



# KSH Holdings Limited

(Company Registration Number: 200603337G)  
(Incorporated in the Republic of Singapore on 9 March 2006)

## UNAUDITED THIRD QUARTER AND NINE MONTHS FINANCIAL STATEMENTS & DIVIDEND ANNOUNCEMENT FOR THE PERIOD ENDED 31 DECEMBER 2012

1 (a) (i) 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.

INCOME STATEMENT

	GROUP			GROUP		
	Third Quarter Ended		increase/ (decrease) %	Nine Months Ended		increase/ (decrease) %
	31.12.2012	31.12.2011		31.12.2012	31.12.2011	
	S\$'000	S\$'000		S\$'000	S\$'000	
<b>REVENUE</b>						
Project revenue	48,864	29,122	67.8	148,337	101,834	45.7
Sales of development property	2,149	(3)	nm	12,340	19,732	(37.5)
Rental income from investment properties	1,232	1,371	(10.1)	4,033	4,056	(0.6)
	<b>52,245</b>	<b>30,490</b>	71.4	<b>164,710</b>	<b>125,622</b>	31.1
Other income	994	1,361	(27.0)	3,348	2,670	25.4
Cost of construction	(41,046)	(21,878)	87.6	(133,018)	(98,479)	35.1
Personnel expenses	(5,315)	(2,189)	142.8	(9,648)	(6,605)	46.1
Depreciation of property, plant and equipment	(454)	(435)	4.4	(1,369)	(1,301)	5.2
Finance costs	(416)	(369)	12.7	(1,197)	(1,174)	2.0
Other operating expenses	(1,805)	(2,211)	(18.4)	(5,082)	(4,208)	20.8
	(49,036)	(27,082)	81.1	(150,314)	(111,767)	34.5
<b>Profit from operations before share of results of associates</b>	<b>4,203</b>	<b>4,769</b>	(11.9)	<b>17,744</b>	<b>16,525</b>	7.4
Share of results of associates	4,727	(485)	nm	8,083	(2,070)	nm
<b>Profit before taxation</b>	<b>8,930</b>	<b>4,284</b>	108.5	<b>25,827</b>	<b>14,455</b>	78.7
Tax expense	(640)	(1,170)	(45.3)	(3,172)	(3,328)	(4.7)
<b>Net profit for the financial period</b>	<b>8,290</b>	<b>3,114</b>	166.2	<b>22,655</b>	<b>11,127</b>	103.6
<b>Attributable to:</b>						
- Owners of the Company	8,121	2,911	179.0	22,276	10,693	108.3
- Non-controlling interests	169	203	(16.7)	379	434	(12.7)
	<b>8,290</b>	<b>3,114</b>	166.2	<b>22,655</b>	<b>11,127</b>	103.6

nm: not meaningful

1 (a) (i) STATEMENT OF COMPREHENSIVE INCOME

	GROUP			GROUP		
	Third Quarter Ended		increase/ (decrease) %	Nine Months Ended		increase/ (decrease) %
	31.12.2012	31.12.2011		31.12.2012	31.12.2011	
	S\$'000	S\$'000		S\$'000	S\$'000	
<b>Net profit for the financial period</b>	<b>8,290</b>	<b>3,114</b>	166.2	<b>22,655</b>	<b>11,127</b>	103.6
<b>Other comprehensive income:</b>						
- Foreign currency translation	173	738	(76.6)	(2,111)	5,010	(142.1)
<b>Other comprehensive income for the financial period, net of tax</b>	<b>173</b>	<b>738</b>	<b>(76.6)</b>	<b>(2,111)</b>	<b>5,010</b>	<b>(142.1)</b>
<b>Total comprehensive income for the financial period</b>	<b>8,463</b>	<b>3,852</b>	119.7	<b>20,544</b>	<b>16,137</b>	<b>27.3</b>
<b>Total comprehensive income attributable to:</b>						
- Owners of the Company	8,254	3,397	143.0	20,689	14,405	43.6
- Non-controlling interests	209	455	(54.1)	(145)	1,732	(108.4)
	<b>8,463</b>	<b>3,852</b>	119.7	<b>20,544</b>	<b>16,137</b>	<b>27.3</b>

1 (a) (ii) NOTES TO THE INCOME STATEMENT

	GROUP			GROUP		
	Third Quarter Ended		increase/ (decrease) %	Nine Months Ended		increase/ (decrease) %
	31.12.2012 S\$'000	31.12.2011 S\$'000		31.12.2012 S\$'000	31.12.2011 S\$'000	
The Group's profit before taxation is arrived at after crediting/(charging) the following:						
Interest income	659	381	73.0	1,724	1,112	55.0
Allowance for doubtful debts	(22)	(38)	(42.1)	(29)	(74)	(60.8)
Provision for anticipated losses	(433)	(1,029)	(57.9)	(1,545)	(988)	56.4
Amortisation of club membership	-	-	-	(1)	(1)	-
(Loss)/gain on sale of plant and equipment	(7)	16	nm	(8)	12	nm
Gain on dilution of interest in a subsidiary	7	-	nm	7	-	nm
(Loss)/gain on sale of investment properties	(3)	1	nm	748	52	nm
Foreign exchange gain/(loss), net	(134)	44	nm	(108)	78	nm
Interest expense	(389)	(340)	14.4	(1,115)	(1,088)	2.5
Profit after taxation but before non-controlling interests as a percentage of turnover	15.87%	10.21%	55.4	13.75%	8.86%	55.3
Profit after taxation attributable to Owners of the Company as a percentage of the Group's Issued Capital and Reserves before non-controlling interests at 31 December 2012 and 31 December 2011	5.37%	2.20%	144.1	14.72%	8.08%	82.3

