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凱聯國際酒店有限公司 Associated International Hotels Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 105)

Preliminary Announcement of Results for the year ended 31 March 2024

(Expressed in Hong Kong dollars)

The Board of Directors would like to announce the audited results of the Group for the year ended 31 March 2024. These results have been reviewed with no disagreement by the audit committee of the Company. The figures in respect of this preliminary announcement of the Group's results have been agreed by the Company's auditor, KPMG, to the amounts set out in the Group's consolidated financial statements for the year. The work performed by KPMG in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by KPMG on the preliminary announcement.

Consolidated statement of profit or loss and other comprehensive income

	Note	Year ended 31 March	
		2024 \$'000	2023 \$'000
Revenue	3	292,143	299,283
Cost of services		(94,299)	(85,353)
Gross profit		197,844	213,930
Other revenue	5(a)	23,772	13,411
Other net (loss)/income	5(b)	(2)	24
Administrative expenses		(38,946)	(39,007)
Profit from operations before valuation changes in investment properties		182,668	188,358
Net valuation gains/(losses) on investment properties		230,783	(1,738,427)
Profit/(loss) from operations after valuation changes in investment properties		413,451	(1,550,069)
Finance costs	6(a)	(11,532)	(6,057)
Profit/(loss) before taxation	6	401,919	(1,556,126)
Income tax	7	(25,160)	(28,565)
Profit/(loss) and total comprehensive income for the year attributable to equity shareholders of the Company		376,759	(1,584,691)
Earnings/(loss) per share – basic and diluted	9	\$1.05	\$(4.40)

Details of dividends payable to equity shareholders of the Company are set out in note 8.

Consolidated statement of financial position

	<i>Note</i>	At 31 March 2024		At 31 March 2023	
		\$'000	\$'000	\$'000	\$'000
Non-current assets					
Fixed assets					
– Investment properties			7,639,700		7,408,000
– Other properties, plant and equipment			48,521		52,244
			<u>7,688,221</u>		<u>7,460,244</u>
Current assets					
Accounts receivable, deposits and prepayments	10	113,786		144,539	
Pledged bank deposits		9,302		12,275	
Cash and cash equivalents		506,522		452,423	
			<u>629,610</u>		<u>609,237</u>
Current liabilities					
Other payables and accruals	11	23,858		23,333	
Deposits received		110,553		105,469	
Provision for long service payments		2,556		1,452	
Current tax payable		1,747		4,689	
			<u>138,714</u>		<u>134,943</u>
Net current assets			<u>490,896</u>		<u>474,294</u>
Total assets less current liabilities			8,179,117		7,934,538
Non-current liabilities					
Bank loan – secured		200,000		200,000	
Government lease premiums payable		1,408		1,492	
Deferred tax liabilities		121,404		113,100	
			<u>322,812</u>		<u>314,592</u>
NET ASSETS			<u>7,856,305</u>		<u>7,619,946</u>
CAPITAL AND RESERVES					
Share capital		360,000		360,000	
Reserves		7,496,305		7,259,946	
TOTAL EQUITY			<u>7,856,305</u>		<u>7,619,946</u>

Notes:

1. Basis of preparation

The financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the requirements of the Hong Kong Companies Ordinance. The financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The financial statements have been prepared in accordance with the same accounting policies adopted in the financial statements for the year ended 31 March 2023, except for the accounting policy changes that have been reflected in the financial statements for the year ended 31 March 2024. Details of these changes in accounting policies are set out in note 2.

The financial information relating to the years ended 31 March 2024 and 2023 included in this preliminary announcement of results does not constitute the Company’s statutory annual consolidated financial statements for those years but is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Hong Kong Companies Ordinance is as follows:

The Company has delivered the financial statements for the year ended 31 March 2023 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Hong Kong Companies Ordinance and will deliver the financial statements for the year ended 31 March 2024 in due course.

The Company’s auditor has reported on the financial statements of the Group for both years. The auditor’s reports were unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its reports; and did not contain a statement under sections 406(2), 407(2) or (3) of the Hong Kong Companies Ordinance.

2. Changes in accounting policies

The HKICPA has issued a number of new or amended HKFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group:

- Amendments to HKAS 1, *Presentation of financial statements* and HKFRS Practice Statement 2, *Making materiality judgements: Disclosure of accounting policies*
- Amendments to HKAS 8, *Accounting policies, changes in accounting estimates and errors: Definition of accounting estimates*
- Amendments to HKAS 12, *Income taxes: Deferred tax related to assets and liabilities arising from a single transaction*

None of these developments have had a material effect on how the Group’s results and financial position for the current or prior periods have been prepared or presented.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

3. Revenue

The principal activity of the Group is property investment.

