



## ASEAN RESOURCES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

## BESTEAM LIMITED

(Incorporated in the British Virgin Islands with limited liability)

### FURTHER FINANCIAL INFORMATION REGARDING THE ASEAN RESOURCES OFFER AND THE BESTEAM OFFER

Further to the final financial results announcement made by Asean Resources on 15th July, 2003, Somerley Limited, the independent financial adviser to the independent board committee of Asean Resources and the qualifying shareholders of Besteam, confirmed that its respective recommendations to the independent board committee of Asean Resources and the qualifying shareholders of Besteam remain unaffected despite the release of the final financial results announcement of the Asean Resources group for the year ended 31st March, 2003. The audited financial results of the Asean Resources group for the year ended 31st March, 2003 do not deviate materially from the information as contained in the composite documents regarding the Asean Resources offer and the Besteam offer and do not have a material effect on the independent financial adviser's opinion.

Reference is made to the final financial results announcement made by Asean Resources on 15th July, 2003, the composite document jointly issued by Asean Resources and Mexan Group on 30th June, 2003 and the composite document jointly issued by United Goal Development and Besteam on 30th June, 2003. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as defined in the composite document jointly issued by Asean Resources and Mexan Group dated 30th June, 2003.

#### Disclosure of unaudited pro forma financial information on the Asean Resources group and the Besteam group

Based on the audited consolidated profit and loss account of the Asean Resources group for the year ended 31st March, 2003, the unaudited pro forma combined profit and loss account of the Asean Resources group (excluding the Besteam group) and the notes thereto for the two years ended 31st March, 2002 and 31st March, 2003 are as follows:

	Notes	Year ended 31st March,	
		2003 HK\$'000	2002 HK\$'000
Turnover	1	76,620	90,789
Direct costs		(7,892)	(3,696)
		68,728	87,093
Other revenues		2,202	4,243
Administrative expenses		(15,391)	(14,989)
Profit from operations	1	55,539	76,347
Finance costs		(20,043)	(29,326)
Profit before taxation		35,496	47,021
Taxation		(1,600)	-
Profit attributable to the Asean Resources shareholders		33,896	47,021

Based on the audited consolidated profit and loss account of the Asean Resources group for the year ended 31st March, 2003, the unaudited pro forma combined profit and loss account of the Besteam group and the notes thereto for the two years ended 31st March, 2002 and 31st March, 2003 are as follows:

	Notes	Year ended 31st March,	
		2003 HK\$'000	2002 HK\$'000
Turnover	1	171,224	528,769
Direct costs		(131,352)	(712,083)
		39,872	(183,314)
Other revenues		24,049	24,334
Administrative expenses		(38,495)	(56,909)
Impairment of properties held for/under development	2	(70,616)	-
Loss from operations	3	(45,190)	(215,889)
Finance costs		(1,994)	(2,230)
Share of results of associated companies	2	(97,866)	3,044
Loss before taxation		(145,050)	(215,075)
Taxation		(3,808)	(1,998)
Loss after taxation		(148,858)	(217,073)
Minority interests		(18,335)	(16,928)
Loss attributable to the Besteam shareholders		(167,193)	(234,001)

#### Notes:

1. The unaudited pro forma combined profit and loss account of the Asean Resources group and the Besteam group reflect certain transactions which were not previously reflected in the audited consolidated profit and loss account for the year ended 31st March, 2003 of the Asean Resources group as they were previously eliminated on consolidation. Such transactions are as follows:

- Rental income charged by the Asean Resources group to the Besteam group of HK\$9,005,000.
- An amount of HK\$2,800,000 being amount of deficit arising from the revaluation of the investment properties of the Besteam group which was charged to the unaudited pro forma combined profit and loss account of the Besteam group whereas there were sufficient surpluses, on a portfolio basis, in the audited consolidated financial statements of the Asean Resources group to offset such deficit.