nm: not meaningful

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

STATEMENT OF FINANCIAL POSITION

	GROUP		COMPANY	
	31.12.2012	31.03.2012	31.12.2012	31.03.2012
	S\$'000	S\$'000	S\$'000	S\$'000
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	10,270	10,648	-	-
Investments in subsidiaries	-	-	57,515	57,516
Interests in associates	86,133	65,732	-	-
Investment properties	100,376	105,010	-	-
Amount due from a minority shareholder of a subsidiary (non-trade)	2,147	2,202	-	-
Amounts due from subsidiaries (non-trade)	-	-	-	3,380
Trade receivables	15,745	4,814	-	-
Club membership	47	49	-	-
Other investments - quoted equity shares	1	1	-	-
Structured deposits	1,060	1,060	-	-
	215,779	189,516	57,515	60,896
<b>Current assets</b>				
Development property	46,081	50,632	-	-
Inventory	1	2	-	-
Trade receivables	20,673	28,212	-	-
Other receivables and deposits	2,192	1,871	16	6
Prepayments	404	363	30	46
Amounts due from subsidiaries (non-trade)	-	-	2,878	4,047
Construction work-in-progress in excess of progress billings	6,220	2,217	-	-
Fixed deposits	48,099	45,854	2,000	2,000
Structured deposits	-	2,000	-	-
Cash and cash equivalents	18,570	11,660	2,098	885
	142,240	142,811	7,022	6,984
<b>LIABILITIES</b>				
<b>Current liabilities</b>				
Trade payables	21,488	20,740	-	-
Other payables and accruals	45,204	49,548	1,342	901
Deferred income	40	-	-	-
Amount due to a Director of a subsidiary	370	294	-	-
Finance lease obligations	30	558	-	-
Provision for income tax	4,025	3,173	-	-
Progress billings in excess of construction work-in-progress	8,667	4,267	-	-
Bank term loans, secured	10,588	7,527	6,000	4,000
Bills payable to banks, secured	35,082	20,934	-	-
	125,494	107,041	7,342	4,901
<b>Net current assets/liabilities</b>	<b>16,746</b>	<b>35,770</b>	<b>(320)</b>	<b>2,083</b>

STATEMENT OF FINANCIAL POSITION

	GROUP		COMPANY	
	31.12.2012	31.03.2012	31.12.2012	31.03.2012
	S\$'000	S\$'000	S\$'000	S\$'000
<b>Non-current liabilities</b>				
Trade payables	5,250	1,380	-	-
Other payables and accruals	173	151	-	-
Amounts due to subsidiaries (non-trade)	-	-	3,983	-
Finance lease obligations	2	18	-	-
Bank term loans, secured	39,420	46,497	-	-
Deferred tax liabilities	15,842	16,903	-	-
	<u>60,687</u>	<u>64,949</u>	<u>3,983</u>	<u>-</u>
<b>NET ASSETS</b>	<b><u>171,838</u></b>	<b><u>160,337</u></b>	<b><u>53,212</u></b>	<b><u>62,979</u></b>
<b>EQUITY</b>				
<b>Equity attributable to Owners of the Company</b>				
Share capital	38,693	39,483	38,693	39,483
Treasury shares	(1,031)	(222)	(1,031)	(222)
Translation reserve	(1,463)	123	-	-
Accumulated profits	112,836	97,678	14,036	22,204
Other reserves	2,300	2,044	1,514	1,514
	<u>151,335</u>	<u>139,106</u>	<u>53,212</u>	<u>62,979</u>
Non-controlling interests	20,503	21,231	-	-
<b>TOTAL EQUITY</b>	<b><u>171,838</u></b>	<b><u>160,337</u></b>	<b><u>53,212</u></b>	<b><u>62,979</u></b>

1(b)(ii) GROUP'S BORROWINGS AND DEBT SECURITIES

The amount repayable in one year or less, or on demand			
At 31.12.2012		At 31.03.2012	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
45,700	-	29,019	-

The amount repayable after one year			
At 31.12.2012		At 31.03.2012	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
39,422	-	46,515	-

**Details of any collaterals:**

The Group's borrowings are secured by way of:

- 1) Assignment of progress payments from the developer for certain on-going construction projects;
- 2) Letters of assignment of certain progress payments and retention monies due to the Group;
- 3) First legal mortgage on the Group's investment properties and leasehold factory building;
- 4) Charge on fixed deposits and structured deposits;
- 5) First charge over the contract proceeds/project account arising from the construction project financed;
- 6) A first legal mortgage over the development property of a joint venture;
- 7) Legal assignment of sales proceeds from the development property of a joint venture;
- 8) Legal assignment of tenancy, rental, lease and licence agreements from development property of a joint venture;
- 9) Legal assignment of the construction contract(s) and performance bonds from development property of a joint venture;
- 10) Legal assignment of fire insurance policy from development property of a joint venture;
- 11) Corporate guarantees from all the shareholders of a joint venture in equal share ratio; and
- 12) Debenture over all present and future assets of a joint venture.

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.

**STATEMENT OF CASH FLOWS**

	GROUP		GROUP	
	Third Quarter Ended		Nine Months Ended	
	31.12.2012	31.12.2011	31.12.2012	31.12.2011
	S\$'000	S\$'000	S\$'000	S\$'000
<b>Operating activities</b>				
Profit before taxation	8,930	4,284	25,827	14,455
<b>Adjustments:</b>				
Depreciation of property, plant and equipment	454	435	1,369	1,301
Amortisation of club membership	-	-	1	1
Loss/(gain) on sale of plant and equipment	7	(16)	8	(12)
Loss/(gain) on sale of investment properties	3	(1)	(748)	(52)
Gain on dilution of interest in a subsidiary	(7)	-	(7)	-
Allowance for doubtful debts	22	38	29	74
Interest expense	389	340	1,115	1,088
Interest income	(659)	(381)	(1,724)	(1,112)
Share of results of associates	(4,727)	485	(8,083)	2,070
<b>Operating cash flows before changes in working capital</b>	<u>4,412</u>	<u>5,184</u>	<u>17,787</u>	<u>17,813</u>
Decrease/(increase) in:				
Development property	3,893	(862)	4,551	8,019
Inventory	-	-	1	-
Trade and other receivables, deposits and prepayments	6,938	6,283	(3,800)	9,662
Construction work-in-progress, net	1,666	(1,772)	396	4,353
Increase/(decrease) in:				
Trade and other payables	881	(6,948)	345	(32,557)
<b>Cash flows generated from operations</b>	<u>17,790</u>	<u>1,885</u>	<u>19,280</u>	<u>7,290</u>
Income taxes paid	(781)	(2,605)	(3,038)	(5,116)
Interest income received	659	381	1,724	1,112
Exchange differences	101	95	190	(39)
<b>Net cash flows generated from/(used in) operating activities</b>	<u>17,769</u>	<u>(244)</u>	<u>18,156</u>	<u>3,247</u>
<b>Investing activities</b>				
Purchase of plant and equipment	(73)	(95)	(1,008)	(367)
Purchase of investment properties	(127)	(4)	(380)	(783)
Proceeds from sale of plant and equipment	4	16	5	18
Proceeds from sale of investment properties	(13)	7	3,382	377
Investments in associates	(454)	(600)	(1,174)	(600)
Amounts due from associates	3,503	(2,534)	(11,399)	(5,195)
Decrease/(increase) in structured deposits	-	-	2,000	(2,000)
<b>Net cash flows generated from/(used in) investing activities</b>	<u>2,840</u>	<u>(3,210)</u>	<u>(8,574)</u>	<u>(8,550)</u>
<b>Financing activities</b>				
Dividends paid	(5,122)	(3,830)	(7,446)	(7,235)
Issuance of new shares	-	273	96	518
Purchase of treasury shares	(487)	-	(1,694)	(222)
Proceeds from bank term loans	447	-	361	934
Repayment of bank term loans	-	(394)	(6,142)	(7,643)
Proceeds from short-term bank loan	-	4,000	2,000	4,000
Proceeds from bills payable to banks	1,608	-	14,148	-
Repayment of bills payable to banks	-	(913)	-	(16,112)
Interest paid	(389)	(340)	(1,115)	(1,088)
Repayment of lease obligations	(101)	(240)	(544)	(1,143)
Increase in pledged fixed deposits	(3)	(2,002)	(2,040)	(23)
<b>Net cash flows used in financing activities</b>	<u>(4,047)</u>	<u>(3,446)</u>	<u>(2,376)</u>	<u>(28,014)</u>
<b>Net increase/(decrease) in cash and cash equivalents</b>	16,562	(6,900)	7,206	(33,317)
Effect of exchange rate changes on cash and cash equivalents	18	28	(90)	186
<b>Cash and cash equivalents at beginning of financial year</b>	34,156	50,275	43,620	76,534
<b>Cash and cash equivalents at end of financial period (Note A)</b>	<u>50,736</u>	<u>43,403</u>	<u>50,736</u>	<u>43,403</u>

