costs, currency devaluation, product import challenges etc. Despite the challenging environment, the hotel teams have been working rigorously on their strategies under the supervision of senior leadership team and Board of Directors of UHR PLC to maintain revenue as well as profitability to ensure greater return for its shareholders.

REMUNERATION PAID TO THE 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. Hotel business has been impacted significantly 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. As a result, the Company had not accrued for the Managing Director's remuneration from April 2020 to December 2022. However, as the hospitality industry is reviving from the COVID-19 impact and Unique Hotel & Resorts PLC has come into profitability, Board of Directors has decided to resume the remuneration of our honorable Managing Director for BDT 800,000 monthly from January 2023 on the 162nd board of directors meeting held on 24th January 2023. The remuneration of our honorable Managing Director of BDT 800,000 was approved in the 18th Annual General Meeting dated December 26, 2019.

A Statement of the remuneration paid to the Directors including independent directors are stated below:

Name	Designation	01.07.2022 To 30.06.2023	01.07.2021 To 30.06.2022	Nature of Transaction
Ms. Salina Ali	Chairperson	-	-	Meeting Fee
Mr. Mohd. Noor Ali	Managing Director	-	-	Remuneration
Mr. Mohammed Forkan Uddin FCA	Independent Director	-	-	Meeting Fee
Mr. N K A Mobin FCS, FCA	Independent Director	-	-	Meeting Fee
Rtn. Ghulam Mustafa	Nominated Director	-	-	Meeting Fee
Professor Mohammed Ahsan Ullah	Independent Director	-	-	Meeting Fee
Mr. Saiful Islam	Nominated Director	-	-	Meeting Fee
Mr. Md. Khaled Noor	Nominated Director	-	-	Meeting Fee
Mr. Gazi Md. Shakhawat Hossain	Nominated Director	-	-	Meeting Fee
Mr. Mohammad Golam Sarwar FCA	Nominated Director	-	-	Meeting Fee
Mr. Md. Shakawath Hossain	CEO	-	-	Remuneration

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 it's 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. 218 to 221.

The short view of the result of operations of the financial year 2022-23 are shown below:

Amount in Taka

Particulars	2022-23	2021-22 (Restated)*
Revenue	2,934,939,067	1,897,221,652
Cost of Goods Sold	(740,659,750)	(526,703,906)
Gross Profit	2,194,279,317	1,370,517,746
Provision for WPPF	(44,417,328)	(8,530,172)
Profit before tax	2,145,949,600	1,012,712,879
Net Profit after tax	1,927,212,302	997,078,273
Earnings per share (EPS)	6.42	3.34
Net Asset Value (NAV)	26,056,079,694	24,998,189,864
Net Asset Value Per Share (NAVPS)	88.51	84.91

BOOKS OF ACCOUNTS

The Company has been maintaining the proper and regular complied books of accounts.

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.

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.

EXTRAORDINARY GROWTH FROM LAST YEAR IN OPERATING RESULTS

UHR PLC purpose, strategy and behaviors – are being applied to an asset-light, fee-based, largely franchised business model that has proven its resilience during the pandemic and allowed for a relatively strong financial performance in 2023. A key factor in this improved performance has been a heightened commitment to support our owners, listen to their needs, and work hand in hand across teams to respond with agility and expertise to challenges ranging from restrictions impacting demand, to the need to evolve brand standards and meet staffing and supply chain pressures as demand returns. However, the Occupancy rate increased slowly after the lockdown was lifted. Guest flows from abroad increased significantly. The average Occupancy rate of The Westin Dhaka & HANSA A premium Residence for the year ended 30 June 2023 has been recorded 72.36% and 67% respectively. The main revenue of the Hotel's (The Westin Dhaka, The Sheraton Dhaka and Hansa Residence) comes from room and food and beverage (F&B) services almost 90% which sell to the foreign and local guest of different corporate clients.

Also, food & beverage and banquet events increased with maintaining and ensuring distancing and cleanliness standards which further contributed to increase the revenue of the Company. During the current financial year (2022-2023) the UHR PLC Total revenue of the Company is Tk. 2,934.94 million during the period from 01 July 2022 to 30 June 2023 which is 54.70% higher compared to last year indicating positive inflow of business gradually and management have assessed other areas of operations and found no uncertainty about the entity's ability to continue as a going concern basis.

