

THE ASCOTT MAYFAIR OPERATING LIMITED

**DIRECTORS' REPORT AND
FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED
31 DECEMBER 2018**

Registered number 04305222

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THE ASCOTT MAYFAIR OPERATING LIMITED

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THE ASCOTT MAYFAIR OPERATING LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2018

Principal activities

The principal activity of the company up to August 2016 was that of operating a hotel in London. The Company ceased trading on this date.

Business review

For the year ended 31 December 2018 the company incurred a loss of £33,000 (2017: £14,000).

Financial risk management policies and objectives

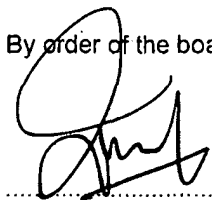
Following the cessation of trading operations in 2016, the Company has no source of income from which to settle its liabilities. The directors have taken all reasonable steps to limit outgoings, however the company will be reliant on ongoing financial support from fellow subsidiary companies for the foreseeable future.

Future developments

The company is not currently trading, following the lease expiry and closure of The Ascott Mayfair in August 2016. The company is currently looking for other sites to operate.

- The directors have a reasonable expectation that the Company has access to adequate resources to continue operations for at least twelve months from the date of this report, taking into account assurances from the Company's parent entity. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

By order of the board



Ngok Wal Lee
Director

Approved by board of directors on: 23rd September 2019

THE ASCOTT MAYFAIR OPERATING LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2018

The directors present their annual report for the year ended 31 December 2018.

Principal activities

The principal activity of the company is disclosed in the Strategic Report on page 1.

Directors

The directors who held office during the year to 31 December 2018 and up to the date of signature of the financial statements were as follows:

Eric Julien Adrien Fombonne
Kian Tiong Alfred Ong (resigned: 15 July 2019)
Ngok Wai Lee (appointed: 15 July 2019)

The directors benefited from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

Results and dividends

For the year ended 31 December 2018, the Company made a total loss of £33,000 (2017: £14,000) as set out on page 7 of the financial statements.

The directors do not propose payment of a dividend (2017: £500,000).

Company secretary's details

Reed Smith Corporate Services Limited
The Broadgate Tower
Third Floor
20 Primrose Street
London
EC2A 2RS

Registered Office

7/21 Goswell Road
London
EC1M 7AH

Directors' remuneration

Directors' remuneration and retirement benefits are borne by other group companies.

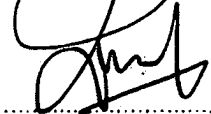
Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that he/ she ought to have taken as a director to make himself / herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

Pursuant to section 487 of the Companies Act 2006, the auditor is deemed to be reappointed and KPMG LLP will therefore continue in office.

On behalf of the board



Ngok Wai Lee
Director

23rd September 2019

THE ASCOTT MAYFAIR OPERATING LIMITED

DIRECTORS' RESPONSIBILITY STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2018

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether IFRS as adopted by the European Union has been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE ASCOTT MAYFAIR OPERATING LIMITED

FOR THE YEAR ENDED 31 DECEMBER 2018

We have audited the financial statements of The Ascott Mayfair Operating Limited ("the company") for the year ended 31 December 2018 which comprise the Profit and Loss Account, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

The impact of uncertainties due to the UK exiting the European Union on our audit

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the directors, and related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firm-wide approach in response to that uncertainty when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model, including the impact of Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE ASCOTT MAYFAIR OPERATING LIMITED

FOR THE YEAR ENDED 31 DECEMBER 2018

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 3, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

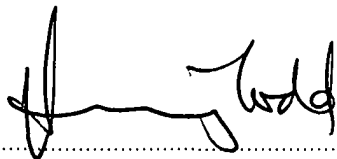
A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE ASCOTT MAYFAIR OPERATING LIMITED

FOR THE YEAR ENDED 31 DECEMBER 2018

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Henry Todd (Senior Statutory Auditor)

For and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants
15 Canada Square
London
E14 SGL

Date: 23 September 2019

THE ASCOTT MAYFAIR OPERATING LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2018

		2018	2017
	Notes	£'000	£'000
Turnover	2	(12)	15
Administrative expenses	3	<u>(21)</u>	<u>(31)</u>
Operating loss		<u>(33)</u>	<u>(16)</u>
Loss on ordinary activities before taxation		(33)	(16)
Tax on loss on ordinary activities	5	<u>-</u>	<u>2</u>
Loss for the year		<u>(33)</u>	<u>(14)</u>

The profit and loss has been prepared on the basis that all trading operations ceased in August 2016.

The company has no other comprehensive income than the profit above, therefore no separate statement of other comprehensive income has been presented.

The notes of page 10 – 14 form part of the financial statements.