**Note A: Cash and cash equivalents at end of financial period comprise:**

	31.12.2012	31.12.2011	31.12.2012	31.12.2011
	S\$'000	S\$'000	S\$'000	S\$'000
Cash and bank balances	18,570	13,436	18,570	13,436
Fixed deposits	48,099	44,913	48,099	44,913
	<u>66,669</u>	<u>58,349</u>	<u>66,669</u>	<u>58,349</u>
Less: Pledged fixed deposits	(15,933)	(14,946)	(15,933)	(14,946)
<b>Cash and cash equivalents</b>	<u>50,736</u>	<u>43,403</u>	<u>50,736</u>	<u>43,403</u>



UNAUDITED THIRD QUARTER AND NINE MONTHS FINANCIAL STATEMENTS AND DIVIDEND ANNOUNCEMENT FOR THE PERIOD ENDED 31 DECEMBER 2012

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

STATEMENT OF CHANGES IN EQUITY

GROUP	Attributable to Owners of the Company							Non-controlling interests S\$'000	Total equity S\$'000
	Share capital S\$'000	Treasury shares S\$'000	Translation reserve S\$'000	Accumulated profits S\$'000	Other reserves S\$'000	Equity attributable to Owners of the Company, total S\$'000			
<b>At 1 April 2011</b>	38,543	-	(1,914)	86,536	1,801	124,966	19,203	144,169	
<b>Net profit for the financial period</b>	-	-	-	10,693	-	10,693	434	11,127	
<u>Other comprehensive income</u>									
Foreign currency translation	-	-	3,711	1	-	3,712	1,298	5,010	
Other comprehensive income for the financial period	-	-	3,711	1	-	3,712	1,298	5,010	
Total comprehensive income for the financial period	-	-	3,711	10,694	-	14,405	1,732	16,137	
<u>Contributions by and distributions to owners</u>									
Conversion to shares by warrant holders	518	-	-	-	-	518	-	518	
Purchase of treasury shares	-	(222)	-	-	-	(222)	-	(222)	
Final & interim tax-exempt dividends relating to FY2011/FY2012									
-cash	-	-	-	(6,869)	-	(6,869)	-	(6,869)	
-share	-	-	-	(41)	-	(41)	-	(41)	
Dividend paid to non-controlling interests	-	-	-	-	-	-	(366)	(366)	
Issuance of new shares pursuant to scrip dividend scheme	41	-	-	-	-	41	-	41	
Transfer to other reserves	-	-	-	(203)	203	-	-	-	
Total contributions by and distributions to owners	559	(222)	-	(7,113)	203	(6,573)	(366)	(6,939)	
<b>At 31 December 2011</b>	<b>39,102</b>	<b>(222)</b>	<b>1,797</b>	<b>90,117</b>	<b>2,004</b>	<b>132,798</b>	<b>20,569</b>	<b>153,367</b>	
<b>At 1 April 2012</b>	39,483	(222)	123	97,678	2,044	139,106	21,231	160,337	
<b>Net profit for the financial period</b>	-	-	-	22,276	-	22,276	379	22,655	
<u>Other comprehensive income</u>									
Foreign currency translation	-	-	(1,586)	-	-	(1,586)	(524)	(2,110)	
Other comprehensive income for the financial period	-	-	(1,586)	-	-	(1,586)	(524)	(2,110)	
Total comprehensive income for the financial period	-	-	(1,586)	22,276	-	20,690	(145)	20,545	
<u>Contributions by and distributions to owners</u>									
Conversion to shares by warrant holders	96	-	-	-	-	96	-	96	
Purchase of treasury shares	-	(1,695)	-	-	-	(1,695)	-	(1,695)	
Dividend paid to non-controlling interests	-	-	-	-	-	-	(583)	(583)	
Final & interim tax-exempt dividends relating to FY2012/FY2013	-	-	-	(6,862)	-	(6,862)	-	(6,862)	
Cancellation of shares held in treasury	(886)	886	-	-	-	-	-	-	
Transfer to other reserves	-	-	-	(256)	256	-	-	-	
Total contributions by and distributions to owners	(790)	(809)	-	(7,118)	256	(8,461)	(583)	(9,044)	
<b>At 31 December 2012</b>	<b>38,693</b>	<b>(1,031)</b>	<b>(1,463)</b>	<b>112,836</b>	<b>2,300</b>	<b>151,335</b>	<b>20,503</b>	<b>171,838</b>	

**UNAUDITED THIRD QUARTER AND NINE MONTHS FINANCIAL STATEMENTS AND DIVIDEND ANNOUNCEMENT FOR THE PERIOD ENDED 31 DECEMBER 2012**

