



## **KSH Holdings Limited**

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

**UNAUDITED FULL YEAR FINANCIAL STATEMENTS  
& DIVIDEND ANNOUNCEMENT FOR THE  
YEAR ENDED  
31ST MARCH 2015**

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**

	YEAR ENDED		increase/ (decrease)
	31.03.2015	31.03.2014	
		(re-stated)	
	S\$'000	S\$'000	%
<b>REVENUE</b>			
Project revenue	239,911	285,677	(16.0)
Rental income from investment properties	6,180	6,294	(1.8)
	<b>246,091</b>	<b>291,971</b>	(15.7)
Other income	13,050	9,415	38.6
Cost of construction	(213,969)	(258,895)	(17.4)
Personnel expenses	(11,062)	(9,055)	22.2
Depreciation of property, plant and equipment	(1,866)	(1,760)	6.0
Finance costs	(6,091)	(3,198)	90.5
Other operating expenses	(6,541)	(6,290)	4.0
	(239,529)	(279,198)	(14.2)
<b>Profit from operations before share of results of associates and joint ventures</b>	<b>19,612</b>	<b>22,188</b>	(11.6)
Share of results of associates	26,488	27,658	(4.2)
Share of results of joint ventures	(237)	492	nm
<b>Profit before taxation</b>	<b>45,863</b>	<b>50,338</b>	(8.9)
Tax expense	(3,796)	(4,382)	(13.4)
<b>Net profit for the financial year</b>	<b>42,067</b>	<b>45,956</b>	(8.5)
<b>Attributable to:</b>			
- Owners of the Company	41,655	44,790	(7.0)
- Non-controlling interests	412	1,166	(64.7)
	<b>42,067</b>	<b>45,956</b>	(8.5)

nm: not meaningful

1 (a) (i) STATEMENT OF COMPREHENSIVE INCOME

	GROUP		
	YEAR ENDED		increase/ (decrease)
	31.03.2015	31.03.2014	
	S\$'000	S\$'000	
<b>Net profit for the financial year</b>	<b>42,067</b>	<b>45,956</b>	(8.5)
<b>Other comprehensive income:</b>			
- Foreign currency translation	9,848	2,762	nm
<b>Other comprehensive income for the financial year, net of tax</b>	<b>9,848</b>	<b>2,762</b>	nm
<b>Total comprehensive income for the financial year</b>	<b>51,915</b>	<b>48,718</b>	6.6
<b>Total comprehensive income attributable to:</b>			
- Owners of the Company	49,307	46,907	5.1
- Non-controlling interests	2,608	1,811	44.0
	<b>51,915</b>	<b>48,718</b>	6.6

nm: not meaningful

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

	GROUP		
	YEAR ENDED		
	31.03.2015	31.03.2014	increase/ (decrease)
	S\$'000	S\$'000	%
The Group's profit before taxation is arrived at after crediting/(charging) the following:		(re-stated)	
Interest income	9,981	2,676	nm
Allowance for doubtful debts	(40)	(70)	(42.9)
Gain on fair value adjustments of investment properties	1,292	4,022	(67.9)
Amortisation of club membership	(2)	(2)	-
Amortisation of issuance costs on term notes	(500)	(182)	nm
Fair value loss on structured deposits	(69)	(46)	50.0
Gain on sale of plant and equipment	25	57	(56.1)
Loss on sale of investment properties	(60)	-	nm
Foreign exchange (loss)/gain, net	(246)	54	nm
Interest expense	(6,023)	(3,089)	95.0
Profit after taxation before non-controlling interests as a percentage of turnover	17.09%	15.74%	8.6
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 March 2014 and 31 March 2015	16.45%	20.62%	(20.2)