DEVIATIONS FROM LAST YEAR IN OPERATING RESULTS

The strategy and behaviors – are being applied to an asset light, fee-based, largely franchised business model that has

proven its resilience during the reporting period and allowed for a relatively strong financial performance in 2023. A key factor in this improved performance has been a heightened commitment to support our owners, listen to their needs, and work hand in hand across teams to respond with agility. The main revenue of the Unique Hotel (The Westin Dhaka, The Sheraton Dhaka and Hansa Residence) comes from room and food and beverage (F&B) services almost 96% which sell to the foreign and local guest of different corporate clients. UHR PLC has earned a total revenue of 2,934.94 million during the period from 01 July 2022 to 30 June 2023 which is 55% higher compared to last year, EPS has increased to Taka 6.42 per share during the year ended 30 June 2023, out of which,

EPS from business operation comes to Taka 2.06 indicating positive inflow of business gradually and management have assessed other areas of operations and found no uncertainty about the entity's ability to continue as a going concern.

CONTRIBUTION TO NATIONAL EXCHEQUER

During the financial year 2022-23, the Company contributed a total amount of BDT 327.78 million as Corporate Tax, BDT 23.72 million as SD and BDT 439.81million as VAT, in total BDT 791.30 million was paid to the national exchequer. Unique Hotel & Resorts PLC always upholds its responsibilities to development of the society and the country.

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

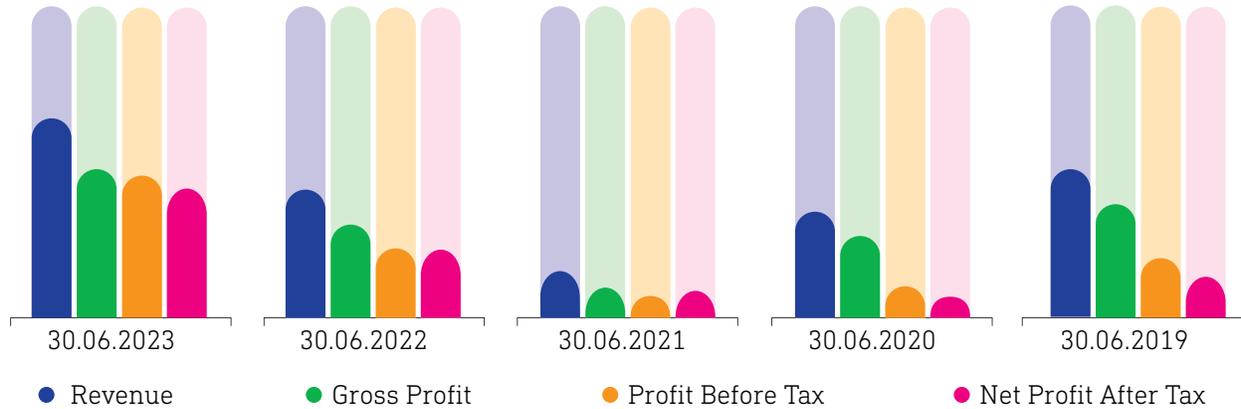
A) Key financial position for the last 05 (five) years of the company are as follows:

Assets	30.06.2023	30.06.2022 (Restated)	30.06.2021 (Restated)	30.06.2020 (Restated)	30.06.2019 (Restated)
Non-Current Assets	32,608,939,387	31,272,936,411	30,289,469,128	28,015,595,924	25,589,347,470
Property, Plant and Equipment, net	20,693,750,427	20,284,756,275	18,560,845,669	19,249,432,947	18,871,784,881
Construction work in Progress	8,148,816,728	8,212,999,062	9,101,322,628	7,647,206,048	5,618,473,964
Fixed Deposit Receipts	46,199,998	132,971,754	274,679,385	274,679,385	274,679,385
Investment in Joint Venture	3,627,502,460	2,522,254,465	2,232,377,961	-	-
Investment in unquoted share	87,737,000	112,737,000	112,737,000	836,375,065	816,114,608
Investment in Associate	4,932,774	7,217,855	7,506,485	7,902,479	8,294,632
Current Assets	11,226,050,428	8,549,381,783	7,339,592,073	7,850,849,205	8,667,962,309
Inventories	120,743,407	74,876,027	59,170,465	42,356,756	46,532,843
Investment in quoted share	370,253,137	179,302,697	186,506,292	200,603,460	269,098,870
Accounts Receivable	161,454,861	177,172,414	84,429,542	219,098,663	237,226,763
Other Receivables	26,690,860	12,714,372	11,040,732	21,689,501	26,805,250
Advances, deposits and prepayments	7,565,994,582	5,931,587,275	5,722,688,344	5,910,165,501	6,757,447,172
Fixed deposit receipts	1,612,350,966	1,224,530,859	1,112,582,650	1,251,457,315	1,252,693,338
Cash and cash equivalents	1,368,562,615	949,198,139	163,174,048	205,478,009	78,158,073
TOTAL ASSETS	43,834,989,815	39,822,318,194	37,629,061,201	35,866,445,129	34,257,309,779

