

# ASIA STANDARD HOTEL GROUP LIMITED

(Incorporated in Bermuda with limited liability)
(Stock code: 00292)

# ANNOUNCEMENT OF RESULTS FOR THE YEAR ENDED 31ST MARCH 2007

FINANCIAL HIGHLIGHTS  For the year ended 31st March 2007  (in HK\$ million, except otherwise indicated)	2007	2006	Change
Revenue	617	570	+8%
Operating profit	78	45	+73%
Net debt	723	837	-14%
Revalued net asset value*	3,347	2,725	+23%
Revalued net asset value per share* (HK\$)	0.30	0.43	-30%
Gearing – net debt to revalued net asset value*	22%	31%	-9%
Dividend per share (HK cent) – Interim + Final	0.52	0.32	+63%

<sup>\*</sup> These are unaudited supplementary information taking into account the fair market value of hotel properties in addition to the net asset value based on the financial statements prepared in accordance with Hong Kong Financial Reporting Standards.

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 2007 together with the comparative figures for the year ended 31st March 2006 were as follows:

# CONSOLIDATED PROFIT AND LOSS ACCOUNT

For the year ended 31st March 2007

	Note	2007 HK\$'000	2006 HK\$'000
Revenue	3	617,279	569,792
Cost of sales		(366,391)	(357,042)
Gross profit		250,888	212,750
Administrative expenses		(90,348)	(77,203)
Operating profit before other charges		160,540	135,547
Other charges	4	(82,619)	(90,241)
Operating profit	5	77,921	45,306
Interest income		2,832	2,683
Net gain/(loss) from financial assets at fair value through profit or loss	6	1,871	(11,731)
Finance costs	7	(44,674)	(54,280)
Profit/(loss) before income tax		37,950	(18,022)
Income tax expense	8	(10,345)	(2,821)
Profit/(loss) attributable to shareholders		27,605	(20,843)
Dividends	9	57,125	30,279
Earnings/(loss) per share	10		
Basic		HK 0.30 cent	HK (0.35) cent
Diluted		HK 0.29 cent	HK (0.35) cent

# CONSOLIDATED BALANCE SHEET

As at 31st March 2007

As at 31st March 2007			
	3.7	2007	2006
N	Note	HK\$'000	HK\$'000
Non-current assets		000 000	977 170
Property, plant and equipment Leasehold land		888,009 1,712,580	877,179 1,325,426
Goodwill		13,188	13,188
Deferred income tax assets		30,372	40,130
		2,644,149	2,255,923
Current assets			
Inventories		2,190	2,566
Derivative financial instruments		2,854	1,257
Financial assets at fair value through profit or loss		38,795	61,957
Trade and other receivables	11	53,843	50,181
Current income tax recoverable		-	200
Bank balances and cash		68,861	44,677
		166,543	160,838
Current liabilities			
Derivative financial instruments		1,619	-
Trade and other payables	12	63,063	47,480
Current income tax payable		11,560	10,973
Short term bank borrowings, secured		51,000	17.042
Current portion of borrowings, secured		13,161	17,943
		140,403	76,396
Net current assets		26,140	84,442
Total assets less current liabilities		2,670,289	2,340,365
Non-current liabilities			
Convertible bonds		116,162	-
Borrowings, secured		611,486	863,880
		727,648	863,880
Net assets		1,942,641	1,476,485
Equity			
Share capital		221,605	126,162
Reserves		1,721,036	1,350,323
		1,942,641	1,476,485

#### NOTES TO THE FINANCIAL STATEMENTS

## 1 Basis of preparation

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

# 2 The adoption of new/revised HKFRS

During the year, the Group adopted the amendments and interpretation of HKFRS below, which are relevant to its operations.

HKAS 21 (Amendment) Net Investment in a Foreign Operation

HKAS 39 (Amendment) Cash Flow Hedge Accounting of Forecast Intragroup Transactions

HKAS 39 (Amendment) The Fair Value Option

HKAS 39 and HKFRS 4 (Amendment) Financial Guarantee Contracts

HK(IFRIC) – Int 4 Determining whether an Arrangement contains a Lease

The Group has assessed the impact of the adoption of these amendments and interpretation and considered that there were no significant impact on the Group's results and financial position and no substantial changes in the Group's accounting policies.

