

**Hotel Development S.
Africa A/S**

Amager Strandvej 60-64

2300 Copenhagen S

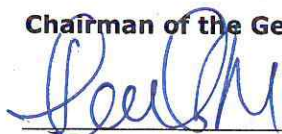
Central Business Registration No

21772682

Annual report 2017

The Annual General Meeting adopted the annual report on 31.05.2018

Chairman of the General Meeting



Name: Tina Øster Larsen

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Entity details

Entity

Hotel Development S. Africa A/S
Amager Strandvej 60-64
2300 Copenhagen S

Central Business Registration No: 21772682
Registered in: Copenhagen
Financial year: 01.01.2017 - 31.12.2017

Board of Directors

Knut Jan Kleiven, Chairman
Inigo Capell Arrieta
Sven Gösta Andreas Fondell
Lars Gordon Nielsen
Eva-Maria Margaretha Erauw

Executive Board

Gopal Krishan Sawhney, Chief Executive Officer

Entity auditors

PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab
Strandvejen 44
2900 Hellerup

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Hotel Development S. Africa A/S for the financial year 01.01.2017 - 31.12.2017.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2017 and of the results of its operations for the financial year 01.01.2017 - 31.12.2017.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 31.05.2018

Executive Board


Gopal Krishan Sawhney
Chief Executive Officer

Board of Directors

Knut Jan Kleiven
Chairman


Inigo Capell Arrieta


Sven Gösta Andreas Fondell


Lars Gordon Nielsen

Eva-Maria Margaretha Erauw

Independent auditor's report

To the shareholder of Hotel Development S. Africa A/S

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31.12.2017, and of the results of the Company's operations for the financial year 01.01.2017 – 31.12.2017 in accordance with the Danish Financial Statements Act.

We have audited the financial statements of Hotel Development S. Africa A/S for the financial year 01.01.2017 – 31.12.2017, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("financial statements").

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for 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 in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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 an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

Independent auditor's report

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the management commentary and, in doing so, consider whether management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether management commentary provides the information required under the Danish Financial Statements Act.

Independent auditor's report

Based on the work we have performed, in our view, management commentary is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement in management commentary.

Hellerup, 31.05.2018

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab
Central Business Registration No: 33771231



Erik Ræbild

State-Authorised Public Accountant

Identification number (MNE) mne33262



Steffen Kåj Pedersen

State-Authorised Public Accountant

Identification number (MNE) mne34357

Management commentary

Primary activities

The Entity's activities consist in shareholding and interests in hotel projects.

Development in activities and finances

Loss for the year amounts to DKK 662 thousand, which is considered unsatisfactory.

Income statement for 2017

| | <u>Notes</u> | <u>2017</u> <u>DKK'000</u> | <u>2016</u> <u>DKK'000</u> |
|---|--------------|-------------------------------|-------------------------------|
| Revenue | | 15.269 | 14.033 |
| Other external expenses | | <u>(18.022)</u> | <u>(15.447)</u> |
| Operating profit/loss | | (2.753) | (1.414) |
| Other financial income | 2 | 789 | 840 |
| Impairment of financial assets | 3 | 1.206 | 8.732 |
| Other financial expenses | | <u>(430)</u> | <u>(351)</u> |
| Profit/loss before tax | | (1.188) | 7.807 |
| Tax on profit/loss for the year | 4 | <u>526</u> | <u>203</u> |
| Profit/loss for the year | | <u>(662)</u> | <u>8.010</u> |
| Proposed distribution of profit/loss | | | |
| Retained earnings | | <u>(662)</u> | <u>8.010</u> |
| | | <u>(662)</u> | <u>8.010</u> |

Balance sheet at 31.12.2017

| | <u>Notes</u> | <u>2017</u> <u>DKK'000</u> | <u>2016</u> <u>DKK'000</u> |
|------------------------------------|--------------|-------------------------------|-------------------------------|
| Investments in group enterprises | | 8.005 | 6.799 |
| Receivables from group enterprises | | 4.735 | 2.515 |
| Fixed asset investments | 5 | <u>12.740</u> | <u>9.314</u> |
| Fixed assets | | <u>12.740</u> | <u>9.314</u> |
| Receivables from group enterprises | | 4.310 | 8.753 |
| Income tax receivable | | 526 | 203 |
| Receivables | | <u>4.836</u> | <u>8.956</u> |
| Current assets | | <u>4.836</u> | <u>8.956</u> |
| Assets | | <u>17.576</u> | <u>18.270</u> |

Balance sheet at 31.12.2017

| | <u>Notes</u> | <u>2017</u> <u>DKK'000</u> | <u>2016</u> <u>DKK'000</u> |
|--|--------------|-------------------------------|-------------------------------|
| Contributed capital | 6 | 1.000 | 1.000 |
| Retained earnings | | 16.538 | 17.200 |
| Equity | | 17.538 | 18.200 |
| Other payables | | 38 | 70 |
| Current liabilities other than provisions | | 38 | 70 |
| Liabilities other than provisions | | 38 | 70 |
| Equity and liabilities | | 17.576 | 18.270 |
| Events after the balance sheet date | 1 | | |
| Contingent liabilities | 7 | | |
| Related parties with controlling interest | 8 | | |
| Group relations | 9 | | |

