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# ASIA STANDARD HOTEL GROUP LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 292)

# ANNOUNCEMENT OF RESULTS FOR THE YEAR ENDED 31ST MARCH 2015

FINANCIAL HIGHLIGHTS (in HK\$ million, except otherwise indicated)			
	2015	2014	Change
Revenue	700	651	+8%
Net investment (loss)/gain	(105)	132	N/A
Profit for the year attributable to shareholders	120	349	-66%
Net assets	3,265	3,204	+2%
Net debt	1,567	1,681	-7%
Supplementary information with four hotel properties in o	operation at valuation:		
Revalued total assets	12,709	11,799	+8%
Revalued net assets	10,782	9,828	+10%
Revalued net assets per share (HK\$)	6.87	6.34	+8%
Gearing – net debt to revalued net assets	15%	17%	-2%

The directors of Asia Standard Hotel Group Limited (the "Company") announce that the consolidated results of the Company and its subsidiaries (the "Group") for the year ended 31st March 2015 together with the comparative figures for the year ended 31st March 2014 were as follows:

# CONSOLIDATED PROFIT AND LOSS ACCOUNT

For the year ended 31st March 2015

	Note	2015 HK\$'000	2014 HK\$'000
Revenue	2	699,633	651,433
Cost of sales		(226,475)	(181,436)
Gross profit		473,158	469,997
Selling and administrative expenses		(132,990)	(130,087)
Depreciation		(87,428)	(83,444)
Net investment (loss)/gain	3	(104,763)	132,201
Operating profit		147,977	388,667
Net finance costs		(10,241)	(15,419)
Profit before income tax		137,736	373,248
Income tax expense	5	(17,675)	(24,283)
Profit for the year attributable to shareholders		120,061	348,965
Dividends	6	15,704	27,122
Earnings per share (HK cents)			
Basic and diluted	7	7.70	22.52

# **CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME** For the year ended 31st March 2015

	2015 HK\$'000	2014 HK\$'000
Profit for the year	120,061	348,965
Other comprehensive charge		
Items that have been reclassified or may be reclassified subsequently to profit or loss:		
Net fair value loss on available-for-sale investments	(34,034)	(9,686)
Currency translation differences	(20,975)	(15,853)
	(55,009)	(25,539)
Total comprehensive income for the year attributable to shareholders	65,052	323,426

# CONSOLIDATED BALANCE SHEET

As at 31st March 2015

	Note	2015 HK\$'000	2014 HK\$'000
Non-current assets			
Property, plant and equipment		3,064,217	3,074,108
Available-for-sale investments		190,757	218,492
Deferred income tax assets		5,213	1,554
		3,260,187	3,294,154
Current assets			
Inventories		1,290	1,569
Trade and other receivables	8	127,015	136,122
Income tax recoverable		1,457	56
Financial assets at fair value through profit or loss		1,586,394	1,591,872
Bank balances and cash		182,388	113,015
		1,898,544	1,842,634
Current liabilities			
Trade and other payables	9	80,928	75,055
Borrowings		238,143	617,963
Income tax payable		17,437	18,697
		336,508	711,715
Net current assets		1,562,036	1,130,919
Total assets less current liabilities		4,822,223	4,425,073
Non-current liabilities			
Long term borrowings		1,510,968	1,175,635
Deferred income tax liabilities		46,521	45,643
		1,557,489	1,221,278
Net assets		3,264,734	3,203,795
		<u> </u>	
Equity		24 400	20.007
Share capital Reserves		31,408 3,233,326	30,997 3,172,798
		3,264,734	3,203,795

#### NOTES TO THE FINANCIAL STATEMENTS

## 1. Basis of preparation

The consolidated financial statements have been prepared under the historical cost convention as modified by the revaluation of available-for-sale investments and financial assets at fair value through profit or loss, which are carried at fair value, and in accordance with Hong Kong Financial Reporting Standards ("HKFRS").

In accordance with the transitional and saving arrangements for Part 9 of the new Hong Kong Companies Ordinance (Cap. 622), "Accounts and Audit", which are set out in sections 76 to 87 of Schedule 11 to that Ordinance, the consolidated financial statements are prepared in accordance with the applicable requirements of the predecessor Companies Ordinance (Cap. 32) for this financial year and the comparative period.

The accounting policies and methods of computation used in the preparation of these annual financial statements are consistent with those used in 2014, except for the adoption of new standards, which are relevant to the Group's operations and are applicable to the Group's accounting periods beginning on 1st April 2014.