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

**STATEMENT OF CHANGES IN EQUITY**

<b>COMPANY</b>	<b>Share capital S\$'000</b>	<b>Treasury shares S\$'000</b>	<b>Accumulated profits S\$'000</b>	<b>Other reserves S\$'000</b>	<b>Total equity S\$'000</b>
<b>At 1 April 2011</b>	38,543	-	20,131	1,514	60,188
Net profit for the financial period	-	-	(530)	-	(530)
Total comprehensive income for the financial period	-	-	(530)	-	(530)
<u>Contributions by and distributions to owners</u>					
Conversion to shares by warrant holders	518	-	-	-	518
Purchase of treasury shares	-	(222)	-	-	(222)
Final & interim tax-exempt dividends relating to FY2011/FY2012					
-cash	-	-	(6,869)	-	(6,869)
-share	-	-	(41)	-	(41)
Issuance of new shares pursuant to script dividend scheme	41	-	-	-	41
Total contributions by and distributions to owners	559	(222)	(6,910)	-	(6,573)
<b>At 31 December 2011</b>	<b>39,102</b>	<b>(222)</b>	<b>12,691</b>	<b>1,514</b>	<b>53,085</b>
<b>At 1 April 2012</b>	39,483	(222)	22,204	1,514	62,979
Net profit for the financial period	-	-	(1,306)	-	(1,306)
Total comprehensive income for the financial period	-	-	(1,306)	-	(1,306)
<u>Contributions by and distributions to owners</u>					
Conversion to shares by warrant holders	96	-	-	-	96
Final & interim tax-exempt dividends relating to FY2012/FY2013	-	-	(6,862)	-	(6,862)
Cancellation of shares held in treasury	(886)	886	-	-	-
Purchase of treasury shares	-	(1,695)	-	-	(1,695)
Total contributions by and distributions to owners	(790)	(809)	(6,862)	-	(8,461)
<b>At 31 December 2012</b>	<b>38,693</b>	<b>(1,031)</b>	<b>14,036</b>	<b>1,514</b>	<b>53,212</b>

SHARE CAPITAL

**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.**

On 3 April 2009, the Company issued 176,245,000 warrants at an issue price of S\$0.01 for each warrant. Each warrant carries the right to subscribe for one new ordinary share in the capital of the Company at an exercise price of S\$0.10 for each new share on the basis of one warrant for every one existing ordinary share in the capital of the Company. The exercise price and the number of warrants held by each warrant holder may be adjusted under certain terms and conditions being met. The warrants have expired at 5.00 pm on 2 April 2012.

As at 2 April 2012, 952,282 warrants were converted to 952,282 new ordinary shares of the Company, this bringing total of issued share capital to 351,220,223 ordinary shares excluding treasury shares (as at 31 March 2012: 350,267,941 ordinary shares).

As at 2 April 2012, 425,229 outstanding warrants, which have not been exercised, have lapsed, and these warrants have ceased to be valid at 5.00 pm on 2 April 2012.

On 6 August 2012, the Company allotted and issued 35,223,084 bonus shares (comprising 34,823,084 new shares and 400,000 treasury shares) pursuant to the Bonus Issue.

During 3QFY2013, the Company acquired 1,485,000 (3QFY2012: nil) ordinary shares by way of market purchases on the Singapore Exchange and held as treasury shares.

On 2 October 2012, the Company cancelled 4,000,000 treasury shares to enhance shareholders' value. As at 31 December 2012, 4,101,000 treasury shares were held by the Company.

The total number of issued shares excluding treasury shares as at 31 December 2012 were 379,353,307 shares (as at 31 December 2011: 346,456,920 shares).

**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.**

<b>Total number of issued shares excluding treasury shares:</b>	<u>Number of shares</u>
<b>Balance as at 31 March 2011 and 1 April 2011</b>	
- Ordinary Shares	342,119,468
- Warrants	10,370,532
Issue of new shares upon exercising of warrants during the financial year ended 31 March 2012 (FY2012)	
- Ordinary Shares	8,993,021
- Warrants	(8,993,021)
Issue of new shares pursuant to scrip dividend scheme	
- Ordinary Shares	166,452
Purchase of treasury shares	
- Ordinary Shares	(1,011,000)
<b>Balance as at 31 March 2012 and 1 April 2012</b>	
- Ordinary Shares	350,267,941
- Warrants	1,377,511
during the 1st quarter FY2013	
Issue of new shares upon exercising of warrants	
- Ordinary Shares	952,282
- Warrants	(952,282)
Purchase of treasury shares	
- Ordinary Shares	(1,489,000)
during the 2nd quarter FY2013	
Purchase of treasury shares	
- Ordinary Shares	(3,716,000)
Bonus shares issued on 6 August 2012	
- Ordinary Shares to public shareholders	35,223,084
- Ordinary Shares as treasury shares	(400,000)
during the 3rd quarter FY2013	
Purchase of treasury shares	
- Ordinary Shares	(1,485,000)
<b>Balance as at 31 December 2012</b>	
- Ordinary Shares	379,353,307

The total number of treasury shares held by the Company as at 31 December 2012 was 4,101,000 (as at 31 March 2012: 1,011,000).

SHARE CAPITAL

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

	No. of treasury shares Nine Months Ended
	<u>31.12.2012</u>
<b>Balance as at 31 March 2012 and 1 April 2012</b>	<b>1,011,000</b>
Purchase of treasury shares	6,690,000
Bonus shares issued on 6 August 2012 as treasury shares	400,000
Cancellation of shares held in treasury	(4,000,000)
<b>Balance as at 31 December 2012</b>	<b><u>4,101,000</u></b>

AUDIT

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 by the Company's auditors.

