



UNI-ASIA HOLDINGS LIMITED

Registration No: CR - 72229

(Incorporated in the Cayman Islands with limited liability on 17 March 1997)

FINANCIAL STATEMENTS FOR THE QUARTER ENDED 31 MARCH 2015

PART I – INFORMATION REQUIRED FOR ANNOUNCEMENTS OF FIRST QUARTER RESULTS

- 1 (a) An income statement and statement of comprehensive income, or a statement of comprehensive income, for the group together with a comparative statement for the corresponding period of the immediately preceding financial year.

	Note	3 months ended 31 March		
		2015 US\$'000	2014 US\$'000	% Change
Charter Income	8(i)	6,021	4,626	30%
Fee income	8(ii)	2,397	1,218	97%
Hotel income	8(iii)	7,705	8,398	(8%)
Investment returns	8(iv)	(210)	1,699	(112%)
Interest income		152	232	(34%)
Other income		177	176	1%
Total income		16,242	16,349	(1%)
Employee benefits expenses		(3,024)	(3,476)	(13%)
Amortisation and depreciation		(1,950)	(1,372)	42%
Vessel operating expenses		(2,435)	(1,912)	27%
Hotel lease expenses		(2,720)	(2,977)	(9%)
Hotel operating expenses		(3,253)	(3,665)	(11%)
Other expenses		(1,298)	(1,141)	14%
Net foreign exchange loss		(499)	(37)	N/M
Total operating expenses		(15,179)	(14,580)	4%
Operating profit		1,063	1,769	(40%)
Finance costs – interest expense		(725)	(548)	32%
Finance costs – others		(47)	(61)	(23%)
Allocation to Tokumei Kumiai* investors		4	54	(93%)
Profit before tax		295	1,214	(76%)
Income tax expense		(10)	(22)	(55%)
Profit for the period		285	1,192	(76%)
Attributable to:				
Owners of the parent		201	1,224	(84%)
Non-controlling interests		84	(32)	363%
		285	1,192	(76%)

* Tokumei Kumiai ("TK") refers to a form of silent partnership structure used in Japan. Allocation to TK investors refers to share of profit and loss attributable to other TK investors of the TK structure.

	3 months ended 31 March		
	2015 US\$'000	2014 US\$'000	% Change
Profit for the period	285	1,192	(76%)
Other comprehensive income/ (expense) income for the period, net of tax:			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of foreign operations	399	(50)	N/M
Net movement on cash flow hedges	(188)	33	N/M
Other comprehensive income/ (expense) for the period, net of tax	211	(17)	N/M
Total comprehensive income for the period	496	1,175	(58%)
Attributable to:			
Owners of the parent	412	1,210	(66%)
Non-controlling interests	84	(35)	N/M
	496	1,175	(58%)

N/M: Not meaningful

1 (b) (i) A statement of financial position for the group and the issuer, together with a comparative statement as at the end of the immediately preceding financial year.

	Group		Company	
	31 March 2015 US\$'000	31 December 2014 US\$'000	31 March 2015 US\$'000	31 December 2014 US\$'000
ASSETS				
Non-current assets				
Investment properties	7,801	11,771	-	-
Intangible assets	69	69	-	-
Property, plant and equipment	176,603	130,444	518	561
Loans receivable	5,882	5,886	2,882	2,886
Loans to subsidiaries	-	-	9,153	9,168
Investments	42,318	45,070	22,747	24,355
Investments in subsidiaries	-	-	53,905	53,923
Rental deposit	1,744	1,585	-	-
Derivative financial instruments	217	218	735	328
Deferred tax assets	36	26	-	-
Deposits for purchase of vessels	2,260	13,899	-	-
Total non-current assets	236,930	208,968	89,940	91,221
Current assets				
Investments	1,732	1,108	-	-
Loans receivable	600	900	600	900
Loans to subsidiaries	-	-	10,379	11,142
Derivative financial instruments	84	96	84	96
Accounts receivable	3,355	2,969	47	68
Amounts due from subsidiaries	-	-	196	754
Prepayments, deposits and other receivables	3,357	2,836	355	318
Tax recoverable	496	498	-	-
Deposits pledged as collateral	4,808	5,188	4,808	5,188
Cash and bank balances	40,099	36,321	17,853	13,872
Total current assets	54,531	49,916	34,322	32,338
Total assets	291,461	258,884	124,262	123,559