Statement of changes in equity for 2017

| | Contributed capital DKK'000 | Retained earnings DKK'000 | Total DKK'000 |
|---------------------------|--|--|--------------------------|
| Equity beginning of year | 1.000 | 17.200 | 18.200 |
| Profit/loss for the year | 0 | (662) | (662) |
| Equity end of year | 1.000 | 16.538 | 17.538 |

Notes

1. Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

| | 2017 | 2016 |
|---|----------------|----------------|
| | DKK'000 | DKK'000 |
| 2. Other financial income | | |
| Financial income arising from group enterprises | 78 | 97 |
| Exchange rate adjustments | 711 | 743 |
| | 789 | 840 |

3. Impairment of financial assets

Impairment of financial assets consist of impairment of losses and reversal of impairment losses regarding investment in group enterprises.

| | 2017 | 2016 |
|---|----------------|----------------|
| | DKK'000 | DKK'000 |
| 4. Tax on profit/loss for the year | | |
| Tax on current year taxable income | (526) | (203) |
| | (526) | (203) |

| | Investments in group enterprises DKK'000 | Receivables from group enterprises DKK'000 |
|--------------------------------------|---|---|
| 5. Fixed asset investments | | |
| Cost beginning of year | 48.630 | 2.515 |
| Additions | 0 | 2.220 |
| Cost end of year | 48.630 | 4.735 |
| Impairment losses beginning of year | (41.831) | 0 |
| Reversal of impairment losses | 1.206 | 0 |
| Impairment losses end of year | (40.625) | 0 |
| Carrying amount end of year | 8.005 | 4.735 |

Investments in group enterprises comprise shareholding in Radisson Hotel Group South Africa (Proprietary) Ltd., Cape Town. The ownership is 74%.

Notes

| | <u>Registered in</u> | <u>Corpo- rate form</u> | <u>Equity inte- rest %</u> | <u>Equity DKK'000</u> | <u>Profit/loss DKK'000</u> |
|--|----------------------|---------------------------------|--|---------------------------|--------------------------------|
| Investments in group enterprises comprise: | | | | | |
| Radisson Hotel Group South Africa (Proprietary) Ltd. | South Africa | Ltd. | 74,0 | 12.191 | 6.410 |

| | <u>Number</u> | <u>Par value DKK'000</u> | <u>Nominal value DKK'000</u> |
|-------------------------------|---------------|------------------------------|--------------------------------------|
| 6. Contributed capital | | | |
| Ordinary shares | 1.000 | 1 | 1.000 |
| | 1.000 | | 1.000 |

7. Contingent liabilities

The Company is jointly taxed with all Danish subsidiaries of the Radisson Group and other Danish entities controlled by HNA Group Co., Ltd. The Company has unlimited joint and several liability for Danish corporation taxes and withholding taxes on dividends, interest and royalties under the joint taxation scheme.

The Company is jointly and severally liable with the jointly registered group enterprises for the total VAT liability.

8. Related parties with controlling interest

Related parties with a controlling interest in Hotel Development S. Africa A/S:

| <u>Name</u> | <u>Registered office</u> | <u>Basis of influence</u> |
|----------------------------------|--------------------------|---------------------------|
| Radisson Hotels ApS Danmark | Copenhagen | Parent |
| Radisson Hospitality Denmark ApS | Copenhagen | Parent |
| Radisson Hotel Holdings AB | Stockholm | Parent |
| Radisson Hotel Group AB | Stockholm | Parent |
| HNA Group Co., Ltd. | Haikou City, China | Ultimate Parent |

Notes

9. Group relations

Name and registered office of the Parent preparing consolidated financial statements for the largest group:

HNA Group Co., Ltd., Haikou City, China

The consolidated financial statements are not published.

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:

Radisson Hotel Group AB, Stockholm, Sweden

Group accounts are available at www.radissonhotelgroup.com

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C enterprises.

The accounting policies applied to these financial statements are consistent with those applied last year.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date, are recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

Revenue comprises fees for the year.

Other external expenses

Other external expenses comprise expenses for administration and bad debts, etc.

Other financial income

Other financial income comprises interest income, etc.

Accounting policies

Impairment of financial assets

Impairment of financial assets comprises impairment of financial assets which are not measured at fair value on a current basis and exchange rate adjustments.

Other financial expenses

Other financial expenses comprise interest expenses.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with all Danish subsidiaries in the Radisson Group and other Danish companies controlled by HNA Group Co., Ltd. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Investments in group enterprises

Investments in group enterprises are measured at cost and are written down to the lower of recoverable amount and carrying amount.

Receivables

Receivables are measured at amortised cost, equalling nominal value, less writedowns for bad and doubtful debts.

Income tax payable or receivable

Current tax payable or receivable is recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which corresponds to nominal value.