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

Not applicable.

ACCOUNTING POLICIES

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

The financial statements have been prepared in accordance with the same accounting policies and methods of computation adopted in the most recently financial statements for the audited financial year ended 31 March 2012.

5 If there are any changes in the accounting policies and methods 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 adoption of the new/revised FRS and INT FRS is currently assessed to have no significant impact on the financial position and the results of the current year and prior year of the Group.

EARNINGS PER SHARE

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:

	GROUP		GROUP	
	Third Quarter Ended		Nine Months Ended	
	31.12.2012	31.12.2011	31.12.2012	31.12.2011
	(cents)	(cents)	(cents)	(cents)
a) On a basic basis	2.22	0.84	6.08	3.11
b) On a fully diluted basis	2.22	0.84	6.08	3.08
	S\$'000	S\$'000	S\$'000	S\$'000
Group's profit for the financial period attributable to Owners of the Company used in the computation of basic EPS	8,121	2,911	22,276	10,693
Group's adjusted profit for the financial period attributable to Owners of the Company used in the computation of diluted EPS	8,121	2,911	22,276	10,693
Weighted average number of ordinary shares excluding treasury shares for computing basic EPS	366,471,664	345,206,746	366,471,664	344,026,741
Effect of dilution from warrants	-	2,718,751	-	2,954,350
Weighted average number of ordinary shares excluding treasury shares for computing diluted EPS	366,471,664	347,925,497	366,471,664	346,981,091

**EARNINGS PER SHARE**

- 6 Basic earnings per share ("EPS") amounts are calculated by dividing the Group's profit after taxation attributable to Owners of the Company by the weighted average number of ordinary shares taken into account the weighted average effect of changes in treasury shares transactions during the financial period.

Diluted EPS is calculated based on the Group's profit for the financial period attributable to Owners of the Company divided by the weighted average number of ordinary shares taken into account the weighted average effect of changes in treasury shares transactions during the financial period in issue adjusted for the effects of all the dilutive potential ordinary shares, being the outstanding warrants.

**NET ASSET VALUE PER SHARE**

- 7 Net asset value (for the issuer and 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.

	GROUP		COMPANY	
	as at 31.12.2012	as at 31.03.2012	as at 31.12.2012	as at 31.03.2012
Net asset value per ordinary share (cents)	39.89	39.71	14.03	17.98
Issue share capital excluding treasury shares at the end of the period/year	379,353,307	350,267,941	379,353,307	350,267,941

**REVIEW OF THE PERFORMANCE OF THE GROUP**

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

**INCOME STATEMENT**

**3QFY2013 vs 3QFY2012**

**Revenue**

The Group has a total revenue of S\$52.2 million for the third quarter ended 31 December 2012 ("3QFY2013"), an increase of S\$21.7 million or 71.4% compared to S\$30.5 million registered in the corresponding financial period ended 31 December 2011 ("3QFY2012"). The increase was mainly due to the increase in revenue from the construction business of S\$19.8 million or 67.8% from S\$29.1 million in 3QFY2012 to S\$48.9 million in 3QFY2013 and sales of development property of S\$2.1 million in 3QFY2013 compared to none in 3QFY2012.

**Other income**

Other income decreased by S\$0.4 million from S\$1.4 million in 3QFY2012 to S\$1.0 million in 3QFY2013. The decrease was mainly due to other income from investment property in the People's Republic of China ("PRC").

## REVIEW OF THE PERFORMANCE OF THE GROUP

### INCOME STATEMENT

#### Operating expenses

Cost of construction increased by S\$19.1 million or 87.6% from S\$21.9 million in 3QFY2012 to S\$41.0 million in 3QFY2013 mainly due to the increase in revenue for construction business and development property business.

Personnel expenses increased by S\$3.1 million or 142.8% from S\$2.2 million in 3QFY2012 to S\$5.3 million in 3QFY2013 mainly due to increase in salaries and wages for staff and workers, increase in provision of bonuses as well as other expenses such as CPF contribution, staff & workers training, workers levies and workers accommodation.

Finance costs increased in 3QFY2013 as compared to 3QFY2012 with the increase in gearing.

Other operating expenses decreased by S\$0.4 million or 18.4% from S\$2.2 million in 3QFY2012 to S\$1.8 million in 3QFY2013 mainly due to decrease in provision for anticipated losses on construction projects.

Share of results of associates increased by S\$5.2 million from a loss of S\$0.5 million in 3QFY2012 to a profit of S\$4.7 million in 3QFY2013 mainly due to the contribution from the development property projects with significant increases in sales and higher recognition on percentage of construction completion on projects.

As a result of the above, the Group registered a net profit attributable to Owners of the company of S\$8.1 million in 3QFY2013 as compared to S\$2.9 million in 3QFY2012.