The following amendments to standards are relevant to the Group's operations and are mandatory for accounting periods beginning on or after 1st January 2014:

Amendment to HKAS 32 Financial Instruments: Presentation

Amendment to HKAS 36 Impairment of Assets

The adoption of the above amendments in the current year did not have any significant effect on the annual financial statements or result in any substantial changes in the Group's significant accounting policies.

Certain new and revised standards have been issued but are not yet effective for the year ended 31st March 2015 and have not been early adopted by the Group. The Group has already commenced an assessment of the related impact to the Group. The Group is not yet in a position to state whether they will have substantial changes to the Group's accounting policies and presentation of the consolidated financial statements.

## 2. Segment information

In prior year, the hotel development operation was not separately identified internally and was not separately reported to the Group's chief operating decision makers ("CODM"). During the current year, the related financial information has been separately reported to the CODM and considered as a separate reportable segment. Accordingly, comparative information of hotel property development has been re-presented.

Revenue includes revenue from hotel and travel operations, interest income and dividend income.

	Hotel operation HK\$'000	Hotel development HK\$'000	Travel operation HK\$'000	Financial investments HK\$'000	Others HK\$'000	Total HK\$'000
2015						
Gross income	460,334		266,416	446,035	2,233	1,175,018
Segment revenue	460,334		75,533	161,533	2,233	699,633
Contribution to segment results Depreciation Net investment loss	212,267 (86,426)	(174)	955 (335)	160,205 - (104,763)	4,389 (667)	377,642 (87,428) (104,763)
Segment results	125,841	(174)	620	55,442	3,722	185,451
Unallocated corporate en Net finance costs Profit before income tax	-					(37,474) (10,241) 137,736
2014 (restated)						
Gross income	485,422		244,567	373,083	4,579	1,107,651
Segment revenue	485,422		32,194	129,238	4,579	651,433
Contribution to segment results	242,523	(258)	(385)	129,344	(6,892)	364,332
Depreciation Net investment gain	(82,826)		(303)	132,201	(315)	(83,444) 132,201
Segment results	159,697	(258)	(688)	261,545	(7,207)	413,089
Unallocated corporate exp Net finance costs Profit before income tax	oenses					(24,422) (15,419) 373,248

#### Notes:

- (a) Management regards gross income of travel operation as gross sales proceeds from the sales of air-ticket, hotel reservation arrangement and incentive travel tours.
- (b) Management regards gross income of financial investments as comprising these revenue as defined under generally accepted accounting principles together with gross consideration from disposal of financial assets at fair value through profit or loss.

# 2. Segment information (continued)

	Hotel operation HK\$'000	Hotel development HK\$'000	Travel operation HK\$'000	Financial investments HK\$'000	Others HK\$'000	Total HK\$'000
2015						
Segment assets Other unallocated	2,364,326	735,100	25,302	1,817,560	27,385	4,969,673
assets						189,058 5,158,731
Segment liabilities Borrowings Other unallocated	1,136,844	488,955	-	123,312	-	1,749,111
liabilities						144,886 1,893,997
Additions to non-current assets*	12,862	86,704	234		726	100,526
2014 (restated)						
Segment assets Other unallocated assets	2,466,800	647,407	22,969	1,851,613	33,374	5,022,163 114,625 5,136,788
Segment liabilities	0.65.560	444 005		292.045		
Borrowings Other unallocated liabilit	965,568 ies	444,985	-	383,045	-	1,793,598 139,395 1,932,993
Addition to non-current						

<sup>\*</sup> These amounts exclude financial instruments and deferred income tax assets.

# 2. Segment information (continued)

Less: net unrealised gain recognised in prior years

Net realised (loss)/gain recognised in current year

3.