THE ASCOTT MAYFAIR OPERATING LIMITED

BALANCE SHEET

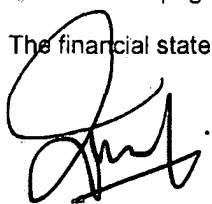
AS AT 31 DECEMBER 2018

	Notes	2018 £'000	2018 £'000	2017 £'000	2017 £'000
Current assets					
Debtors	6	2		3	
Cash at bank and in hand		11		38	
		13		41	
Creditors					
Amounts falling due within one year	7	(15)		(10)	
Net current (liabilities)/assets			(2)		31
Net (liabilities)/assets			(2)		31
Capital and reserves					
Called up share capital	8	-		-	
Profit and loss account			(2)		31
Shareholders' funds			(2)		31

The notes on pages 10-14 form part of the financial statements.

The financial statements were approved by the board of directors on:

23rd September 2019



Ngok Wai Lee
Director

Company registered number: 04305222

THE ASCOTT MAYFAIR OPERATING LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2018

	Called up share capital £'000	Profit and loss account £'000	Total Shareholders' funds £'000
At 1 January 2017	-	545	545
Loss for the year	-	(14)	(14)
Dividends	-	(500)	(500)
At 31 December 2017	-	31	31
At 1 January 2018	-	31	31
Loss for the year	-	(33)	(33)
Balance as at 31 December 2018	-	(2)	(2)

The notes on pages 10 - 14 form part of the financial statements.

THE ASCOTT MAYFAIR OPERATING LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2018

1 Summary of significant accounting policies

Basis of preparation

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). The presentation currency of these financial statements is sterling. The financial statements have been prepared under the historical cost convention. The financial statements are presented in Sterling, which is the functional currency of the Company. Monetary amounts in these financial statements are rounded to the nearest £'000 unless specified otherwise.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs") but makes amendments where necessary in order to comply with Companies Act 2006.

Reduced disclosures

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements and, where relevant, equivalent disclosures have been made in the Group accounts of the ultimate controlling party, in accordance with FRS 101:

- Presentation of a Statement of Cash Flows and related notes;
- Disclosure of the future impact of new International Financial Reporting Standards in issue but not yet effective at the reporting date;
- Revenue disclosures, including:
 - Disaggregated and total revenue from contracts with customers;
 - Explanation of significant changes in contract assets and liabilities;
 - Description of when performance obligations are satisfied, significant payment terms, and the nature of goods and services to be transferred;
 - Aggregate transaction price allocated to unsatisfied performance obligations and when revenue is expected to be recognised;
 - Significant judgements in determining the amount and timing of revenue recognition and the amount of capitalised costs to obtain or fulfil a contract;
 - Methods used to recognise revenue over time, determine transaction price and amounts allocated to performance obligations and determine amortisation of capitalised cost to obtain or fulfil a contract;
- Financial instrument disclosures, including:
 - Carrying amounts and fair values of financial instruments by category and information about the nature and extent of risks arising on financial instruments;
 - Income, expenses, gains and losses on financial instruments;
 - Information about financial instruments that have been reclassified, derecognised, transferred or offset;
 - Details of credit losses, collateral, loan defaults or breaches;
 - Effects of initial application of IFRS 9;
- Comparative narrative information that continues to be relevant to the current period;
- Comparative period reconciliations for the carrying amounts of property, plant and equipment;
- Disclosure of key management personnel compensation, and amounts incurred for the provision of key management personnel services by a separate management entity;
- Related party disclosures for transactions with the parent or wholly owned members of the group; and
- Disclosure of the objectives, policies and processes for managing capital;

THE ASCOTT MAYFAIR OPERATING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

1 Summary of significant accounting policies (continued)

Going concern

Following the cessation of trading operations in August 2016, the Company has no source of income from which to settle its liabilities. The Directors have taken all reasonable steps to limit outgoings, however the company will be reliant on ongoing financial support from parent and fellow subsidiary companies for the foreseeable future.

The company is dependant for its working capital on funds provided to it by The Ascott Limited and its fellow subsidiaries. The Ascott Limited has provided the company with an undertaking that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as they are needed by the company and in particular will not seek repayment of the amounts currently made available.

This should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for repayment. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Taxation

The charge for taxation is based on the profit for the year and takes into account deferred taxation. Deferred tax is recognised, without discounting, in respect of all material timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required.

Financial instruments

Recognition of financial instruments

Financial assets and financial liabilities are recognised when the company becomes party to the contractual provisions of the instrument.

Initial and subsequent measurement of financial assets

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and other short-term deposits held by the company with maturities of less than three months.

Trade, intercompany and other debtors

Trade debtors are initially measured at their transaction price. Intercompany and other debtors are initially measured at fair value plus transaction costs.

Debtors that are held to collect the contractual cash flows which are solely payments of principal and interest are subsequently measured at amortised cost using the effective interest rate method.