Shareholders Equity & Liability	30.06.2023	30.06.2022 (Restated)	30.06.2021 (Restated)	30.06.2020 (Restated)	30.06.2019 (Restated)
Shareholders' Equity	26,056,079,694	24,998,189,864	23,924,743,628	23,455,645,315	23,733,881,618
Ordinary Share Capital	2,944,000,000	2,944,000,000	2,944,000,000	2,944,000,000	2,944,000,000
Share premium	6,181,931,836	6,181,931,836	6,181,931,836	6,181,931,836	6,181,931,836
Revaluation Surplus	9,889,368,735	10,412,304,207	10,292,740,021	10,168,822,832	10,261,164,914
Retained Earnings	7,040,779,123	5,459,953,821	4,506,071,771	4,160,890,647	4,346,784,868
Non-Current Liabilities	7,718,614,452	7,000,178,928	6,471,854,900	6,135,583,437	3,846,868,526
Term Loan-non-current portion	5,046,864,486	4,742,784,326	3,935,777,581	3,265,101,171	959,426,970
Deferred Tax Liability	2,671,749,966	2,257,394,602	2,536,077,319	2,870,482,266	2,887,441,556
Current Liabilities	10,060,295,669	7,823,949,402	7,232,462,673	6,238,664,377	6,640,007,635
Term loan- Current portion	999,942,543	503,227,018	757,418,831	371,218,835	668,958,448
Short term loan	3,396,806,304	2,772,496,174	1,722,539,454	1,660,713,706	1,590,647,500
Due to Operator and its Affiliates	328,431,815	267,282,288	238,264,830	386,279,386	263,682,006
Accounts Payable	98,597,402	88,801,243	33,251,137	34,114,450	54,089,569
Undistributed/Unclaimed dividend	2,060,689	3,170,269	12,841,987	12,611,384	10,598,403
Liabilities to intercompany	3,445,456,387	2,825,091,059	2,759,745,537	2,408,342,770	2,643,987,494
Other Accruals and Payables	1,789,000,529	1,363,881,351	1,708,400,897	1,401,935,846	1,444,596,217
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	43,834,989,815	39,822,318,194	37,629,061,201	35,866,445,129	34,257,309,779

B) The summary of operating performance of the company (30 June 2019 - 30 June 2023) was as follows:

Comprehensive Income	30.06.2023	30.06.2022 (Restated)	30.06.2021 (Restated)	30.06.2020 (Restated)	30.06.2019
Revenue	2,934,939,067	1,897,221,652	675,400,089	1,574,890,441	2,187,286,718
Gross Profit	2,194,279,317	1,370,517,746	440,866,650	1,198,815,541	1,680,012,150
Profit Before Tax	2,145,949,600	1,012,712,879	315,073,737	455,656,751	870,902,410
Net profit after Tax	1,890,012,316	982,088,763	387,633,841	279,783,003	596,585,665


C) The statement of operating results of the Company is as follows:

Amount in Taka

Particulars	30.06.2023	30.06.2022 (Restated)	30.06.2021 (Restated)	30.06.2020 (Restated)	30.06.2019
Revenue	2,934,939,067	1,897,221,652	675,400,089	1,574,890,441	2,187,286,718
Costs of Sales	(740,659,750)	(526,703,906)	(234,533,439)	(376,074,900)	(507,274,568)
Gross Profit	2,194,279,317	1,370,517,746	440,866,650	1,198,815,541	1,680,012,150
Administrative and other Expenses	(814,164,568)	(641,568,202)	(291,378,920)	(410,056,474)	(575,593,643)
Operating Profit	1,380,114,749	728,949,544	149,487,730	788,759,067	1,104,418,507
Corporate office expenses	(436,982,752)	(345,637,665)	(309,260,548)	(303,038,910)	(280,921,341)
Other Income	375,193,704	191,556,691	101,111,338	80,075,331	137,231,057
Other expenses	(114,368,253)	(144,865,760)	(40,417,404)	-	-
Capital Gain on Sale of Land	-	-	476,390,779	-	-
Gain on sale of share of UMPL	1,128,754,465	836,027,162	-	-	-
Gain on investment in quoted Shares	141,728,914	6,029,770	138,894,497	(66,293,294)	(2,945,546)
Interest income	74,098,271	45,128,555	53,596,097	88,831,796	60,566,801
Interest expenses	(263,253,951)	(151,292,502)	(96,267,611)	(107,870,943)	(103,901,948)
Impairment of financial asset	(86,771,756)	(141,707,631)	-	-	-
Provision for bad debts	4,733,869	(2,997,623)	(142,707,454)	(2,023,458)	-
Provision for WPPF	(44,417,328)	(8,530,172)	(15,753,687)	(22,782,838)	(43,545,120)
Share of net profit/loss before tax Sheraton Dhaka	(12,880,328)	52,510	5,147,888	-	-
Profit Before Tax	2,145,949,600	1,012,712,879	315,073,737	455,656,751	870,902,410
Provision for Income tax	218,737,297	(15,634,606)	98,993,147	(175,481,595)	(274,316,745)
Net profit after Tax of UHR	1,927,212,302	997,078,273	414,066,884	280,175,156	596,585,665

Particulars	30.06.2023	30.06.2022 (Restated)	30.06.2021 (Restated)	30.06.2020 (Restated)	30.06.2019
Share of net profit after tax of UMPL (Joint Venture)	(34,914,905)	(14,700,880)	(26,037,049)	-	-
Share of net profit after tax of SEZL (Associate)	(2,285,081)	(288,630)	(395,994)	-	-
Net profit after Tax	1,890,012,316	982,088,763	413,670,890	279,783,003	596,585,665

DIVIDEND DECLARATION

While considering the audited financial statements for the year ended 30 June 2023, the Board of Directors in its 168th meeting held on September 18, 2023 recommended 20% cash dividend for the shareholders which will be considered for approval by shareholders at the 22nd Annual General Meeting schedule to be held on 12 December 2023. 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	2021-22	2020-21	2019-20	2018-19	2017-18
Cash dividend	441,600,000	159,631,528	140,831,710	588,800,000	647,680,000
Stock dividend	Nil	Nil	Nil	Nil	Nil

INTERIM DIVIDEND

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

BOARD MEETING ATTENDANCE

During in the period total Seven numbers of Board Meeting held. The Board of Directors attendance in the Board Meetings during the financial year 2022-2023 is as follows:

Name	Designation	Total meeting & Attendance
Ms. Salina Ali	Chairperson	10/10
Mr. Mohd. Noor Ali	Managing Director	10/10
Mr. Mohammed Forkan Uddin FCA	Independent Director	09/10
Mr. N K A Mobin FCS, FCA	Independent Director	09/10
Professor Mohammed Ahsan Ullah	Independent Director	10/10
Rtn. Ghulam Mustafa	Nominated Director	10/10
Mr. Saiful Islam	Nominated Director	10/10
Mr. Md. Khaled Noor	Nominated Director	07/10
Mr. Gazi Md. Shakhawat Hossain	Nominated Director	10/10
Mr. Mohammad Golam Sarwar FCA	Nominated Director	08/10

PATTERN OF SHAREHOLDING:
(a) Parent/Subsidiaries and other related parties:

Name of Shareholders	As on June 30 2023		As on June 30 2022	
	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%
Borak Travels (Pvt.) Ltd.	14,087,931	4.79%	14,087,931	4.79%
Purnima Construction (Pvt.) Ltd.	11,867,317	4.03%	11,867,317	4.03%
Ms. Nabila Ali	19,223,002	6.53%	19,223,002	6.53%
Ms. Nadiha Ali	11,444,133	3.89%	11,444,133	3.89%
Ms. Nadila Ali	12,886,527	4.36%	12,886,527	4.36%
Unique Vocational Training Center	3791598	1.29%	3,487,069	1.18%
Unique Share Management Limited	3068660	1.04%	1,775,254	0.60%

(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, 2023		As on June 30, 2022	
		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%
Mr. Mohd. Noor Ali	(Sponsor Director) Managing Director	11,009,745	3.74%	11,009,745	3.74%
Mr. Gazi Md. Shakhawat Hossain	Nominated Director of Borak Travels (Pvt.) Ltd.	515	0.00%	515	0.00%
Borak Travels (Pvt.) Ltd.	Sponsor Director	14,087,931	4.79%	14,087,931	4.79%
Mr. Mohammad Golam Sarwar FCA	Nominated Director of Unique Eastern (Pvt.) Ltd.	0	0.00%	0	0.00%
Unique Eastern (Pvt.) Ltd.	Sponsor Director	23,965,431	8.14%	23,965,431	8.14%
Mr. Md. Khaled Noor	Nominated Director of Borak Real Estate Ltd.	38,100	0.01%	38,100	0.01%
Rtn. Ghulam Mustafa	Nominated Director of Borak Real Estate Ltd.	559,115	0.19%	559,115	0.19%
Borak Real Estate Ltd.	Sponsor Director	57,037,992	19.37%	57,037,992	19.37%
Mr. Saiful Islam	Nominated Director of Purnima Construction (Pvt.) Ltd	0	0.00%	0	0.00%
Purnima Construction (Pvt.) Ltd	Director	11,867,317	4.03%	11,867,317	4.03%
Mr. Mohammed Forkan Uddin FCA	Independent Director	150,000	0.05%	150,000	0.05%
Mr. N K A Mobin FCS, FCA	Independent Director	0	0.00%	0	0.00%
Professor Mohammed Ahsan Ullah	Independent Director	0	0.00%	0	0.00%
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%	900	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 related parties	Designation	As on 30 June 2023		As on 30 June 2022	
		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	0.0002%	3,090	0.0010%
Mr. Md. Nazmul Islam	Deputy General Manager (Procurement)	0	0.00%	0	0.00%
Mr. Md. Shahriar Roman	Deputy General Manager (Commercial)	0	0.00%	0	0.00%
Ms. Tasfia Tabassum Mahbub, ACA, ACCA Affiliate	Sr. Manager - 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 related parties	As on 30 June 2023		As on 30 June 2022	
	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

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, Rtn. Ghulam Mustafa & Mohammad Golam Sarwar FCA, Director will retire in the 22nd AGM. Being eligible, Rtn. Ghulam Mustafa expressed his willingness for re-election in ensuring AGM subject to the approval of the Shareholders. Furthermore, Unique Eastern (Pvt.) Limited Nominated Mr. Kazi Mohmood Sattar to represent in the Board of Unique Hotel & Resorts PLC in place of Mohammad Golam Sarwar FCA.

As per the qualification set out in the Companies Act 1994, Rtn. Ghulam Mustafa & Mr. Kazi Mohmood Sattar 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 Rtn. Ghulam Mustafa – Nominated Director representing Borak Real Estate Limited & Mr. Kazi Mohmood Sattar – Nominated Director representing Unique Eastern (Pvt.) Limited for re-election as Director Subject to the approval of the shareholders in the 22nd Annual General Meeting of the Company scheduled to be held on 12 December 2023.

**RTN. GHULAM MUSTAFA**

Rtn. FF Ghulam Mustafa is a leading business personality of the country and Nominated Director of Unique Hotel & Resorts PLC representing Borak Real Estate Ltd. He is the Managing Director & CEO of Prantik Express Ltd. and Prantik Travels & Tourism Ltd. more than 46 (Forty-Six) years which are related

to Freight Forwarding and Manpower Exporting business. Apart from Manpower Export, he is also engaged in Global Logistics Industry and the services are: Air Freight, Ocean Freight, Rail Freight, Trucking, customs Brokerage, Removal & Relocations, Warehousing, Distribution, Project Handling and

Documentation. Born at Feni in the year 1950 Mr. Mustafa is the son of renowned Teacher Late Abdul Wadud Master and grandson of an illustrious lawyer late Adv Abdul Mazid. He did his M.A. in Economics with honors' from Chittagong University in 1976. Mr. Ghulam Mustafa is married to Ms. Kaiser Sultana Runu, an M.Sc. in Psychology from the University of Dhaka. They are blessed with two sons and a daughter.