Revenue represents gross rental income received and receivable from investment properties.

The Group's customer base is diversified and includes only one customer (2023: one customer) with whom transactions have exceeded 10% of the Group's revenue. During the year, revenue from this customer amounted to approximately \$37,939,000 (2023: \$38,133,000).

4. Segment information

The Group has a single reportable segment which is "Property leasing". Accordingly, the business segment information for this sole reportable segment is equivalent to the consolidated figures.

No separate geographical information is presented as the Group's revenue and results of property leasing were derived from Hong Kong.

5. Other revenue and net (loss)/income

	Year ended 31 March	
	2024	2023
	\$'000	\$'000
(a) Other revenue		
Interest income	21,995	11,378
Management fee received from holding company	1,200	1,200
Compensation from early termination of lease	1	669
Others	576	164
	<u>23,772</u>	<u>13,411</u>
(b) Other net (loss)/income		
Net (loss)/gain on disposals of fixed assets	<u>(2)</u>	<u>24</u>

6. Profit/(loss) before taxation

Profit/(loss) before taxation is arrived at after charging:

	Year ended 31 March	
	2024	2023
	\$'000	\$'000
(a) Finance costs		
Interest on bank loan	11,206	5,727
Other borrowing costs	250	250
Interest on government lease premiums payable	76	80
	<u>11,532</u>	<u>6,057</u>
(b) Other items		
Depreciation charge	4,539	4,360
Impairment losses on accounts receivable	1,095	126

7. **Income tax**

	Year ended 31 March	
	2024	2023
	\$'000	\$'000
Current tax – Hong Kong Profits Tax		
Provision for the year	16,868	20,021
Over-provision in respect of prior years	(12)	(33)
	16,856	19,988
Deferred tax		
Origination and reversal of temporary differences	8,304	8,577
	25,160	28,565

The provision for Hong Kong Profits Tax is calculated at 16.5% (2023: 16.5%) of the estimated assessable profits for the year, except for the Company which is a qualifying corporation under the two-tiered Profits Tax rate regime. For the Company, the first \$2,000,000 of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. The provision for Hong Kong Profits Tax for the Company was calculated at the same basis in 2023.

8. **Dividends**

(a) **Dividends payable to equity shareholders of the Company attributable to the year**

	Year ended 31 March	
	2024	2023
	\$'000	\$'000
Interim dividend declared and paid of \$0.16 per share (2023: \$0.11 per share)	57,600	39,600
Final dividend proposed after the end of the reporting period of \$0.25 per share (2023: \$0.23 per share)	90,000	82,800
	147,600	122,400

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

(b) **Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year**

	Year ended 31 March	
	2024	2023
	\$'000	\$'000
Final dividend in respect of the previous financial year, approved and paid during the year, of \$0.23 per share (2023: \$0.21 per share)	82,800	75,600

9. Earnings/(loss) per share – basic and diluted

The calculation of basic earnings/(loss) per share is based on the profit attributable to equity shareholders of the Company of \$376,759,000 (2023: a loss of \$1,584,691,000) and 360,000,000 (2023: 360,000,000) ordinary shares in issue during the year. There were no potential dilutive ordinary shares in existence in 2024 and 2023.

10. Accounts receivable, deposits and prepayments

The ageing analysis of accounts receivable (net of allowance for credit losses) which was included in accounts receivable, deposits and prepayments as of the end of the reporting period is as follows:

	At 31 March	
	2024	2023
	\$'000	\$'000
Current (Note)	89,028	108,950
Less than 1 month past due	5,636	9,390
1 to 3 months past due	4,554	9,943
More than 3 months but less than 12 months past due	1,159	5,347
More than 12 months past due	3,519	2,139
Amounts past due	14,868	26,819
Total accounts receivable, net of allowance for credit losses	103,896	135,769
Deposits and prepayments	9,890	8,770
	113,786	144,539

Note: The amount includes the receivable for lease incentives of \$88,593,000 (2023: \$107,096,000) which is not past due. The movement in the said receivable during the year will only affect the accounting revenue but not the contractual cash flows of the Group.

Debts are generally due on the 1st day of each month and 10 to 14 days are allowed for settlement or else interest will be charged. Legal action will be taken against past due debtors whenever the situation is appropriate.

11. Other payables and accruals

All of the other payables and accruals are expected to be settled within one year.