### 9MFY2013 vs 9MFY2012

#### Revenue

The Group has a total revenue of S\$164.7 million for the nine months ended 31 December 2012 ("9MFY2013"), an increase of S\$39.1 million or 31.1% compared to S\$125.6 million registered in the corresponding nine months period ended 31 December 2011 ("9MFY2012"). The increase was mainly due to the increase in revenue from the construction business of S\$46.5 million or 45.7% from S\$101.8 million in 9MFY2012 to S\$148.3 million in 9MFY2013. The increase was offset by an decrease in sales of development property of S\$7.4 million or 37.5% from S\$19.7 million in 9MFY2012 to S\$12.3 million in 9MFY2013.

#### Other income

Other income increased by S\$0.6 million from S\$2.7 million in 9MFY2012 to S\$3.3 million in 9MFY2013. The increase was mainly due to gain on sale of investment properties in the People's Republic of China ("PRC") and increase in interest income from associates.

#### Operating expenses

Cost of construction increased by S\$34.5 million or 35.1% from S\$98.5 million in 9MFY2012 to S\$133.0 million in 9MFY2013 mainly due to the increase in revenue for construction business, partly offset by the decrease in cost due to the decrease in revenue from development property business.

Personnel expenses increased by S\$3.0 million or 46.1% from S\$6.6 million in 9MFY2012 to S\$9.6 million in 9MFY2013 mainly due to increase in salaries and wages for staff and workers, increase in provision of bonuses as well as other expenses such as CPF contribution, staff & workers training, workers levies and workers accommodation.

Other operating expenses increased by S\$0.9 million or 20.8% from S\$4.2 million in 9MFY2012 to S\$5.1 million in 9MFY2013 mainly due to increase in provision for anticipated losses on construction projects of S\$0.5 million and increase in sales tax of S\$0.2 million from the sale of investment properties in PRC and building maintenance of S\$0.2 million.

Share of results of associates increased by S\$10.2 million from a loss of S\$2.1 million in 9MFY2012 to a profit of S\$8.1 million in 9MFY2013 mainly due to the contribution from the development property projects with significant increases in sales and higher recognition on percentage of construction completion on projects.

As a result of the above, the Group registered a net profit attributable to Owners of the company of S\$22.3 million in 9MFY2013 as compared to S\$10.7 million in 9MFY2012.

## REVIEW OF THE PERFORMANCE OF THE GROUP

### STATEMENT OF FINANCIAL POSITION

#### Non-current assets

Property, plant and equipment ("PPE") decreased by S\$0.3 million from S\$10.6 million as at 31 March 2012 ("FY2012") compared to S\$10.3 million as at 31 December 2012 ("3QFY2013") due to depreciation of S\$1.4 million offset by new purchase of plant and equipment.

Interests in associates increased by S\$20.4 million from S\$65.7 million in FY2012 to S\$86.1 million in 3QFY2013 due to share of results of associates, additional investments in associates and additional loans to finance the development property projects, offset by foreign exchange translation.

Investment properties decreased by S\$4.6 million from S\$105.0 million in FY2012 to S\$100.4 million in 3QFY2013 mainly due to sale of investment properties in PRC and foreign exchange translation.

Trade receivables under non-current assets increased by S\$10.9 million from S\$4.8 million in FY2012 to S\$15.7 million in 3QFY2013, mainly due to additional retention sum receivables from on-going construction projects.

#### Current assets

Development property decreased by S\$4.5 million from S\$50.6 million in FY2012 to S\$46.1 million in 3QFY2013 as the increase in progress billing from sales was more than increase in cost incurred for the development during 3QFY2013.

Trade receivables under current assets decreased by S\$7.5 million from S\$28.2 million in FY2012 to S\$20.7 million in 3QFY2013. The decrease is due to a lesser amount of works done certified due for collection and retention sum to be released as at 3QFY2013 as compared to FY2012 based on the progress of construction projects. Other receivables and deposits increased by S\$0.3 million from S\$1.9 million in FY2012 to S\$2.2 million in 3QFY2013 with tender deposits returned.

Structured deposits of S\$2.0 million had matured during 3QFY2013.

With an increase in construction business and based on the progress of construction projects in 3QFY2013 as compared to FY2012, the construction work-in-progress in excess of progress billings increased by S\$4.0 million from S\$2.2 million in FY2012 to S\$6.2 million in 3QFY2013, progress billings in excess of the construction work-in-progress increased by S\$4.4 million from S\$4.3 million to S\$8.7 million in 3QFY2013.

#### Current liabilities

Trade payables under current liabilities increased by S\$0.8 million from S\$20.7 million in FY2012 to S\$21.5 million in 3QFY2013. The increase was mainly from the increase in billings from suppliers and subcontractors for construction projects which will be due for release of payments in the next 12 months as construction business has increased.

Other payables and accruals decreased by S\$4.3 million from S\$49.5 million in FY2012 to S\$45.2 million in 3QFY2013, mainly due to lesser accruals made for construction projects in progress.