A valiant Freedom Fighter Mr. Ghulam Mustafa is also involved with various socio-cultural organizations. He is a Rotarian and served as President of Rotary Club of Dhaka Cosmopolitan in RY 1999-2000 and Governor of Rotary International D-3281 Bangladesh. A frontline Freedom Fighter Ghulam Mustafa was the commander of a unit of pioneer platoon of 10 East Bengal Regiment (EBR). He was also a Staff Officer to the C.O of 10 East Bengal Regiment during War of Liberation and fought gallantly against the 15 Balooch Regiment and 24 Frontier Force Regiment of Pakistani Occupation Army. The fierce battle called "Second Battle of Belonia Bulge" where Mr. Mustafa fought gallantly, have been included as lesson curriculum at Bangladesh Military Academy and many other Military

Academies of the world. This illustrious personality has been honored with more than 100 awards from local and foreign countries which in short are CIP (5 times), Fellow of the World Bank, 3 Gold Medals for business ethics, professionalism and humanitarianism in business, Golden Key of Manila city by its Mayor, Arthakantha Business Award and so on.

FF Ghulam Mustafa is the author of 3 books on our great Liberation War and 1 on Rotary Service apart from innumerable articles published in many renowned newspapers of the country. He also appeared in different local and foreign TV channels many times and spoken on the Liberation War, Remittance earning through manpower export for the socio-economic development of the country, ethical business practices, current issues of the country etc.

Mr. Mustafa is a widely traveled person. He has travelled many countries across the globe including USA, UK, China, Korea, Hong Kong, Singapore, Malaysia, Thailand, Brunei, Russia, Brazil, France, Scotland, Saudi Arabia, UAE, Kuwait, Nepal, Sri Lanka and India for business, professional conference, tourism etc.



MR. KAZI MAHMOOD SATTAR

Kazi Mahmood Sattar, a veteran banker, joined the local banking industry after 20 years of senior management experience, with banks like Standard Chartered and ANZ Grindlays at home and abroad. He is reputed to have shaped the banking industry in Bangladesh adopting the best practices of foreign banks. He was former Chairman of SWIFT Users Group, Bangladesh and former Chairman of the Association of Bankers, Bangladesh. K. Mahmood Sattar also held reign of Eastern Bank PLC as Managing Director & CEO from 2001 to 2007. Joining City Bank in 2007 as Managing Director & CEO, he transformed the bank from its traditional method of operations to a centralized model, thus making City Bank the second bank in the country to have adopted the new way of banking. Mahmood Sattar led the launch of the country's first dual currency credit, debit, prepaid cards and also American Express Credit Cards and forged strong tie-ups in the Middle East, Europe, and the US for the efficient inflow of remittances from overseas Bangladeshi workers. In recognition of running the Bank successfully on its ground breaking change management processes, he

himself received 'The QFC – Asian Banker ' The Leadership Achievement award 2010' for his exemplary leadership. Under his leadership, City Bank became the first local Bank in Bangladesh to have received the ISO 9001:2008 accreditation from the international certification body, Moody International for its entire back end and technology operations. He has been accredited with achieving the 'Best Bank in Bangladesh for 2012' by Finance Asia; "The Strongest Bank in Bangladesh award" in 2010 from The Asian Banker; "American Express Marketing Award" for Outstanding New Card launch in 2010 from American Express, and, "Money Gram International's Best Corridor Collaboration – South Asia in 2011" in recognition of the bank's inward remittance growth, for City Bank. Mr. Sattar left City Bank, after 32 years in the banking industry in November 2013. Currently he is the Chairman of RSA Advisory Limited a boutique invest bank in Bangladesh. He is also an Independent Director of BRAC Bank Limited, director of bKash Ltd. and Chairmen of the Board of Director's of BRAC Saajan Exchange Ltd. (a Company incorporated in UK).