DIVIDENDS AND CLOSURE OF REGISTER OF MEMBERS

The Board is pleased to recommend a final dividend of \$0.25 per share for the year ended 31 March 2024 (2023: \$0.23 per share). As the Company paid an interim dividend of \$0.16 per share during the year (2023: \$0.11 per share), the total distribution will be \$0.41 per share for the year (2023: \$0.34 per share).

Subject to the members' approval on the proposed final dividend at the forthcoming annual general meeting, the register of members of the Company will be closed for the purpose of determining entitlement to the said final dividend from Friday, 20 September 2024 to Tuesday, 24 September 2024, both days inclusive, during which period no transfer of shares will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. (Hong Kong time) on Thursday, 19 September 2024. The proposed final dividend will be paid on Monday, 7 October 2024 to members whose names appear on the register of members on Tuesday, 24 September 2024 following approval at the annual general meeting.

BUSINESS REVIEW AND COMMENTARY

- The Group achieved a profit from operations before valuation changes in investment properties of \$182.7 million for the financial year ended 31 March 2024, representing a decrease of approximately 3.0% compared with the previous financial year. The decrease was mainly due to decrease in rental income from iSQUARE compared to the previous financial year.
- Net valuation gains on investment properties for the financial year ended 31 March 2024 amounted to \$230.8 million, compared with the valuation losses of \$1,738.4 million for the previous financial year. The valuation changes will only affect the accounting profit or loss but not the cash flows of the Group.
- The Group recorded a profit attributable to equity shareholders of \$376.8 million for the financial year ended 31 March 2024, compared with a loss attributable to equity shareholders of \$1,584.7 million for the previous financial year.
- iSQUARE is a commercial complex housing retail, entertainment, food and beverage establishments. Rental income from iSQUARE amounted to approximately \$289.7 million for the financial year ended 31 March 2024, representing a decrease of approximately 2.4% compared with the previous financial year. The occupancy rate at 31 March 2024 was approximately 73.1% (2023: 77.2%).
- The total equity for the Group at 31 March 2024 was \$7,856.3 million, compared with \$7,619.9 million at 31 March 2023.
- On 7 October 2013, the Company entered into a facility agreement with a bank comprising of a 3-year term loan facility of up to \$200 million and a 3-year revolving loan facility of up to \$100 million both at floating interest rate. Following the first supplemental agreement for extension of the facilities to 8 October 2021, the Company entered into the second supplemental agreement with the bank on 23 August 2021 for extension of the facilities for three years to 8 October 2024. With the agreement of the lending bank, the facilities have been further extended for two additional years to 8 October 2026. At 31 March 2024, the banking facilities were utilised to the extent of \$200 million (2023: \$200 million) and the Group's gearing ratio (calculated as total bank loans divided by total equity) was 2.5% (2023: 2.6%).

- At 31 March 2024, the total number of employees of the Group, excluding the staff employed by Cushman & Wakefield Property Management Limited for general building and property management of iSQUARE, was 35 (2023: 35) and the related costs incurred during the year were approximately \$29.2 million (2023: \$30.4 million).

OUTLOOK

Despite the Hong Kong government continuing to introduce supportive measures to boost inbound tourism and the spending sentiment of visitors, the business environment remains challenging for retail and catering sectors. The management will continue to take appropriate measures to cope with the changing environment. It is expected that the rental income from iSQUARE and the results from operations of the Group for the coming financial year would remain stable.

ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

The annual general meeting of members of the Company will be held on Friday, 6 September 2024.

For the purpose of determining the identity of members who are entitled to attend and vote at the forthcoming annual general meeting, the register of members of the Company will be closed from Friday, 30 August 2024 to Friday, 6 September 2024, both days inclusive, during which period no transfer of shares will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. (Hong Kong time) on Thursday, 29 August 2024.

PURCHASE, SALE OR REDEMPTION BY THE COMPANY AND ITS SUBSIDIARIES OF ITS LISTED SECURITIES

There were no purchases, sales or redemptions of the Company's listed securities by the Company or any of its subsidiaries during the year.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

In the opinion of the Directors, the Company throughout the financial year ended 31 March 2024 complied with all the code provisions, where applicable, set out in Part 2 of the Corporate Governance Code in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"), except for the deviations as disclosed hereunder:

- Code Provision C.1.8: Appropriate insurance cover in respect of legal action against directors should be arranged

Currently, the Company does not have insurance cover for legal action against its Directors. After taking into account the business nature and operational complexity and diversity of the Group, as well as the close supervision of and prudent approach adopted by the management, the Board believes that the Directors' risk of being sued or getting involved in litigation in their capacity as Directors is relatively low. Benefits to be derived from taking out insurance may not outweigh the cost. Despite it, every Director is, subject to the provisions of the applicable laws, indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities he/she may sustain or incur in or about the execution of his/her office or otherwise in relation thereto pursuant to the Articles of Association of the Company. In view of the above, the Board considers that the Directors' exposure to risk is manageable.

