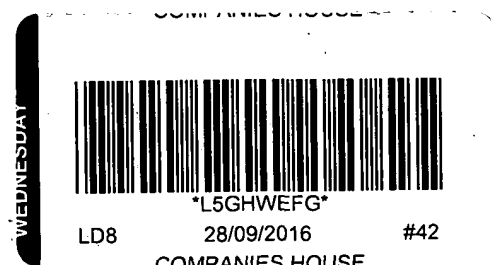


RENTOKIL INTIAL ASIA PACIFIC LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015

Private company: limited by shares
Registered in England & Wales
Registered Number: 1990917
Registered Office:
Riverbank
Meadows Business Park
Blackwater
Camberley
Surrey
GU17 9AB



RENTOKIL INITIAL ASIA PACIFIC LIMITED
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DIRECTORS' REPORT

The directors present their annual report, together with the audited financial statements of the company for the year ended 31 December 2015.

Principal activity / future developments

The company's principal activity in the year under review is to hold investments in group undertakings in the Asia Pacific region, and to provide funding to the same undertakings. The directors do not intend, at the date of this report, that there will be any major changes in the company's activities in the next year.

The Rentokil Initial plc Group ("the Group") manages its operations on a divisional basis. For this reason, the company's directors believe that analysis using key performance indicators for the company is not necessary or appropriate for an understanding of the development, performance or position of the business. The performance of the general central division of the Group, which includes the company, is discussed in the Group's Annual Report that does not form part of this report.

Principal risks and uncertainties

The directors of Rentokil Initial plc manage the risks of the Group at a group level, rather than at an individual business unit level. For this reason, the Company's directors believe that a discussion of the Company's risks would not be appropriate for an understanding of the development, performance or position of the Company's business. The principal risks and uncertainties of the Group, which include those of the Company, are discussed in the Group's 2015 Annual Report, which does not form part of this report.

Results and dividends

During the year the company made a loss of £183,291 (2014: loss of £1,177,216). No interim dividend was paid (2014: £nil). The directors do not recommend the payment of a final dividend for 2015 (2014: £nil).

Directors

M.Oxley (appointed 9 April 2015)
J.E. Hauck (appointed 2 February 2015)
D.P.F. Fagan
P.J. Cochrane
S.M. Ingall-Tombs (resigned 2 February 2015)
H.A.C. Wilson (resigned 9 April 2015)

The directors named above held office throughout the year except where indicated.

Employees

The company had no employees in the year under review and so there are no employee costs (2014: £nil).

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DIRECTORS' REPORT (CONTINUED)

Disclosure of information to auditors

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 auditors are unaware; and
- each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

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

By order of the board



Catherine Stead
Secretary
Riverbank
Meadows Business Park
Blackwater
Camberley
Surrey
GU17 9AB

Company number 1990917

27 September 2016

RENTOKIL INITIAL ASIA PACIFIC LIMITED
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STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE STRATEGIC REPORT, DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

The directors are responsible for preparing the Strategic Report, 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards), including FRS 101 "Reduced Disclosure Framework" ("FRS 101") and applicable law. 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 estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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 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 RENTOKIL INITIAL ASIA PACIFIC LIMITED

We have audited the financial statements of Rentokil Initial Asia Pacific Limited for the year ended 31 December 2015 set out on pages 5 to 12. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

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.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities 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. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2015 and of its loss for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us 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; or
- the directors were not entitled to take advantage of the small companies exemption in not preparing a strategic report.



Paul Sawdon (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL

27 September 2016

RENTOKIL INITIAL ASIA PACIFIC LIMITED
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PROFIT AND LOSS ACCOUNT AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2015

		<u>2015</u> £	<u>2014</u> £
	Notes		
Operating expenses		(183,291)	(1,177,216)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	2	(183,291)	(1,177,216)
Taxation on loss on ordinary activities	4	-	-
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION		(183,291)	(1,177,216)

The results of the year are wholly attributable to the continuing operations of the Company.

There are no other items of comprehensive income for the year or for the comparative year.

The notes on pages 8 to 12 form part of the financial statements.

RENTOKIL INITIAL ASIA PACIFIC LIMITED
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BALANCE SHEET AS AT 31 DECEMBER 2015

		<u>2015</u> £	<u>2014</u> £
	Notes		
FIXED ASSETS			
Investments – shares in group undertakings	5	8,321,166	8,821,616
CREDITORS			
Amounts falling due within one year	6	(2,297,712)	(2,614,871)
NET CURRENT LIABILITIES		(2,297,712)	(2,614,871)
NET ASSETS		6,023,454	6,206,745
CAPITAL AND RESERVES			
Called up share capital	7	22,057,002	22,057,002
Profit and loss account		(16,033,548)	(15,850,257)
SHAREHOLDERS' FUNDS		6,023,454	6,206,745

The financial statements on pages 5 to 12 were approved by the board on 27 September 2016 and were signed on its behalf by:



J.E. Hauck
Director

The notes on pages 8 to 12 form part of these financial statements.