# Standards, interpretations and amendments to existing standards that are not yet effective

Certain new standards, amendments and interpretations to existing standards have been published which are relevant to the Group's operations and financial statements and are mandatory for the Group's accounting periods beginning on or after 1st April 2007 or later periods as follows:

# Effective from 1st January 2007

HKAS 1 (Amendment) Presentation of Financial Statements: Capital Disclosures

HK (IFRIC) – Int 8 Scope of HKFRS 2

HK (IFRIC) – Int 9 Reassessment of Embedded Derivatives

HK (IFRIC) – Int 10 Interim Reporting and Impairment

HK (IFRIC) - Int 11 HKFRS 2 - Group and Treasury Share Transactions

HKFRS 7 Financial Instruments: Disclosures

## Effective from 1st January 2009

**HKFRS 8 Operating Segments** 

The Group has not early adopted the above standards, amendments and interpretations and is not expected to have substantial changes to the Group's accounting policies and presentation of the financial statements.

# 3. Revenue and segment information

An analysis of revenue, results, assets and liabilities of the Group by business segments and geographical segments is set out below:

# **Business segments**

	Hotel operation	Catering services	Travel agency	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Year ended 31st March 2007				
Room rentals	236,572			
Food and beverages	51,354			
Ancillary services	9,795			
Rental income	15,191			
Segment revenue	312,912	22,570	281,797	617,279
Segment results	91,233	3,209	1,462	95,904
Unallocated corporate expenses				(17,983)
Operating profit				77,921
Interest income				2,832
Net gain from financial assets at fair value through profit or loss				1,871
Finance costs				(44,674)
Profit before income tax				37,950
Income tax expense				(10,345)
Profit attributable to shareholders				27,605

	Hotel operation <i>HK\$</i> '000	Catering services HK\$'000	Travel agency HK\$'000	Total HK\$'000
Year ended 31st March 2006				
Room rentals	201,785			
Food and beverages	47,459			
Ancillary services	9,203			
Rental income	12,456			
Segment revenue	270,903	22,441	276,448	569,792
Segment results	54,299	3,407	197	57,903
Unallocated corporate expenses				(12,597)
Operating profit				45,306
Interest income				2,683
Net loss from financial assets at fair value through profit or loss				(11,731)
Finance costs				(54,280)
Loss before income tax				(18,022)
Income tax expense				(2,821)
Loss attributable to shareholders				(20,843)

	Hotel operation <i>HK\$'000</i>	Catering services <i>HK\$'000</i>	Travel agency <i>HK\$'000</i>	Total <i>HK\$'000</i>
Year ended 31st March 2007				
Segment assets	2,630,563	12,218	26,513	2,669,294
<b>Unallocated corporate assets</b>				141,398
Total assets				2,810,692
Segment liabilities	30,142	2,318	30,036	62,496
<b>Unallocated corporate liabilities</b>				805,555
Total liabilities				868,051
Depreciation Amortisation of leasehold land Capital expenditure	52,937 21,686 13,382	109 - 69	33	53,126 21,686 13,484
Year ended 31st March 2006				
Segment assets	2,235,384	12,220	20,779	2,268,383
Unallocated corporate assets				148,378
Total assets				2,416,761
Segment liabilities	25,270	3,207	16,775	45,252
Unallocated corporate liabilities				895,024
Total liabilities				940,276
Depreciation Amortisation of leasehold land Capital expanditure	51,757 20,637	89	118 -	51,964 20,637
Capital expenditure	22,515	136	6	22,657