- Code Provision C.2.1: The roles of chairman and chief executive should be separated and performed by two individuals

The roles of the Chairman and chief executive officer of the Company are taken up by the same person. To avoid concentration of power and authority in any one individual, the Executive Directors have been sharing the day-to-day management of the Company's business whilst the Board is collectively responsible for formulation of objectives and strategic decisions. In addition, the Board comprises three Independent Non-executive Directors ("INEDs") with differing expertise/calibre who can provide a "check and balance" effect on the management through their high attendance at board meetings and active roles in board committees whereby ensuring a balance of power. Given consideration to the aforesaid, the Board of Directors is of the view that the structure of CEO duality does not have any adverse effect on the Company and believes that this structure enables the Group to make and implement decisions promptly and efficiently on the one hand while achieving an equilibrium of power on the other.

- Code Provision D.2.5: Issuer should have an internal audit function and review the need for one in case of its absence annually

At present, the Company does not have an internal audit function. The Board reviewed the need for setting up one in March 2024 and considered that there was no such an immediate need after taking into account the Group's current circumstances, such as the focused nature and geographical spread of business, the relatively simple operating structure and small size of the Group and the close involvement and supervision of the management in daily operation, which could provide sufficient risk management and internal control for the Group. Despite it, the Board has taken initiatives to promote the adequacy and effectiveness of the risk management and internal control systems by creating a control environment across the Group (such as building up a corporate culture based on sound business ethics and accountability through the implementation of whistle blowing policy and procedure manuals with defined roles, responsibilities and reporting lines) and putting control activities in place (such as conducting group-wide risk assessment exercise biannually). In addition, where the external auditor of the Company considers any internal controls that are relevant to the audit of the financial statements, it will report to the audit committee any significant deficiencies in internal control identified during the audit.

In view of the above considerations, together with the review result on the effectiveness of the existing control mechanism and the potential cost to be involved, the Board is of the opinion that it is not cost effective to set up and maintain an internal audit function for the time being. Nonetheless, the Board will review the need for one on an annual basis.

- Code Provision E.1.5: Remuneration details of senior management should be disclosed by band in annual reports

The remuneration details of the senior management are not disclosed by band in the annual report. To ensure they are remunerated at a reasonable but not excessive rate, none of them is involved in deciding his/her own remuneration or related to the remuneration committee members (who are all INEDs and authorised to collectively determine the remuneration of the senior management based on a number of factors set out in the Company's remuneration policy). The Directors consider that the non-disclosure does not pose any negative impact on the Company. On the contrary, the disclosure of the remuneration details of the senior management may cause undue comparison among staff members, and would unnecessarily provide highly sensitive and confidential information to competitors and other third parties looking to recruit the senior management. In light of the above, the Directors are of the view that the disclosure of such information would neither provide pertinent information in furtherance of corporate governance, nor be in the interests of the members of the Company.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Listing Rules as its code for dealing in securities in the Company by its Directors (“Model Code”). Specific enquiry has been made to all Directors of the Company as to whether they have complied with or whether there has been any non-compliance with the Model Code, and all Directors have confirmed compliance with the required standard set out in the Model Code during the financial year ended 31 March 2024.

PUBLICATION OF FINAL RESULTS AND ANNUAL REPORT

This announcement is published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (http://aihl.etnet.com.hk/eng/ca_calendar.php). The annual report for the financial year ended 31 March 2024 which contains all information required by the Listing Rules will be despatched to members of the Company and made available on the above websites in due course.

By order of the Board
Associated International Hotels Limited
Ng Sau Fong
Company Secretary

Hong Kong, 27 June 2024

As at the date of this announcement, Mr Cheong Kheng Lim, Mr Cheong Keng Hooi, Mr Cheong Sim Lam, Ms Cheong Chong Ling, Mr Cheong Tiong Ham and Mr Cheong Chin Hong Rodney are executive directors, and Mr Chow Wan Hoi, Paul, Mr Wong Yiu Tak and Mr Lee Chung are independent non-executive directors.

Note: The translation into Chinese language of this announcement is for reference only. In case of any inconsistency, the English version shall prevail.