2. Reconciliation of the pro forma deficit arising from the revaluation of property interest as disclosed on page 55 of the composite document regarding the Besteam offer to the final financial results announcement of Asean Resources for the year ended 31st March, 2003:

	HK\$'000
Pro forma net deficit arising from the valuation of property interests	(192,581)
Less: Pro forma surplus arising from the valuation of property interests	(6,846)
Pro forma gross deficit arising from the valuation of property interests	(199,427)
The above deficit had been included in the unaudited pro forma combined profit and loss account of the Besteam group for the six months ended 31st March, 2003 as follows:-	
Impairment of properties held for/under development	(70,616)
Revaluation deficit of property interests included in share of results of associated companies	(126,011)
Revaluation deficit arising from investment properties included in administrative expenses	(2,800)
	(199,427)

3. During the six months ended 31st March, 2003, the Besteam group continued the disposal of "The Colonnade". Provision for diminution in value of development properties were made and the Besteam group's share of resulting losses was recognised in the accounts.

#### The unaudited pro forma statement of adjusted consolidated net tangible assets of the Asean Resources group and notes thereto are as follows:

	HK\$'000
Audited consolidated net asset value of the Asean Resources group as per its consolidated financial statements as at 31st March, 2002	3,304,210
Less: Diminution in the consolidated net tangible asset value of the Asean Resources group upon completion of the group reorganisation (Note 1)	(1,479,160)
Unaudited pro forma net tangible asset value of the Asean Resources group as at 31st March, 2002 after completion of the group reorganisation	1,825,050
Add: Pro forma unaudited final results of the Asean Resources group for the year ended 31st March, 2003	33,896
Less: Pro forma deficit arising from the revaluation of property interests for the year ended 31st March, 2003 (Note 2)	(374,393)
	1,484,553
Less: Consideration for cancellation of share options (Note 3)	(33,344)
Unaudited pro forma adjusted consolidated net tangible asset value	1,451,209
Unaudited pro forma adjusted consolidated net tangible asset value per Asean Resources share (Note 4)	HK\$1.13

#### Notes:

- This represents the unaudited pro forma net asset value of the Besteam group as at 31st March, 2002, which were distributed in specie to the Asean Resources shareholders, as set out in appendix III to the circular of Asean Resources dated 10th April, 2003.
- The deficit arising from the revaluation of property interests is based on the valuation carried out by independent property valuers, DTZ Debenham Tie Leung Limited, on the properties of the Asean Resources group as at 31st March 2003, assuming the group reorganisation had taken place, on an open market value basis.
- The amount is arrived at based on a cancellation fee of HK\$0.32 per share option and 104,200,000 share options outstanding as at 21st February, 2003.
- The unaudited pro forma adjusted consolidated net tangible asset value per Asean Resources share is arrived at based on 1,286,482,836 Asean Resources shares in issue as at 31st March, 2003.

#### The unaudited pro forma statement of adjusted net tangible assets of the Besteam group and notes thereto are as follows:

	HK\$'000
Unaudited pro forma net asset value of the Besteam group as per its unaudited pro forma combined statement of assets and liabilities as at 31st March, 2002	1,479,160
Less: Pro forma unaudited final results of the Besteam group for the year ended 31st March, 2003	(167,193)
Less: Pro forma revaluation reserve realised upon disposal of properties during the year ended 31st March, 2003 (Note 1)	(8,967)
Less: Pro forma movement in exchange reserve during the year ended 31st March, 2003 (Note 2)	(292)
Less: Pro forma share of post-acquisition reserve movements of associated companies for the year ended 31st March, 2003	(3)
	1,302,705
Add: Pro forma surplus arising from the revaluation of property interests (Note 3)	6,846
Unaudited pro forma adjusted net tangible asset value	1,309,551
Unaudited pro forma adjusted net tangible asset value per Besteam share (Note 4)	HK\$1.02

#### Notes:

- The amount represents the revaluation reserve attributable to the properties which had been recognised as profits upon the disposal of such properties during the year ended 31st March, 2003.
- This represents the exchange difference arising from the translation of the financial statements of a foreign subsidiary as at 31st March, 2003.
- The pro forma surplus arising from the revaluation of property interests is based on the valuation carried out by independent property valuers, DTZ Debenham Tie Leung Limited, on the properties of the Besteam group as at 31st March, 2003, assuming the group reorganisation had taken place, on an open market value basis. Pro forma revaluation deficits of property interests had already been recognised in the pro forma unaudited final results of the Besteam group.
- The unaudited pro forma adjusted net tangible asset value per Besteam share is arrived at based on the assumption that 1,286,482,836 Besteam shares had been issued as at 31st March, 2003.