# **Geographical segments**

		Revenue HK\$'000	Operating profit <i>HK\$'000</i>	Total assets <i>HK\$'000</i>	Capital expenditure <i>HK\$'000</i>
	Year ended 31st March 2007				
	Hong Kong Canada Mainland China	515,192 92,791 9,296 617,279	59,257 16,209 2,455 77,921	2,488,173 310,060 12,459 2,810,692	11,231 2,652 44 13,927
	Year ended 31st March 2006				
	Hong Kong Canada Mainland China	483,393 77,575 8,824 569,792	34,938 8,519 1,849 45,306	2,098,734 307,976 10,051 2,416,761	19,873 2,727 57 22,657
4.	Other charges			2007 HK\$'000	2006 HK\$'000
	Depreciation of property, plant and e	equipment		53,253	52,104
	Amortisation of leasehold land			21,686	20,637
	Share options expense (note)			7,680	17,500
				82,619	90,241
5.	Operating profit			2007 HK\$'000	2006 HK\$'000
	Operating profit is stated after credit	ing and charging the	ne following:		
	Crediting Operating lease rental income for ho	tel buildings		<u>15,025</u>	12,457
	Charging Staff costs, including Directors' emo Operating lease rental expense for la Provision for bad and doubtful debts Cost of inventories sold	nd and buildings		91,342 5,275 4,088 21,583	91,800 4,986 2,940 20,136

# Note:

Share option expense of the staff costs has been in other charges (note 4) whereas the other staff costs have been included in administrative expenses.

# 6. Net gain/(loss) from financial assets at fair value through profit or loss

	2007 HK\$'000	2006 HK\$'000
Financial assets at fair value through profit or loss		
Realised gain / (loss)	972	(12,287)
Fair value gain / (loss)	272	(1,420)
Dividend income from listed equity securities	627	1,976
	1,871	(11,731)

# 7. Finance costs

	2007 HK\$'000	2006 HK\$'000
Interest expense		
Bank loans and overdrafts	35,726	52,329
Finance lease obligations wholly repayable within five years	23	30
Other incidental borrowing costs	6,049	3,178
Fair value loss/(gain) on interest rate swaps	2,876	(1,257)
	44,674	54,280

# 8. Income tax expense

Hong Kong profits tax has been provided at the rate of 17.5% on the estimated assessable profits for the year. No provision for Hong Kong profits tax was made in last year as there were no assessable profits for last year. No provision for overseas and Mainland China taxation has been made as there are no assessable profits for the year (2006: Nil).

	2007 HK\$'000	2006 HK\$'000
Hong Kong profits tax Current income tax	587	-
Deferred income tax	9,758	3,521
Mainland China tax Deferred income tax	<del>-</del>	(700)
Income tax expense	10,345	2,821

#### 9. Dividends

	2007 HK\$'000	2006 HK\$'000
Interim, paid, of HK0.26 cent (2006 : Nil) per share	24,602	-
Final, proposed, of HK0.26 cent (2006: HK0.32 cent) per share	32,523	30,279
	57,125	30,279

At a meeting held on 18th July 2007, the Board has declared a final dividend of HK0.26 cent per share. This proposed dividend is not reflected as a dividend payable in the financial statements, but will be reflected as an appropriation of revenue reserve in the year ending 31st March 2008.

# 10. Earnings/(loss) per share

The calculation of basic earnings/(loss) per share is based on the profit attributable to shareholders of HK\$27,605,000 (2006: loss of HK\$20,843,000) and on the weighted average of 9,270,960,859 (2006: 5,950,114,687, adjusted for the rights issue in May 2006) shares in issue during the year ended 31st March 2007.

The calculation of diluted earnings per share for the year ended 31st March 2007 is based on the profit attributable to shareholders of HK\$27,605,000 and 9,631,039,137 shares equalling to the weighted average number of 9,270,960,859 shares in issue during the year plus 360,078,278 potential shares deemed to be in issue assuming the convertible bonds had been converted.

The exercise of the outstanding share options would not have any dilutive effect on the earnings/(loss) per share in 2007 and 2006.

The diluted loss per share is equal to the basic loss per share in 2006.