	2015 HK\$'000	2014 HK\$'000
Revenue	1112\$ 000	ΠΙΚΦ 000
Hong Kong	454,958	481,117
Overseas	244,675	170,316
	699,633	651,433
Non-current assets*		
Hong Kong	2,910,970	2,883,671
Overseas	153,247	190,437
	3,064,217	3,074,108
* These amounts exclude financial instruments and deferred in	come tax assets.	
Net investment (loss)/gain		
	2015 HK\$'000	2014 HK\$'000
Financial assets at fair value through profit or loss		
<ul> <li>net unrealised (loss)/gain from market price movements</li> </ul>	(32,054)	87,302
<ul><li>net unrealised exchange (loss)/gain</li></ul>	(54,103)	28,549
– net realised (loss)/gain (note)	(18,606)	16,350
	(104,763)	132,201
Note:		
Net realised (loss)/gain on financial assets at fair value through profit or loss		
Gross consideration	284,502	243,845
Cost of investments	(282,221)	(205,606)
Total gain	2,281	38,239
	(AA AA)	(21,000)

(21,889)

16,350

(20,887)

(18,606)

# 4. Income and expenses by nature

	2015 HK\$'000	2014 HK\$'000
Income		
Interest income		
- Listed investments	148,662	117,305
- Loan receivables	1,750	1,750
- Bank deposits	224	540
Dividend income		
- Listed investments	11,458	11,233
<b>T</b>		
Expenses	71 400	21.056
Cost of goods sold	71,480	21,056
Operating lease rental expense for land and buildings	2,592	5,532
5. Income tax expense		
	2015	2014
	HK\$'000	HK\$'000
Current income tax expense		
Hong Kong profits tax	(20,302)	(26,182)
(Under)/over provision in prior years	(154)	377
	(20,456)	(25,805)
Deferred income tax credit	2,781	1,522
	(17,675)	(24,283)

Hong Kong profits tax is provided at the rate of 16.5% (2014: 16.5%) on the estimated assessable profit for the year. No provision for overseas taxation has been made as there are no assessable profits for the year (2014: Nil).

#### 6. Dividends

	2015	2014
	HK\$'000	HK\$'000
Interim, nil (2014: Nil)	_	-
Final, proposed, of HK1 cent (2014: HK1.75 cents) per share	15,704	27,122
	15,704	27,122

At a meeting held on 24th June 2015, the Board of directors has proposed to pay a final dividend for the year ended 31st March 2015 of HK1 cent per share (2014: HK1.75 cents per share with a scrip option). The proposed dividend is not reflected in the financial statements, but will be reflected as an appropriation of revenue reserve in the year ending 31st March 2016.

The amount of HK\$15,704,000 is based on 1,570,386,829 issued shares as at 24th June 2015.

## 7. Earnings per share

The calculation of basic earnings per share is based on the profit for the year attributable to shareholders of the Company of HK\$120,061,000 (2014: HK\$348,965,000) and divided by the weighted average number of 1,559,636,149 (2014: 1,549,842,336) shares in issue during the year.

For the year ended 31st March 2015 and 2014, the Company's outstanding share options did not have a dilution effect on the earnings per share, so the basic and diluted earnings per share were equal.

### 8. Trade and other receivables

Trade and other receivables of the Group include trade receivables, loan receivables, accrued interest and dividend receivable, deposits and prepayments.

Trade receivables of the Group amounted to HK\$33,006,000 (2014: HK\$38,536,000). The credit terms given to the customers vary and are generally based on the financial strengths of individual customers. In order to effectively manage the credit risks associated with trade receivables, credit evaluations of customers are performed periodically.

Aging analysis of trade receivables net of provision for impairment is as follows:

	2015	2014
	HK\$'000	HK\$'000
0 - 60 days	28,580	33,498
61 - 120 days	967	1,083
More than 120 days	3,459	3,955
	33,006	38,536

#### 9. Trade and other payables

Trade and other payables of the Group include trade payables, rental and management fee deposits, retentions payable of construction costs and various accruals.

Trade payables of the Group amounted to HK\$12,110,000 (2014: HK\$15,744,000).

Aging analysis of trade payables is as follows:

	2015 HK\$'000	2014 HK\$'000
0 - 60 days	11,340	15,119
61 - 120 days	495	243
More than 120 days	275	382
	12,110	15,744

The figures in respect of the Group's consolidated balance sheet, consolidated profit and loss account, consolidated statement of comprehensive income, and the related notes thereto for the year ended 31st March 2015 as set out in this preliminary announcement have been agreed by the Group's auditor, PricewaterhouseCoopers, to the amounts set out in the Group's consolidated financial statements for the year. The work performed by PricewaterhouseCoopers in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by PricewaterhouseCoopers on this announcement.

#### MANAGEMENT DISCUSSION AND ANALYSIS

#### RESULTS

The Group's revenue for the year ended 31st March 2015 amounted to HK\$700 million, increased by 8% when compared with last year. Profit attributable to shareholders, however, decreased by 66% to HK\$120 million. The decrease in profit was mainly attributable to unrealised fair value loss on investments in financial assets of HK\$86 million as opposed to unrealised fair value gain of HK\$116 million in the same period of last year.