	Group		Company	
	31 March 2015 US\$'000	31 December 2014 US\$'000	31 March 2015 US\$'000	31 December 2014 US\$'000
EQUITY				
Equity attributable to owners of the parent				
Share capital	75,167	75,167	75,167	75,167
Share premium	31,319	31,319	31,319	31,319
Retained earnings	30,534	30,333	5,306	4,567
Hedging reserve	(180)	8	(12)	(16)
Exchange reserve	1,098	699	-	-
Capital reserve	(117)	(117)	-	-
Total equity attributable to owners of the parent	137,821	137,409	111,780	111,037
Non-controlling interests	1,056	1,003	-	-
Total equity	138,877	138,412	111,780	111,037
LIABILITIES				
Non-current liabilities				
Borrowings	110,277	87,865	-	3,343
Due to Tokumei Kumiai investors	682	689	-	-
Deferred tax liabilities	1,294	1,293	-	-
Derivative financial instruments	566	202	735	344
Other payables	79	80	-	-
Total non-current liabilities	112,898	90,129	735	3,687
Current liabilities				
Borrowings	33,520	22,943	10,560	7,505
Accounts payable	2,200	2,422	-	-
Amounts due to subsidiaries	-	-	473	393
Other payables and accruals	3,369	4,469	655	937
Derivative financial instruments	536	280	59	-
Income tax payable	61	229	-	-
Total current liabilities	39,686	30,343	11,747	8,835
Total liabilities	152,584	120,472	12,482	12,522
Total equity and liabilities	291,461	258,884	124,262	123,559

NOTES:-

The Group's non-current assets increased by 13.4% from \$209.0 million on 31 December 2014 to \$236.9 million on 31 March 2015. Property, Plant and Equipment increased by \$46.2 million from \$130.4 million to \$176.6 million due to the delivery of two vessels under Uni-Asia Shipping group in 1Q2015. On the other hand, with the delivery, certain Deposits for Purchase of Vessels were transferred to Property, Plant and Equipment, resulting in decline in Deposits for Purchase of Vessels from \$13.9 million to \$2.3 million. Sale of an investment property resulted in the decline in Investment Properties from \$11.8 million to \$7.8 million.

Current assets increased from \$49.9 million on 31 December 2014 to \$54.5 million on 31 March 2015 due mainly to increase in Cash and Bank balances which will be further explained under Statement of Cash Flow on page 7.

Total liabilities increased to \$152.6 million on 31 March 2015 from \$120.5 million on 31 December 2014 due mainly to increase in borrowings for property and ship related investments.

1 (b) (ii) **Aggregate amount of group's borrowings and debt securities.**

	As at 31 March 2015		As at 31 December 2014	
	Secured US\$'000	Unsecured US\$'000	Secured US\$'000	Unsecured US\$'000
Amount repayable in one year or less, or on demand	14,909	18,611	16,172	6,771
Amount repayable after one year	108,113	2,164	75,303	12,562
Total	123,022	20,775	91,475	19,333

Details of any collateral

The Group's borrowings are secured by means of:

- legal mortgages over certain cash deposits of the holding company
- a legal mortgage over an investment property of a subsidiary
- legal mortgages over vessels of the subsidiaries
- a legal mortgage over a freehold property under the category of "Property, plant and equipment" of a subsidiary

1 (c) A statement of cash flows for the group, together with a comparative statement for the corresponding period of the immediately preceding financial year.

	Note	3 months ended 31 March	
		2015 US\$'000	2014 US\$'000
Cash flows from operating activities			
Profit before tax		295	1,214
Adjustments for:			
Investment returns		210	(1,699)
Amortisation and depreciation		1,950	1,372
Loss on disposal of property, plant and equipment		-	3
Reversal of provision for accounts receivable		(42)	-
Net foreign exchange loss		499	37
Interest income		(152)	(232)
Finance costs – interest expense		725	548
Finance costs – others		47	61
Allocation to Tokumei Kumiai investors		(4)	(54)
Operating cash flows before changes in working capital		3,528	1,250
Changes in working capital:			
Net change in accounts receivable		(453)	(393)
Net change in prepayments, deposits and other receivables		(746)	(20)
Net change in accounts payable		(149)	24
Net change in other payables and accruals		(1,234)	(580)
Cash flows generated from operations		946	281
Interest received on bank balances		34	19
Tax paid		(188)	(282)
Net cash flows generated from operating activities	[A]	792	18
Cash flows from investing activities			
Purchase of investment properties		(3)	(1,194)
Purchase of investments		(876)	(1,009)
Proceeds from sale of investment property		4,131	-
Proceeds from redemption/ sale of investments		2,008	565
Deposits for purchase of vessels		11,639	(4,707)
Purchase of property, plant and equipment		(48,253)	(314)
Redemption of Tokumei Kumiai investors		-	(505)
Loans advanced		-	(3,076)
Loans repaid		300	1,554
Interest received from loans		117	251
Net decrease/ (increase) in deposits pledged as collateral		380	(3,355)
Proceeds from investments		1,004	1,125
Settlement of derivative financial instruments		201	87
Proceeds from property rental		69	90
Net cash flows used in investing activities	[B]	(29,283)	(10,488)