#### Non-current liabilities

Trade payables under non-current liabilities increased by S\$3.9 million from S\$1.4 million in FY2012 to S\$5.3 million in 3QFY2013. The increase was mainly from increase in retention sum from subcontractors for construction projects as construction activities have increased.

#### Total borrowings

Total borrowings increased by S\$9.6 million from S\$75.5 million in FY2012 to S\$85.1 million in 3QFY2013, mainly due to the increase in use of bills payable to banks of S\$14.1 million, partially offset by the decrease in net bank term loans of S\$4.0 million, repayment of finance lease obligations of S\$0.5 million.

## REVIEW OF THE PERFORMANCE OF THE GROUP

### STATEMENT OF CASH FLOWS

Net cash flows generated from operating activities of S\$18.2 million during 9MFY2013 mainly arose from operating cash flows before changes in working capital of S\$17.8 million, decrease in working capital of S\$1.5 million and interest income received of S\$1.7 million, offset by payment made for income taxes of S\$3.0 million and exchange differences of S\$0.2 million.

Net cash flows used in investing activities of S\$8.6 million during 9MFY2013 mainly arose from increases in amounts due from associates of S\$11.4 million, additional investments in associates of S\$1.2 million, purchase of investment properties of S\$0.4 million and purchase of plant and equipment of S\$1.0 million, offset by net proceeds from sale of investment properties of S\$3.4 million, and decrease in structured deposits of S\$2.0 million.

Net cash flows used in financing activities of S\$2.4 million during 3QFY2013 mainly arose from dividends paid of S\$7.5 million, net repayment of bank term loans of S\$3.7 million, increase in pledged fixed deposits placed with local banks of S\$2.0 million, interest payment of S\$1.1 million, purchase of treasury shares of S\$1.7 million, and repayment of lease obligations of S\$0.5 million, offset by increase in use of bills payable to banks of S\$14.1 million.

With the above mentioned, net increase in cash and cash equivalents during 9MFY2013 was S\$7.2 million.

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

There was no forecast or any prospect statement previously disclosed to shareholders.

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

According to Building and Construction Authority ("BCA") forecasts released in mid January 2013, taking into consideration on the recent market developments, that total construction demand in 2013 is likely to be between S\$26.0 billion and S\$32.0 billion. The public sector demand is expected to strengthen significantly, contributing about 53% of the industry demand to between S\$14.0 billion and S\$17.0 billion with stronger public housing and infrastructure construction works. BCA expects private sector construction demand may moderate to between S\$12.0 billion and S\$15.0 billion in year 2013 in light of slower domestic economic growth and continued global economic uncertainties as private sector may take a more cautious stance in term of new construction investments.

Unemployment rate in Singapore decreased slightly in the December quarter to 1.8% after seasonal adjustment and the annual average unemployment rate remained at a low of 2.0% for the whole year of 2012. The labor market condition in Singapore remained tight as local employment rose faster in 2012 while growth in foreign workers moderated due to tightening in foreign manpower control according to recent report from the Ministry of Manpower ("MOM").

In view of the above mentioned, the Company noted the challenges ahead on the construction industry of Singapore such as shortage on labour and equipment, rising competition, uncertainties of material prices and rising costs of operation. As at 31 January 2013, the Group has an order book on construction projects of approximately S\$461.0 million.

Singapore property market remain stable on the back of strong demand. A new package of property cooling measures was introduced with effect from January 2013 designed to calm the market which include higher's stamp duty, tighter loan-to-value limits, higher minimum cash downpayment for second and subsequent housing loans, as well as an introduction of seller's stamp duty for industrial properties.

While the above cooling measures may resulted in a cooling of the property market. The launched development property projects under the Group were well received in general with sales either in line with or achieved better than expectation. These projects have commenced construction and contributed to the net profit of the Group in the nine months period ended 31 December 2012. Nevertheless, in view of uncertainties in the macroeconomic climate as well as potential government measures to curb excessive property price hikes. The Company will exercise prudence in the evaluation of each opportunity before embarking on any new acquisition or investment in development property projects.

In view of the above, the Group is cautiously optimistic on the outlook of its construction and development business in Singapore. Barring unforeseen circumstances, the Group expects to remain profitable in FY2013.



## DIVIDENDS

### 11 (a) Current financial period reported on

Any dividend declared for the current financial period reported on? **No**

### 11 (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.

Not applicable.

### 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 from shareholders for Interested Person Transactions (IPTs).

## NEGATIVE ASSURANCE

### 14 Negative assurance confirmation on the third quarter and nine months financial results pursuant to Rule 705(5) of the Listing Manual of SGX-ST.

On behalf of the Board of Directors of the Company, we, the undersigned, do 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 unaudited financial statements of the Group and the Company for the third quarter and nine months ended 31 December 2012 to be false or misleading in any material aspect.

**For and on behalf of the Board of Directors,  
By Order of the Board**

Choo Chee Onn  
Executive Chairman and Managing Director

Lim Kee Seng  
Executive Director

7 February 2013