#### **BUSINESS REVIEW**

Between April 2014 and March 2015, the cumulative arrivals to Hong Kong for all visitors and those who stayed overnight reached 61 million and 27 million, respectively, the former had a 9% increase and the latter had a 4% increase. Growth has come from short haul markets where China continues to be the most important inbound source market for Hong Kong tourism.

On the hotel rooms supply in Hong Kong, approximately 2,800 new hotel rooms were opened during the period under review, and it is anticipated that the new rooms supply will continue in 2015. There was an aggregate supply of about 73,000 hotel rooms as of March 2015, an increase of about 4% over the preceding year.

All our hotels in Hong Kong have been operating at approximately 96% occupancy, although average room rate trailed behind that of last year by about 8%.

Our hotel in Canada operated at 65% occupancy and achieved an increase of 3% in room rate from last year.

# **Hotel Development Projects**

The development progress of our two sites located adjacent to the Group's two existing hotels in Hong Kong is on schedule. For the site in Causeway Bay, the superstructure work has been completed and the interior fittings and renovation has begun, which is expected to be completed by November 2015. This new 94 rooms' hotel is scheduled for opening in March 2016. For the site in TsimShaTsui, the foundation work has been completed, and its superstructure work has begun. The anticipated opening time for this 90 rooms' hotel is in the first half of 2017.

With a total gross floor area of approximately 65,000 sq.ft. or 184 hotel guest rooms upon completion of these two sites in 2016/2017, they will provide greater operational synergies to the Group.

#### Travel

Revenue for the travel operations during the year ended 31st March 2015 amounted to HK\$76 million (2014: HK\$32 million). The significant increase from that of last year has come from the strong growth in incentive package business.

#### **Financial Investments**

For the period under review, many countries and regions around the world continued to generate mixed economic performances. Both the European and Japanese central banks have introduced stimulative packages to boost their economic growth while the U.S. Federal Reserve has ended its program of quantitative easing. The economy in China, though it has slowed somewhat in recent years, still expanded by 7.4% in 2014.

As at 31st March 2015, the Group's financial investment portfolio that all consisted of listed securities amounted to HK\$1,777 million (2014: HK\$1,810 million). Approximately 63% of our investment portfolio comprised listed debt securities (of which approximately 93% were issued by PRC real estate companies), and approximately 37% comprised listed equity securities (of which approximately 98% were issued by large banks). They were denominated in Hong Kong dollars 11%, United States dollars 70%, Sterling 12%, Euro 5% and Renminbi 2%.

During the period under review, a total of HK\$160 million (2014: HK\$129 million) in interest and dividend income were generated from the investment portfolio, and a net investment loss of HK\$105 million, mainly unrealised from fair value changes was also recorded (2014: gain of HK\$132 million, mainly unrealised).

As at 31st March 2015, the listed securities at fair value pledged as collateral for short term bank loans amounted to approximately HK\$113 million (2014: HK\$301 million).

#### FINANCIAL REVIEW

The Group's total assets per book amounted to HK\$5,159 million (2014: HK\$5,137 million). Based on independent valuation, the total revalued amount of our hotel properties in operation as at 31st March 2015 was HK\$9,799 million, increased by 9% when compared with that as at 31st March 2014. The revalued total assets of the Group with hotel properties in operation at market value would be HK\$12,709 million (2014: HK\$11,799 million).

The shareholders' funds per book amounted to HK\$3,265 million (2014: HK\$3,204 million), of which the increase was mainly due to profit for the year. Taking into account the market value of the hotel properties in operation, the revalued net asset value of the Group would be HK\$10,782 million (2014: HK\$9,828 million).

The consolidated net debt was HK\$1,567 million (2014: HK\$1,681 million). 91% of the gross bank borrowings or HK\$1,592 million was denominated in Hong Kong dollars, and the remaining 9% or to the equivalent of HK\$157 million were in foreign currencies incurred in operations and investment in financial assets overseas.

The maturity of our debts spread over a period of up to 6 years. 7% of total borrowings were from revolving credit facilities secured by hotel properties and through the pledge of financial assets investment. Term loans secured by hotel properties account for 93% with 5% repayable within 1 year, 25% repayable between 1-2 years, 56% repayable within 3-5 years and 7% after 5 years. As at 31st March 2015, the Group had net current assets of HK\$1,562 million (2014: HK\$1,131 million).