	Note	3 months ended 31 March	
		2015 US\$'000	2014 US\$'000
Cash flows from financing activities			
New borrowings		41,171	4,655
Repayment of borrowings		(7,917)	(1,935)
Interest paid on borrowings		(593)	(551)
Other finance cost paid		(201)	(37)
Payment of lease obligation		-	(2)
Contribution from non-controlling interest		-	5
Payment to non-controlling interest		(31)	(54)
Net cash flows generated from financing activities	[C]	32,429	2,081
Net increase/ (decrease) in cash and cash equivalents		3,938	(8,389)
Movements in cash and cash equivalents:			
Cash and cash equivalents at beginning of the period		36,321	47,566
Net increase/ (decrease) in cash and cash equivalents		3,938	(8,389)
Effects of foreign exchange rate changes, net		(160)	195
Cash and cash equivalents at end of the period		40,099	39,372

NOTES:

The Group's cash and cash equivalents increased by \$3.8 million in 1Q2015 due mainly to the followings:

- [A] Cash flows generated from operating activities amounted to \$0.8 million for 1Q2015 compared to \$0.02 million in 1Q2014. As the fleet under Uni-Asia Shipping increases, increase in charter income contributed to increase in operating cash flow.
- [B] Cash flows used in investing activities were \$29.3 million for 1Q2015 due mainly to payment for the delivery of two vessels which was partially offset by proceeds from investments.
- [C] Cash flows generated from financing activities were \$32.4 million in 1Q2015 due mainly to new borrowings in 1Q2015 to finance the aforementioned investments offset by scheduled borrowings repayments.

1 (d) (i) A statement for the group and the issuer showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalization issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

Group	Share capital US\$'000	Share premium US\$'000	Retained earnings US\$'000	Hedging reserve US\$'000	Exchange reserve US\$'000	Capital reserve US\$'000	Total equity attributable to owners of the parent US\$'000	Non-controlling interests US\$'000	Total equity US\$'000
At 1 January 2014	75,167	31,319	30,521	23	2,791	(117)	139,704	509	140,213
Profit/ (loss) for the period	-	-	1,224	-	-	-	1,224	(32)	1,192
Other comprehensive income/ (expense)	-	-	-	33	(47)	-	(14)	(3)	(17)
Total comprehensive income/ (expense)	-	-	1,224	33	(47)	-	1,210	(35)	1,175
Fair value reserve	-	-	-	-	-	-	-	300	300
Contribution from non-controlling interest	-	-	-	-	-	-	-	5	5
Payment to non-controlling interest	-	-	-	-	-	-	-	(54)	(54)
At 31 March 2014	75,167	31,319	31,745	56	2,744	(117)	140,914	725	141,639
At 1 January 2015	75,167	31,319	30,333	8	699	(117)	137,409	1,003	138,412
Profit for the period	-	-	201	-	-	-	201	84	285
Other comprehensive (expense)/ income	-	-	-	(188)	399	-	211	-	211
Total comprehensive income/ (expense)	-	-	201	(188)	399	-	412	84	496
Payment to non-controlling interest	-	-	-	-	-	-	-	(31)	(31)
At 31 March 2015	75,167	31,319	30,534	(180)	1,098	(117)	137,821	1,056	138,877

Company	Share capital US\$'000	Share premium US\$'000	Retained earnings US\$'000	Hedging reserve US\$'000	Exchange reserve US\$'000	Capital reserve US\$'000	Total equity attributable to owners of the parent US\$'000	Non-controlling interests US\$'000	Total equity US\$'000
At 1 January 2014	75,167	31,319	11,589	(30)	-	-	118,045	-	118,045
Loss for the period	-	-	(547)	-	-	-	(547)	-	(547)
Other comprehensive income	-	-	-	1	-	-	1	-	1
Total comprehensive (expense)/ income	-	-	(547)	1	-	-	(546)	-	(546)
At 31 March 2014	75,167	31,319	11,042	(29)	-	-	117,499	-	117,499
At 1 January 2015	75,167	31,319	4,567	(16)	-	-	111,037	-	111,037
Profit for the period	-	-	739	-	-	-	739	-	739
Other comprehensive income	-	-	-	4	-	-	4	-	4
Total comprehensive income	-	-	739	4	-	-	743	-	743
At 31 March 2015	75,167	31,319	5,306	(12)	-	-	117,780	-	117,780

- 1 (d) (ii) **Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles as well as the number of shares held as treasury shares, if any, against the total number of issued shares excluding treasury shares of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.**

During the period ended 31 March 2015, there was no change in share capital.