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**

	<b>GROUP</b>		<b>COMPANY</b>	
	<b>31.03.2015</b>	<b>31.03.2014</b> (re-stated)	<b>31.03.2015</b>	<b>31.03.2014</b>
	<b>S\$'000</b>	<b>S\$'000</b>	<b>S\$'000</b>	<b>S\$'000</b>
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	9,740	10,088	-	-
Investments in subsidiaries	-	-	16,791	57,516
Interests in associates	142,521	127,645	-	-
Interests in joint ventures	49,007	14,794	-	-
Investment properties	131,713	117,233	-	-
Amount due from a minority shareholder of a subsidiary (non-trade)	2,486	2,259	-	-
Amounts due from subsidiaries (non-trade)	-	-	137,094	81,476
Trade receivables	10,290	15,418	-	-
Club membership	42	44	-	-
Other investments	725	1	-	-
Structured deposits	987	1,056	-	-
	<b>347,511</b>	<b>288,538</b>	<b>153,885</b>	<b>138,992</b>
<b>Current assets</b>				
Inventory	2	2	-	-
Trade receivables	48,724	32,371	-	-
Other receivables and deposits	1,456	1,343	23	20
Prepayments	408	415	64	70
Construction work-in-progress in excess of progress billings	6,837	13,407	-	-
Fixed deposits	82,431	126,297	12,063	31,228
Cash and bank balances	12,693	12,174	742	1,778
	<b>152,551</b>	<b>186,009</b>	<b>12,892</b>	<b>33,096</b>
<b>LIABILITIES</b>				
<b>Current liabilities</b>				
Trade payables	25,447	17,580	-	-
Other payables and accruals	61,165	61,071	4,402	4,433
Deferred income	306	276	-	-
Finance lease obligations	110	-	-	-
Provision for income tax	1,729	2,726	37	19
Progress billings in excess of construction work-in-progress	13,554	8,758	-	-
Bank term loans, secured	8,033	9,132	6,000	6,000
Bills payable to banks, secured	1,438	24,466	-	-
	<b>111,782</b>	<b>124,009</b>	<b>10,439</b>	<b>10,452</b>
<b>Net current assets</b>	<b>40,769</b>	<b>62,000</b>	<b>2,453</b>	<b>22,644</b>

STATEMENT OF FINANCIAL POSITION

	GROUP		COMPANY	
	31.03.2015	31.03.2014 (restated)	31.03.2015	31.03.2014
	S\$'000	S\$'000	S\$'000	S\$'000
<b>Non-current liabilities</b>				
Trade payables	3,628	7,792	-	-
Other payables and accruals	339	543	-	-
Amounts due to subsidiaries (non-trade)	-	-	4,444	1,887
Finance lease obligations	434	-	-	-
Bank term loans, secured	11,796	10,892	-	-
Term notes, unsecured	74,432	73,931	74,432	73,931
Deferred tax liabilities	20,690	18,604	-	-
	<u>111,319</u>	<u>111,762</u>	<u>78,876</u>	<u>75,818</u>
<b>NET ASSETS</b>	<b><u>276,961</u></b>	<b><u>238,776</u></b>	<b><u>77,462</u></b>	<b><u>85,818</u></b>
<b>EQUITY</b>				
<b>Equity attributable to Owners of the Company</b>				
Share capital	50,915	50,915	50,915	50,915
Treasury shares	(851)	-	(851)	-
Translation reserve	9,500	1,848	-	-
Accumulated profits	190,686	161,461	25,242	32,747
Other reserves	3,032	3,033	2,156	2,156
	<u>253,282</u>	<u>217,257</u>	<u>77,462</u>	<u>85,818</u>
Non-controlling interests	23,679	21,519	-	-
<b>TOTAL EQUITY</b>	<b><u>276,961</u></b>	<b><u>238,776</u></b>	<b><u>77,462</u></b>	<b><u>85,818</u></b>

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

<b>The amount repayable in one year or less, or on demand</b>			
<b>At 31.03.2015</b>		<b>At 31.03.2014</b>	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
9,581	-	33,598	-

<b>The amount repayable after one year</b>			
<b>At 31.03.2015</b>		<b>At 31.03.2014</b>	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
12,230	74,432	10,892	73,931