RENTOKIL INITIAL ASIA PACIFIC LIMITED
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STATEMENT OF CHANGES IN EQUITY AS AT 31 DECEMBER 2015

	Share capital £	Profit and loss account £	Total £
1 January 2014	22,057,002	(14,673,041)	7,383,961
Total comprehensive income for the year	-	(1,177,216)	(1,177,216)
As 31 December 2014	22,057,002	(15,850,257)	6,206,745
 1 January 2015	 22,057,002	 (15,850,257)	 6,246,745
Total comprehensive income for the year	-	(183,291)	(183,291)
As 31 December 2015	22,057,002	(16,033,548)	(6,023,454)

The notes on pages 8 to 12 form an integral part of these financial statements.

NOTES TO FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

Rentokil Initial Asia Pacific Limited is a company incorporated and domiciled in the United Kingdom. The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 100 *Application of Financial Reporting Requirements* and Financial Reporting Standard 101 *Reduced Disclosure Framework* which have been applied for the first time in these financial statements. The principal accounting policies adopted in the preparation of the financial statements are set out below. The policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements have been prepared on an historical cost basis. The presentation currency used is sterling.

Disclosure exemptions adopted

In preparing these financial statements the Company applies the recognition measurement and disclosure requirements of the International Financial Reporting Standards as adopted by the EU but makes amendments where necessary to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

- a Cash Flow Statement and related notes;
- the effect of new but not yet effective IFRSs;
- disclosure in respect of transactions with other wholly owned members of the group headed by Rentokil Initial plc; and
- disclosure in respect of capital management.

Exemption from preparation of consolidated financial statements

The financial statements contain information about Rentokil Initial Asia Pacific as an individual company and do not contain consolidated financial information as the parent of a group. The Company has taken advantage of the exemption conferred by s400 of the Companies Act 2006 not to produce consolidated financial statements as it is included in the European Economic Area consolidated accounts of a larger group.

Investment

Investments in subsidiaries are carried at cost less provision for impairment.

Going concern

The Directors' have received confirmation from a parent company of its intention to financially support the company such that the company can meet its obligations as they fall due for at least 12 months from the date of the Directors' approval of these financial statements.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Financial liabilities

The Company classifies its financial liabilities at amortised cost. Financial liabilities include the following items:

- Trade payables and other short-term monetary liabilities, which are initially recognised at fair value and are subsequently carried at amortised cost using the effective interest method.
- Loans from group companies are initially recognised at fair value and are subsequently carried at amortised cost using the effective interest method. The carrying value of non-interest bearing loans owed to and payable to the parent and group undertakings are repayable on demand. Therefore, the carrying value is equal to the fair value of the instruments.

First time adoption of FRS 100 and 101

In the current year the Company has adopted FRS 100 and FRS 101. The date of transition to FRS 101 was 1 January 2015 and there was no material effect of applying FRS 101 for the first time. In previous years the financial statements were prepared in accordance with applicable UK accounting standards.

This change in the basis of preparation has not materially altered the recognition and measurement requirements previously applied in accordance with UK accounting standards. Consequently the principal accounting policies are unchanged from the prior year.

During the transition to FRS 101 management identified an investment carried at an amount in excess of its recoverable amount. In 2013 an investment held by one of the company's subsidiaries, Rentokil Initial Vietnam (Singapore) Pte Limited, was impaired due to the declining performance of the business and the investment was subsequently sold to another Rentokil Group company for the impaired amount which represented its fair value at that date. As such a corresponding impairment of the company's investment in Rentokil Initial Vietnam (Singapore) Pte Limited should have been recognised at that date. As a result the carrying amount of investment has been reduced accordingly by £409,835 in the 2014 opening balance sheet. For more information see Note 8.

The change in basis of preparation has enabled the Company to take advantage of all of the available disclosure exemptions permitted by FRS 101 in the financial statements, the most significant of which are summarised above. There have been no other material amendments to the disclosure requirements previously applied in accordance with UK accounting standards.

2. LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

There is no charge to the profit and loss account for auditor's remuneration as the costs of the company's audit are borne by another group company. The audit fee for 2015 was £2,550 (2014: £2,550).

The loss for the year of (£183,291) wholly relates to impairment of investments. More information on impairments in Note 5.

3. EMPLOYEES' AND DIRECTORS' REMUNERATION

The company has no employees and accordingly there are no employee costs (2014: £nil). The directors received no emoluments in respect of qualifying services to the company, nor did they have any retirement benefits accruing to them under defined benefit pension schemes.