The Company did not have any convertibles or treasury shares as at 31 March 2015, 31 December 2014 and 31 March 2014.

- 1 (d) (iii) **To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.**

	As at 31 March 2015	As at 31 December 2014
Total number of issued shares	469,792,800	469,792,800

- 1 (d) (iv) **A statement showing all sales, transfers, disposal, cancellation and/ or use of treasury shares as at the end of the current financial period reported on.**

Not applicable.

- 2 **Whether the figures have been audited or reviewed and in accordance with which auditing standard or practice.**

The figures have not been audited or reviewed.

- 3 **Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).**

Not applicable.

- 4 **Whether the same accounting policies and method of computation as in the issuer's most recently audited annual financial statements have been applied.**

The Group has adopted the same accounting policies and method of computation in the financial statements for the current financial period as compared with the audited financial statements for the financial year ended 31 December 2014.

- 5 **If there are any changes in the accounting policies and method of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of the change.**

The Group has adopted the same accounting policies and method of computation in the financial statements for the current financial period as compared with the audited financial statements for the financial year ended 31 December 2014. The adoptions of the other new or revised IFRSs do not have a significant impact on the Group's results of operations and financial position.

- 6 **Earnings per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.**

	3 months ended 31 March	
	2015	2014
Profit attributable to owners of the parent (US\$'000)	201	1,224
Weighted average number of ordinary shares in issue ('000)	469,793	469,793
Earnings per share (US cents per share) - basic and diluted	0.04	0.26

- 7 **Net asset value for the group per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the:**

- (a) **current financial period reported on; and**
(b) **immediately preceding financial year.**

	31 March 2015	31 December 2014
Net asset value per ordinary share based on issued share capital at the end of (in US\$)	0.30	0.29

- 8 **A review of the group performance, to the extent necessary for a reasonable understanding of the group's business. It must include discussion of any significant factors that affected the turnover, costs, and earnings for the current financial period report on, including (where applicable) seasonal or cyclical factors; and any material factors that affected the cash flow, working capital, assets or liabilities of the group during current financial period reported on:**

Review of Income Statement

Total Income

Total income of the Group was \$16.2 million for 1Q2015, around the same level as \$16.3 million for 1Q2014. Changes in major components of total income, including charter income, fee income, hotel income and investment returns are explained below.

- (i) **Charter Income**

Charter income increased by 30% from \$4.6 million in 1Q2014 to \$6.0 million in 1Q2015. In 1Q2014, 5 vessels under the Group's ship owning subsidiary, Uni-Asia Shipping Limited contributed to charter income. The delivery of 3 vessels in July 2014, February 2015 and March 2015 increased the fleet size to 8 as at 31 March 2015, thereby increasing the charter income for 1Q2015. The increase is in line with the Group's strategy to build up recurring charter income.

(ii) Fee Income

Breakdown of Fee Income:	3 months ended 31 March		
	2015 US\$'000	2014 US\$'000	% Change
Asset management & administration fee	576	585	(2%)
Arrangement and agency fee	1,469	528	178%
Brokerage commission	350	105	N/M
Incentive fee	2	-	N/M
	2,397	1,218	97%

The Group earned more arrangement fees in 1Q2015, resulting in an increase in Arrangement and Agency fee for 1Q2015 compared to 1Q2014.

(iii) Hotel Income

While Hotel Income in Japanese Yen terms increased due to better performance of the hotels under operations in 1Q2015 compared to 1Q2014, Hotel income in US Dollars terms reduced by 8% from \$8.4 million in 1Q2014 to \$7.7 million in 1Q2015 as Japanese Yen depreciated more than 14% compared to 2014.