**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	
	YEAR ENDED	
	31.03.2015	31.03.2014
	S\$'000	(re-stated) S\$'000
<b>Operating activities</b>		
Profit before taxation	45,863	50,338
<b>Adjustments:</b>		
Depreciation of property, plant and equipment	1,866	1,760
Amortisation of club membership	2	2
Amortisation of issuance costs on term notes	500	182
Gain on sale of plant and equipment	(25)	(57)
Loss on sale of investment properties	60	-
Gain on fair value adjustments of investment properties	(1,292)	(4,022)
Fair value loss on structured deposits	69	46
Allowance for doubtful debts	40	70
Interest expense	6,023	3,089
Interest income	(9,981)	(2,676)
Share of results of associates	(26,488)	(27,658)
Share of results of joint ventures	237	(492)
<b>Operating cash flows before changes in working capital</b>	<b>16,874</b>	<b>20,582</b>
(Increase)/decrease in:		
Inventory	-	(1)
Trade and other receivables, deposits and prepayments	(11,294)	(7,911)
Construction work-in-progress, net	11,366	(5,138)
(Decrease)/increase in:		
Trade and other payables and accruals	3,543	16,379
Deferred income	30	221
<b>Cash flows generated from operations</b>	<b>20,519</b>	<b>24,132</b>
Income taxes paid	(4,299)	(4,367)
Interest income received	9,981	2,676
Exchange differences	1,138	509
<b>Net cash flows generated from operating activities</b>	<b>27,339</b>	<b>22,950</b>
<b>Investing activities</b>		
Purchase of plant and equipment	(1,522)	(1,378)
Purchase of investment properties	(2,788)	(3,219)
Proceeds from sale of plant and equipment	46	75
Proceeds from sale of investment properties	84	-
Investments in associates	-	(4,737)
Loans due from associates, net	(10,428)	1,566
Dividends received from an associate	22,050	-
Loans due from joint ventures, net	(34,451)	8,233
Loan due from an investee company	(724)	-
<b>Net cash flows (used in)/generated from investing activities</b>	<b>(27,733)</b>	<b>540</b>
<b>Financing activities</b>		
Dividends paid	(12,879)	(10,342)
Purchase of treasury shares	(851)	-
Proceeds from term notes	-	73,749
Proceeds from bank term loans	2,997	2,109
Repayment of bank term loans	(3,993)	(609)
Repayment of bills payable to banks	(23,028)	(17,492)
Interest paid	(6,023)	(3,089)
Proceeds from lease obligations	544	-
Repayment of lease obligations	-	(18)
Increase in pledged fixed deposits	(58)	(69)
Acquisition of non-controlling interests	-	(1,890)
<b>Net cash flows (used in)/generated from financing activities</b>	<b>(43,291)</b>	<b>42,349</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>(43,685)</b>	<b>65,839</b>
Effect of exchange rate changes on cash and cash equivalents	280	(287)
<b>Cash and cash equivalents at beginning of financial year</b>	<b>122,457</b>	<b>56,905</b>
<b>Cash and cash equivalents at end of financial year (Note A)</b>	<b>79,052</b>	<b>122,457</b>
<b>Note A: Cash and cash equivalents at end of financial year comprise:</b>		
	<b>31.03.2015</b>	<b>31.03.2014</b>
	<b>S\$'000</b>	<b>S\$'000</b>
Cash and bank balances**	12,693	12,174
Fixed deposits	82,431	126,297
	95,124	138,471
Less: Pledged fixed deposits	(16,072)	(16,014)
Cash and cash equivalents	79,052	122,457

\*\* The Group's cash and bank balances earn interest at floating rates based on daily bank deposit rates.