RENTOKIL INITIAL ASIA PACIFIC LIMITED
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NOTES TO FINANCIAL STATEMENTS (CONTINUED)

4. TAXATION ON LOSS ON ORDINARY ACTIVITIES

	<u>2015</u> £	<u>2014</u> £
Current Tax:		
Tax on loss on ordinary activities	-	-
The tax assessed for the year is lower (2014: higher) than the standard rate of corporation tax in the UK (20.25%) (2014: 21.5%).		
The differences are explained below:		
Loss on ordinary activities before tax	(183,291)	(1,177,216)
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK (20.25%) (2014: 21.5%)	(37,116)	(253,101)
Effects of:		
Non-deductible expenditure	37,116	253,101
Current tax for the year	-	-

In the 2015 Summer Budget the Chancellor announced a reduction in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) and 18% (effective from 1 April 2020) and these rates were substantively enacted on 26 October 2015. In the 2016 Budget the Chancellor announced a further reduction in the UK corporation tax rate to 17% from 1 April 2020.

5. INVESTMENTS – SHARES IN GROUP UNDERTAKINGS

	<u>2015</u> £	<u>2014</u> £
At 1 January	8,821,616	8,658,656
Additions	-	1,340,176
Capital reduction	(317,159)	-
Impairment	(183,291)	(1,177,216)
At 31 December	8,321,166	8,821,616

During the year the company had a share capital reduction in its investment in Rentokil Initial Vietnam (Singapore) Pte Limited of £317,159. Subsequently on 17 September 2015 the company was liquidated and the remaining investment of £291 was impaired to nil.

At year end the value of the investment in Rentokil Initial Asia Pacific Management Pte Ltd was tested for impairment and was found to be impaired by £183,000 to £7,138,000. This was calculated based on the net assets value of the company as published in its 2015 statutory accounts.

RENTOKIL INITIAL ASIA PACIFIC LIMITED
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5. INVESTMENTS – SHARES IN GROUP UNDERTAKINGS (CONTINUED)

Related undertakings (subsidiaries and other associated undertaking)

Name	Country of incorporation	Holding
Initial Hygiene Co Ltd	Taiwan	100%
Rentokil Ding Sharn Company Limited	Taiwan	100%
Rentokil Initial Asia Pacific Management Pte Ltd	Singapore	100%
Rentokil India Pte Limited (<i>indirect subsidiary</i>)	India	100%
Pestterminator Pte Limited (<i>indirect subsidiary</i>)	Singapore	100%

6. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	<u>2015</u> £	<u>2014</u> £
Amounts owed to group undertakings	2,297,712	2,614,871

Amounts owed to group undertakings are unsecured, interest free and are repayable on demand.

7. SHARE CAPITAL

	<u>2015</u> £	<u>2014</u> £
Allotted and full paid:		
22,057,002 ordinary shares of £1 each	22,057,002	22,057,002

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8. EXPLANATION OF TRANSITION TO FRS 101

There were reconciling items in Profit and loss and other comprehensive income.

Reconciliation of equity

		1 January 2014			31 December 2014		
	Note	UK GAAP £	Effect of transition to FRS 101 £	FRS 101 £	UK GAAP £	Effect of transition to FRS 101 £	FRS 101 £
FIXED ASSETS							
Investments	(a)	9,068,491	(409,835)	8,658,656	9,231,451	(409,835)	8,821,616
CREDITORS							
Amounts due within one year		(1,274,695)	-	(1,274,695)	(2,614,871)	-	(2,614,871)
NET CURRENT LIABILITIES		(1,274,695)	-	(1,274,695)	(2,614,871)	-	(2,614,871)
NET ASSETS		7,793,796	(409,835)	7,383,961	6,616,580	(409,835)	6,206,745
CAPITAL AND RESERVES							
Called up share capital		22,057,002	-	22,057,002	22,057,002	-	22,057,002
Profit and loss account	(a)	(14,263,206)	(409,835)	(14,673,041)	(15,440,422)	(409,835)	(15,850,257)
SHAREHOLDERS' EQUITY		7,793,796	(409,835)	7,383,961	6,616,580	(409,835)	6,206,745

Notes

- (a) Recognition of impairment in investment in Rentokil Initial Vietnam (Singapore) Pte Limited in 2013 identified by management on transition to FRS 101. Please refer to Note 1 for further information.

9. ULTIMATE PARENT COMPANY

The company's immediate parent company is Rentokil Limited (formerly BET Finance Limited). The company's ultimate parent company is Rentokil Initial plc, which forms the only group into which the financial statements of the company are consolidated. The consolidated financial statements of Rentokil Initial plc are available from Rentokil Initial plc, Riverbank, Meadows Business Park, Blackwater, Camberley, Surrey, GU17 9AB.