(iv) Investment Returns

Breakdown of Investment Returns:	3 months ended 31 March		
	2015 US\$'000	2014 US\$'000	% Change
Interest on bond	2	3	(33%)
Realised gain on disposal of investment property	1,485	-	N/M
Realised gain/ (loss) on investments			
- shipping	79	44	80%
- hotel and residential	10	(4)	N/M
- small residential property developments	525	-	N/M
- distressed debt	397	1,206	(67%)
- others	-	(130)	100%
Property rental income	69	90	(23%)
Fair value adjustment on investment property	(1,338)	-	N/M
Fair value adjustment on investments			
- shipping	(745)	116	N/M
- hotel and residential	-	26	(100%)
- small residential property developments	(544)	283	N/M
- listed shares	84	(15)	N/M
Net (loss)/ gain on derivative financial instruments	(234)	80	N/M
	(210)	1,699	(112%)

Disposal of an investment property resulted in a realised gain of \$1.5 million with a corresponding reversal of fair value previously recognised for the same property of \$1.3 million. Similarly, realised gain on small residential property development of \$0.5 million was recognised with a corresponding reversal of fair value previously recognised for the same property of \$0.5 million. Fair value losses of \$0.7 million were recognised for shipping investments due to the continued weak shipping market.

Total Operating Expenses

Total operating expenses for the Group increased 4% from \$14.6 million in 1Q2014 to \$15.2 million in 1Q2015. Employee benefits expenses, hotel lease expenses and hotel operating expenses reduced by 13%, 9% and 11% respectively due to cost control as well as depreciation

in Japanese Yen against US Dollars. Amortisation and Depreciation, and Vessel Operating Expenses increased due to new vessels delivered after 1Q2014.

Operating Profit

Total income declined by 1% while operating expenses increased by 4% for 1Q2015. Accordingly, the Group posted an operating profit of \$1.1 million for 1Q2015 compared to \$1.8 million for 1Q2014.

Net Profit After Tax

Finance costs increased from \$0.5 million 1Q2014 to \$0.7 million in 1Q2015 as a result of increase in borrowings to finance ship deliveries.

The Group posted a net profit of \$0.3 million for 1Q2015 compared to \$1.2 million for 1Q2014.

9 Where a forecast, or a prospect statement, has been previously disclosed to shareholders, and variance between it and the actual results.

Not applicable. The Group has not provided a forecast.

10 A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operated and any known factors or events that may affect the group in the next reporting period and the next 12 months.

Following the delivery the 7th and 8th vessels under Uni-Asia Shipping Limited (“Uni-Asia Shipping”) in February and March 2015 respectively, one more vessel under Uni-Asia Shipping shall be delivered in 1Q2016:

Name of Subsidiary	Type of Vessel	DWT	Expected Delivery	Charter Status
Nora Bulkship S.A.	Bulk carrier	37,000	1Q2016	Charter fixed

The 8 delivered vessels are time chartered out and the charter for the 9th vessel to be delivered has been fixed. These vessels shall contribute to the Group’s charter income growth.

Further, one of the Group’s joint investment companies took delivery of its vessel in January 2015. The Group is expecting the delivery of the following joint investment vessels in the coming 2 years:

Name of Company	Type of Vessel	DWT	Expected Delivery	Charter Status
Polaris Bulkship S.A.	Bulk carrier	57,000	4Q2015	Charter fixed
Quest Bulkship S.A.	Bulk carrier	37,000	2Q2016	Charter to be fixed

These three joint investment vessels shall be commercially managed by Uni-Asia Shipping on a long term basis so that total fleet of Uni-Asia Shipping shall be expanded to 12.

Meanwhile, the Group is further exploring existing and new business opportunities in shipping, property and hotels to increase the Group’s bottomline.

11 Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

No.

(b) Corresponding period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year?

No.

(c) Date payable

Not applicable.

(d) Books closure date

Not applicable.

12 If no dividend has been declared/ recommended, a statement to that effect.

No dividend has been declared/ recommended by the Directors for the first quarter ended 31 March 2015.

13 If the Group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

The Group has not obtained a general mandate for IPTs from the Group's shareholders.

BY THE ORDER OF THE BOARD

Michio Tanamoto
Chairman and CEO

14 May 2015

CONFIRMATION BY THE BOARD PURSUANT TO RULE 705(5) OF THE LISTING MANUAL

On behalf of the Board of Directors of the Company, we, the undersigned, hereby confirm to the best of our knowledge that nothing has come to the attention of the Board of Directors of the Company which may render the financial statements for the first quarter ended 31 March 2015 to be false or misleading in any material aspect.

On behalf of the Board of Directors



Michio Tanamoto
Chairman and CEO



Masaki Fukumori
COO

Date: 14 May 2015