#### 11. Trade and other receivables

An ageing analysis of trade receivables net of provision for doubtful debts, which are included in trade and other receivables is as follows:

	Group	
	2007	
	HK\$'000	HK\$'000
0 day to 60 days	38,485	38,132
61 days to 120 days	1,382	1,482
More than 120 days	156	<u> </u>
	40,023	39,614

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 debtors, credit evaluations of customers are performed periodically.

## 12. Trade and other payables

An ageing analysis of trade payables, which are included in trade and other payables, is as follows:

	Group	
	2007	2006
	HK\$'000	HK\$'000
0 day to 60 days	29,656	17,309
61 days to 120 days	406	33
More than 120 days	298	1,066
	30,360	18,408

# 13. Subsequent events

In April 2007, the entire remaining convertible bonds as held by Asia Standard International Group Limited, the ultimate holding company, in an aggregate principal amount of HK\$150,000,000 were converted into 1,428,571,427 ordinary shares of HK\$0.02 each.

The figures in this preliminary announcement have been agreed by PricewaterhouseCoopers ("PwC') to those in the Group's consolidated financial statements for the year ended 31st March 2007. The work performed by PwC in this respect was limited and did not constitute an audit, review or other 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 PwC for this announcement.

#### **DIVIDENDS**

The Directors recommend a final dividend for the year ended 31st March 2007 of HK0.26 cent (2006: HK0.32 cent) per share to shareholders whose names appear on the Company's Register of Members on 31st August 2007 ("Record Date"). Total dividend for the year, including interim dividend of HK0.26 cent (2006: nil) per share amounts to HK0.52 cent per share which representing 63% increase from last year. The final dividend is subject to approval of the shareholders in the 2007 annual general meeting to be held on 31st August 2007 ("2007 AGM"), and is expected to be paid on or around 2nd October 2007. The shareholders will be given an option to elect to receive shares of the Company credited as fully paid in lieu of cash in respect of part or all of the proposed dividend ("Scrip Dividend Scheme").

The Scrip Dividend Scheme will be subject to (i) the approval of the proposed final dividend at the 2007 AGM; and (ii) The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting listing of and permission to deal in the new shares to be allotted thereunder. For the purpose of determining the number of new shares to be allotted, the market value of new shares will be calculated as the average of the closing prices of the existing shares of the Company in the Stock Exchange for the three trading days prior to and including the Record Date less a discount of 6% of such average price or the par value of shares, whichever is the higher. Full details of the Scrip Dividend Scheme will be set out in a circular to shareholders.

# PROPOSALS FOR INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND BONUS WARRANT ISSUE

On 18th July 2007, the Board proposes an increase in the authorised share capital of the Company from HK\$500,000,000 to HK\$700,000,000 by the creation of an additional 10,000,000,000 new shares of HK\$0.02 each in the capital of the Company. The proposal of increase in the authorised share capital of the Company is subject to approval of the shareholders of the Company at the 2007 AGM.

The Board also proposes a conditional bonus warrant issue (the "Bonus Warrant Issue") to the shareholders on the basis of one warrant for every 5 shares of the Company. The initial subscription price was determined at HK\$0.146 per share, subject to adjustment, and the bonus warrants are exercisable at any time during the period of three years from the date of issue. No listing will be sought for the bonus warrants to be issued under the Bonus Warrants Scheme. The Bonus Warrant Issue will be subject to, inter alia, (i) approval of the shareholders of the Company at a special general meeting of the Company to be held immediately after the conclusion of the 2007 AGM on 31st August 2007; and (ii) the Stock Exchange granting approval for the listing of and permission to deal in the new shares which may fall to be issued pursuant to any exercise of the subscription rights attaching to the warrants. Further details of the Bonus Warrant Issue will be separately published in an announcement and the subsequent circular.

#### **BUSINESS AND FINANCIAL REVIEW**

#### RESULTS

The Group's turnover and gross operating profit for year ended 31st March 2007 amounted to HK\$617 million and HK\$161 million respectively; the latter showed an 18% increase when compared with last year. The increase was primarily due to the improvement in hotel businesses.