Impairment of financial assets

An impairment loss is recognised for the expected credit losses on financial assets when there is an increased probability that the counterparty will be unable to settle an instrument's contractual cash flows on the contractual due dates, a reduction in the amounts expected to be recovered, or both.

THE ASCOTT MAYFAIR OPERATING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

1 Summary of significant accounting policies (continued)

The probability of default and expected amounts recoverable are assessed using reasonable and supportable past and forward-looking information that is available without undue cost or effort. The expected credit loss is a probability-weighted amount determined from a range of outcomes and takes into account the time value of money.

Trade debtors

For trade debtors, expected credit losses are measured by applying an expected loss rate to the gross carrying amount. The expected loss rate comprises the risk of a default occurring and the expected cash flows on default based on the aging of the debtor. The risk of a default occurring always takes into consideration all possible default events over the expected life of those debtors ("the lifetime expected credit losses").

Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Initial and subsequent measurement of financial liabilities

Trade, intercompany and other creditors

Trade, intercompany and other creditors are initially measured at fair value, net of direct transaction costs and subsequently measured at amortised cost.

Equity instruments

Equity instruments issued by the company are recorded at fair value on initial recognition net of transaction costs.

Derecognition of financial assets (including write-offs) and financial liabilities

A financial asset (or part thereof) is derecognised when the contractual rights to cash flows expire or are settled, or when the contractual rights to receive the cash flows of the financial asset and substantially all the risks and rewards of ownership are transferred to another party. When there is no reasonable expectation of recovering a financial asset, it is derecognised ('written off'). The gain or loss on derecognition of financial assets measured at amortised cost is recognised in profit or loss. A financial liability (or part thereof) is derecognised when the obligation specified in the contract is discharged, cancelled or expires. Any difference between the carrying amount of a financial liability (or part thereof) that is derecognised and the consideration paid is recognised in profit or loss.

Financing costs

Arrangement fees and other issue costs incurred as a result of entering into loan and other facilities and are subsequently amortised over the length of the related loan or facility.

2 Turnover

An analysis of the Company's turnover is as follows:

	2018 £'000	2017 £'000
Revenue by segment		
Room revenue (refunded) / received	(12)	15
	<u>(12)</u>	<u>15</u>

All revenue generated by the company is attributable to the United Kingdom.

THE ASCOTT MAYFAIR OPERATING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

3 Analysis of expenses by nature

	2018 £'000	2017 £'000
Employee remuneration	-	-
Depreciation and amortisation		
Depreciation of property, plant and equipment	-	-
Other expenses		
Operating lease expenses	7	-
Fees payable to auditor	5	14

There were no non-audit fees payable to the auditor (2017: £nil).

4 Employees

The company does not employ any staff and none of the directors received any remuneration from the company for their service during the year.

5 Taxation on profit on ordinary activities

(a) Analysis of tax charge for the year

	2018 £'000	2017 £'000
UK corporation tax on profits for the current period	-	(2)

(b) Factors affecting the current tax charge for the year

The differences between the tax assessed for the year and the standard rate of corporation tax are explained as follows:

Loss on ordinary activities before taxation	(33)	(16)
Expected tax charge based on the standard rate of corporation tax in the UK:	19%	19.25%
Loss multiplied by the standard rate of corporation tax	(6)	(3)
Tax effects of:		
Adjustments from previous year	-	1
Losses not relieved	6	-
Income tax for the period	-	(2)

Factors that affect future tax charges

Reductions in the UK corporation tax from 20% to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015, and an additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016.

This will reduce the Company's future current and deferred tax charge accordingly.

THE ASCOTT MAYFAIR OPERATING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

6 Debtors		
	2018	2017
	£'000	£'000
Other debtors	2	3
	<u>2</u>	<u>3</u>
7 Creditors		
Amounts falling due within one year	2018	2017
	£'000	£'000
Accruals and deferred income	(15)	(10)
	<u>(15)</u>	<u>(10)</u>
8 Called up share capital	2018	2017
	£	£
Allotted, issued and fully paid:		
1 ordinary share of £1 each	1	1
	<u>1</u>	<u>1</u>

9 Controlling Parties

The company is a wholly owned subsidiary of The Ascott (Jersey) Limited, a company incorporated in Jersey.

The smallest group in which the results of the company are consolidated is that headed by The Ascott Limited, a company incorporated in Singapore. The group financial statements can be obtained from The Ascott Limited, N° 168 Robinson Road #30-01 - Capital Tower- Singapore 069812.

The largest group in which they were consolidated is that headed by CapitaLand Limited - a company incorporated in Singapore and listed on the Singapore Stock Exchange. Financial statements for CapitaLand can be obtained from: N° 168 Robinson Road #30-01 - Capital Tower- Singapore 069812.