The Group's gearing ratio, expressed as a percentage of net debt over the revalued net asset value, was 15% (2014: 17%).

The aggregate net book value of hotel properties pledged as collateral for banking facilities of the Group as at 31st March 2015 amounted to HK\$2,891 million (2014: HK\$2,903 million).

#### **HUMAN RESOURCES**

As at 31st March 2015, the total number of full-time employees of the Company and its subsidiaries was about 386 (2014: 387). In addition to salary payment, the Group provides other benefits including insurance, share options, medical scheme and retirement plans and others to its employees.

#### **FUTURE PROSPECTS**

The ripples from the local political turmoil and the new supply of hotel rooms coming on continue to post pressure on our average room rates at least in the short term. We are however comforted by the fact that all our hotels are located in traditional tourist preferred city centres as opposed to those peripheral areas outside of city centres or hubs. In the meantime, we continue to devote significant efforts, leveraging our healthy financial position and operations in Hong Kong, to plan and exercise asset enhancement initiatives to bring long term growth in hotel room numbers and revenue to the Group.

#### **DIVIDEND**

The directors recommend a final dividend for the year ended 31st March 2015 of HK1 cent per share (2014: HK1.75 cents per share with scrip option). No interim dividend was declared during the year (2014: Nil). Total dividend for the year amounts to HK1 cent (2014: HK1.75 cents) per share.

## **CLOSURE OF REGISTER OF MEMBERS**

The Register of Members will be closed from Monday, 31st August 2015 to Wednesday, 2nd September 2015 both days inclusive, for the purpose of determining the identity of members who are entitled to attend and vote at the Annual General Meeting. During which period no transfer of shares of the Company will be registered and no shares will be allotted and issued on the exercise of the subscription rights attached to the outstanding share options granted by the Company. In order to qualify for attending the Annual General Meeting, all transfers of shares of the Company accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 28th August 2015.

The proposed final dividend is subject to the approval of the shareholders at the Annual General Meeting. The record date for entitlement to the proposed final dividend is 10th September 2015. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed on both days of Wednesday, 9th September 2015 to Thursday, 10th September 2015, during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all transfers of shares, accompanied by the relevant share certificates and the appropriate transfer forms, must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 8th September 2015. The final dividend will be paid on 16th October 2015.

#### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year, the Company has not redeemed any of its shares. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's listed securities during the year.

## CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). The Company has made specific enquiry of all directors regarding any non-compliance with the Model Code during the year, and they all confirmed that they have fully complied with the required standard as set out in the Model Code throughout the year ended 31st March 2015.

#### CORPORATE GOVERNANCE CODE

During the year, the Company has complied with the code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Listing Rules, except the following deviations:-

- (1) Code Provision A.4.1 of the CG Code provides that non-executive directors should be appointed for a specific term, subject to re-election. All independent non-executive directors of the Company are not appointed for specific terms, but subject to retirement by rotations and re-elections at the annual general meeting of the Company in accordance with the Bye-Laws of the Company; and
- (2) Code Provision A.5.1 of the CG Code provides that issuers should establish a nomination committee which is chaired by the chairman of the board or an independent non-executive director and comprises a majority of independent non-executive directors. The Company does not have a nomination committee. The Board as a whole is responsible for assessing the independence of independent non-executive directors, reviewing the structure, diversity, size and composition of the Board, the appointment of new directors and the nomination of directors for re-election by shareholders at the general meeting of the Company. Under the Bye-Laws of the Company, the Board may at any time, and from time to time, appoint any person as a director, either to fill a casual vacancy, or as an addition to the Board. Any director so appointed shall hold office until the next following annual general meeting but shall then be eligible for re-election at the meeting.

#### **AUDIT COMMITTEE**

The Audit Committee has reviewed the annual results of the Group for the year ended 31st March 2015.

By Order of the Board

Asia Standard Hotel Group Limited
POON, JING
Chairman

Hong Kong, 24th June 2015

As at the date of this announcement, the executive directors of the Company are Mr. Poon Jing, Dr. Lim Yin Cheng, Mr. Poon Hai, Mr. Fung Siu To, Clement and Mr. Woo Wei Chun, Joseph; and the independent non-executive directors are Mr. Ip Chi Wai, Mr. Leung Wai Keung and Mr. Hung Yat Ming.