#### **BUSINESS REVIEW**

The tourism industry made another new record in 2006 with over 25 million visitor arrivals, up 8.1% year-on-year. Most of the long haul and short haul markets such as the Americas, Europe, Australasia, Southeast Asian markets have recorded steady growth. Mainland was still the largest source market with arrivals increasing by 8.4% to more than 13.6 million.

## The Empire Hotel, Hong Kong

As the room renovation projects in the hotel has been completed, we have adjusted our business mix between various guest segments

Empire Hong Kong's average room rate increased 11% and occupancy improved 4%. As a result, total revenue increased HK\$13 million to HK\$113 million, up 13%, and its gross operating profit increased HK\$9.8 million to HK\$70 million, up 16%.

# The Empire Hotel, Kowloon

Empire Kowloon's average room rate increased 15% whilst occupancy improved 1% at 93% level. As a result, total revenue increased HK\$12 million to HK\$106 million, up 13%, and operating profit increased HK\$9.7 million to HK\$68 million, up 17%.

These positive results are attributed mainly to our improved room rate from the high yield corporate and leisure groups as well as individual travelers from PRC businesses.

## The Empire Landmark Hotel, Vancouver

Empire Landmark's average room rate increased 10% whilst occupancy improved 4% to 67%. This together with a strong Canadian dollar which had appreciated by 5% when compared with the corresponding 12 months in previous year, has driven total revenue up 20% to HK\$93 million from HK\$78 million. Operating profit increased 40% to HK\$35 million.

Empire Landmark hotel, the tallest hotel with the award-winning revolving "Cloud 9" restaurant in the heart of Vancouver, shall continue to reap the benefit of Canada's sustained economic growth in welcoming the 2010 Winter Olympics.

#### The New 280 rooms hotel in Causeway Bay

The Group acquired a 28 storey office building for converting into a 280 rooms hotel in Causeway Bay, Hong Kong. This new hotel will increase the portfolio from the current 1,035 rooms to 1,315 rooms. It will contribute to the profit and cash flow of the Group when it becomes fully operational, which is anticipated to be by around second half of 2008.

# **Travel Agency**

The revenue of the travel agency from the year is HK\$282 million with gross operating profit increasing fourfold. The improved profitability performance was attributed to its business diversification into other higher yield segments of the business such as incentive and package tour.

## **Catering Business**

The revenue of our franchised restaurants is HK\$23 million. Gross operating profit, however, dropped 6% to HK\$3 million. Our Shanghai store continues to show positive growth. The set back in profit was mainly due to higher operating costs of the Hong Kong store.

#### **Human Resources**

As at 31st March 2007, the total number of employees of the Company and its subsidiaries were 360. In addition to salary payment, other benefits include insurance, medical scheme and retirement plans, share option and others.

Options to subscribe for a total of 240,000,000 shares of the Company were granted under the share option scheme at an exercise price of HK\$0.1296 per share on 29th March 2007. Up to 31st March 2007, none of the share option granted has been exercised.

#### FINANCIAL REVIEW

As at 31st March 2007, the shareholders' funds amounted to HK\$1,943 million. The increase by HK\$467 million over last year was primarily due to the new capital raised in May 2006 and the conversion of convertible bonds in March 2007.

The Group had in January 2007 issued an aggregate principal amount of HK\$300 million zero coupon convertible bonds due 2011 for the acquisition of the new hotel from Asia Standard International Group Limited, the ultimate holding company. During the year, a total of 1,428,571,428 shares were issued and allotted upon conversion of convertible bonds of HK\$150 million.

The consolidated net debt (including the aforesaid outstanding convertible bonds) was HK\$723 million, a decrease of HK\$114 million when compared with that at 31st March 2006. The reduction was in part due to early loan pre-payment through the rights issue. As a result, gearing on net asset value dropped significantly from 57% to the present 37%, and against revalued net asset value, from 31% to 22%.