Somerley Limited, the independent financial adviser to the independent board committee of Asean Resources and the qualifying shareholders of Besteam, has noted the audited financial results of Asean Resources for the year ended 31st March, 2003 and reviewed the unaudited pro forma financial information of the Asean Resources group and the Besteam group contained in this announcement.

Based on the unaudited pro forma combined profit and loss account of the Asean Resources group for the year ended 31st March, 2003 (the "Pro Forma Asean Resources Results") contained in this announcement, the rental income from Elizabeth House has been stable. There was a diminution in value of Elizabeth House of approximately HK\$374,393,000. This amount has already been reflected in the unaudited pro forma statement of adjusted consolidated net tangible assets of the Asean Resources group contained in the composite document regarding the Asean Resources offer. The financial performance of the Asean Resources group for the financial year ended 31st March, 2003 was in line with the unaudited financial information supplied to Somerley prior to issuing its letter of advice as contained in the composite document regarding the Asean Resources offer.

Having reviewed the unaudited pro forma financial information of the Asean Resources group, in particular, the unaudited pro forma net asset value per Asean Resources share, as adjusted by the Pro Forma Asean Resources Results, of HK\$1.13 (as compared to the figure of HK\$1.12 contained in the composite document regarding the Asean Resources offer), Somerley maintains its view that the terms of the Asean Resources offer are fair and reasonable.

The unaudited pro forma combined profit and loss account of the Besteam group for the year ended 31st March, 2003 (the "Pro Forma Besteam Results") reflected mainly (i) the sale of certain remaining units at The Colonnade; (ii) the positive contribution from the hotel group; and (iii) the diminution in value of Besteam group's property interests. Item (iii) has already been reflected in the unaudited pro forma statement of adjusted net tangible assets of the Besteam group contained in the composite document regarding the Besteam offer.

Given that the unaudited pro forma net asset value per share of Besteam, as adjusted by the Pro Forma Besteam Results, of HK\$1.02 does not deviate materially from the figure stated in the composite document regarding the Besteam offer of HK\$1.00 and that the hotel group continued to make a positive contribution to the Besteam group, Somerley maintains its view that the terms of the Besteam offer are not fair and reasonable.

The latest time and date for acceptance of the Asean Resources offer and the Besteam offer is at 4:00 p.m. on Monday, 21st July, 2003. If your Asean Resources shares or Besteam shares have been lodged with or are held through your Investor Participant Account maintained with the CCASS, you should authorise your instruction via the CCASS Phone System or the CCASS Internet System no later than 3:45 p.m. on 18th July, 2003.

If your Asean Resources shares or Besteam shares have been lodged with or are held through your broker or custodian bank through CCASS, you should instruct your broker or custodian bank to authorise HKSCC Nominees Limited to accept the offer on your behalf no later than 4:15 p.m. on 18th July, 2003.

In view of the audited financial results of the Asean Resources group for the year ended 31st March, 2003 do not deviate materially from the information as contained in the composite documents regarding the Asean Resources offer and the Besteam offer and do not have a material effect on the independent financial adviser's opinion, the boards of Asean Resources and Besteam are of the view that the Asean Resources shareholders and the Besteam shareholders should have sufficient time to make an informed decision following the publication of the announcement of the final financial results of the Asean Resources group and the independent financial adviser's opinion as stated above.

By order of the board of  
Asean Resources Holdings Limited  
Chan Boon Ho, Peter  
Chairman

By order of the board of  
Besteam Limited  
Chan Boon Ho, Peter  
Chairman

Hong Kong, 17th July, 2003

The directors of Asean Resources jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, other than those relating to the Besteam group, and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, opinions expressed in this announcement, other than those relating to the Besteam group, have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The directors of Besteam jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, other than those relating to the Asean Resources group, and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, opinions expressed in this announcement, other than those relating to the Asean Resources group have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.