Approximately, 83% of the total debt is denominated in HK\$, over 46% of which have been hedged against interest rate fluctuations by various interest rate swap contracts of HK\$300 million in total. There is no principal repayment for the next three years for HK\$ denominated loans. The remaining 17% is the Vancouver property mortgage loan of HK\$136 million (2006: HK\$142 million) that was borrowed in Canadian dollar for exchange hedging purposes.

The aggregate net book value of land and hotel buildings pledged as securities for loans of the Group as at 31st March 2007 amounted to HK\$2,599 million (2006: HK\$2,202 million).

Total assets amounted to HK\$2,811 million, increased 16% when compared with HK\$2,417 million as at 31st March 2006. According to the prevailing accounting standards, the hotel properties are stated at cost less depreciation and impairment losses. In order to better reflect the economic substance of the Group's hotel property investments, the hotel properties in Hong Kong and Canada were revalued by independent professional valuers on an open market value basis. As at 31st March 2007, the total revalued amount of the four hotel properties was HK\$4,076 million, up 15% when compared with only three hotel properties being prepared on the same basis as at 31st March 2006.

#### **FUTURE PROSPECTS**

The Group has performed well within buoyant hospitality markets in Hong Kong. We see significant potential value through the room renovation program made in our Empire Hong Kong Hotel as well as the new hotel in Causeway Bay, which is anticipated to be in operation by the second of 2008. We look towards the future from a firm financial and organisational base and are actively pursuing new opportunities for further growth and value creation, including our continuous effort in the search of investment opportunities and provision of management services in the PRC.

The outlook of the hotel industry in Hong Kong continues to be promising. The new Asia World Expo convention center at The Hong Kong Airport (Asia's largest at 753,000 sq ft), as well as the expansion plan at the existing Hong Kong Convention and Exhibition Center in Wanchai should further place Hong Kong's draw as a major M.I.C.E. market in Asia, attracting more business travelers to Hong Kong together with a potential for Hong Kong Disneyland Phase 2 and a new brand new cruise terminal.

Similarly, our franchised restaurants will benefit from the thriving tourist industry here while our Shanghai restaurant is expected to grow in revenue and profitability alongside with Shanghai's vibrant economic growth.

The future prospects for our Vancouver hotel look equally optimistic because of the expected growth in Canada's tourism led by its sustained economic expansion in anticipation of the 2010 Winter Olympics. Canada is also an approved destination for PRC travelers.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year, the Company had 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 ON CORPORATE GOVERNANCE PRACTICES

During the year, the Company has complied with the Code on Corporate Governance Practice as set out in Appendix 14 of the Rules Governing the listing of Securities on the Stock Exchange ("the Listing Rules").

## CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Group has adopted its own Code for Securities Transactions by Directors on terms no less exactly than the required standard of dealings as set out in the Model Code (Appendix 10) of the Listing Rules. The Company has also made specific enquiry of the Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by Directors.

#### AUDIT COMMITTEE

The Audit Committee members are Mr. Hung Yat Ming, Mr. Leung Wai Keung, Richard and Mr. Ip Chi Wai. The principal activities of the Audit Committee include the review and supervision of the Group's financial reporting process and internal controls.

The financial statements of the Group for the year ended 31st March 2007 have been reviewed by the Audit Committee.

## **BOOK CLOUSURE**

The Register of Members will be closed from Wednesday, 29th August 2007 to Friday, 31st August 2007, both days inclusive, during which period no transfer of shares of the Company can be registered. In order to qualify for the final dividend, the bonus warrant issue and to ascertain the right to attend the abovementioned meetings, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Registrars, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00p.m. on Tuesday, 28th August 2007.

By Order of the Board
POON JING
Chairman

Hong Kong 18th July 2007

As of the date of this announcement, the Board of the Company comprises Mr. Poon Jing, Dr. Lim Yin Cheng, Mr. Fung Siu To Clement, Mr. Poon Tin Sau Robert, Mr. Wong Shu Pui and Mr. Woo Wei Chun Joseph as executive directors, Mr. Liang Shangli as non-executive director, Mr. Ip Chi Wai, Mr. Leung Wai Keung Richard and Mr. Hung Yat Ming as independent non-executive directors.