UNAUDITED FULL YEAR FINANCIAL STATEMENTS AND DIVIDEND ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 2015

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							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	Non-controlling interests S\$'000	
<b>At 1 April 2013</b>	<b>50,915</b>	-	(269)	126,767	2,989	180,402	21,888	<b>202,290</b>
<b>Net profit for the financial year</b>	-	-	-	44,790	-	44,790	1,166	45,956
<u>Other comprehensive income</u>								
Foreign currency translation	-	-	2,117	-	-	2,117	645	2,762
Other comprehensive income for the financial year	-	-	2,117	-	-	2,117	645	2,762
Total comprehensive income for the financial year	-	-	2,117	44,790	-	46,907	1,811	48,718
<u>Contributions by and distributions to owners</u>								
Acquisition of non-controlling interests without a change in control	-	-	-	-	(107)	(107)	(1,783)	(1,890)
Interim and final tax-exempt dividends on ordinary shares	-	-	-	(9,945)	-	(9,945)	-	(9,945)
Dividends paid to non-controlling interests	-	-	-	-	-	-	(397)	(397)
Transfer to other reserves	-	-	-	(151)	151	-	-	-
Total contributions by and distributions to owners	-	-	-	(10,096)	44	(10,052)	(2,180)	(12,232)
<b>At 31 March 2014</b>	<b>50,915</b>	-	<b>1,848</b>	<b>161,461</b>	<b>3,033</b>	<b>217,257</b>	<b>21,519</b>	<b>238,776</b>
<b>At 1 April 2014</b>	<b>50,915</b>	-	<b>1,848</b>	<b>161,461</b>	<b>3,033</b>	<b>217,257</b>	<b>21,519</b>	<b>238,776</b>
<b>Net profit for the financial year</b>	-	-	-	41,655	-	41,655	412	42,067
<u>Other comprehensive income</u>								
Foreign currency translation	-	-	7,652	-	-	7,652	2,196	9,848
Other comprehensive income for the financial year	-	-	7,652	-	-	7,652	2,196	9,848
Total comprehensive income for the financial year	-	-	7,652	41,655	-	49,307	2,608	51,915
<u>Contributions by and distributions to owners</u>								
Interim & final tax-exempt dividends on ordinary shares	-	-	-	(12,431)	-	(12,431)	-	(12,431)
Dividends paid to non-controlling interests	-	-	-	-	-	-	(448)	(448)
Purchase of treasury shares	-	(851)	-	-	-	(851)	-	(851)
Transfer to other reserves	-	-	-	1	(1)	-	-	-
Total contributions by and distributions to owners	-	(851)	-	(12,430)	(1)	(13,282)	(448)	(13,730)
<b>At 31 March 2015</b>	<b>50,915</b>	<b>(851)</b>	<b>9,500</b>	<b>190,686</b>	<b>3,032</b>	<b>253,282</b>	<b>23,679</b>	<b>276,961</b>

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

COMPANY	Share capital S\$'000	Treasury shares S\$'000	Accumulated profits S\$'000	Other reserves S\$'000	Total equity S\$'000
<b>At 1 April 2013</b>	<b>50,915</b>	-	<b>14,267</b>	<b>2,156</b>	<b>67,338</b>
<b>Net profit for the financial year</b>	-	-	28,425	-	28,425
Total comprehensive income for the financial year	-	-	28,425	-	28,425
<u>Contributions by and distributions to owners</u>					
Interim and final tax-exempt dividends on ordinary shares	-	-	(9,945)	-	(9,945)
Total contributions by and distributions to owners	-	-	(9,945)	-	(9,945)
<b>At 31 March 2014</b>	<b>50,915</b>	-	<b>32,747</b>	<b>2,156</b>	<b>85,818</b>
<b>At 1 April 2014</b>	<b>50,915</b>	-	<b>32,747</b>	<b>2,156</b>	<b>85,818</b>
<b>Net profit for the financial year</b>	-	-	4,926	-	4,926
Total comprehensive income for the financial year	-	-	4,926	-	4,926
<u>Contributions by and distributions to owners</u>					
Interim and final tax-exempt dividends on ordinary shares	-	-	(12,431)	-	(12,431)
Purchase of treasury shares	-	(851)	-	-	(851)
Total contributions by and distributions to owners	-	(851)	(12,431)	-	(13,282)
<b>At 31 March 2015</b>	<b>50,915</b>	<b>(851)</b>	<b>25,242</b>	<b>2,156</b>	<b>77,462</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.**

During FY2015, the Company acquired 1,637,000 (FY2014: nil) ordinary shares by way of market purchases on the Singapore Exchange and held as treasury shares.

The total number of issued shares as at 31 March 2015 was 412,716,307 shares excluding treasury shares (as at 31 March 2014 was 414,353,307 shares excluding treasury 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 2014 and 30 September 2014</b>	
- Ordinary Shares	414,353,307
during the 3rd quarter FY2015	
Purchase of treasury shares	
- Ordinary Shares	(1,448,000)
during the 4th quarter FY2015	
Purchase of treasury shares	
- Ordinary Shares	(189,000)
<b>Balance as at 31 March 2015</b>	
- Ordinary Shares	412,716,307

The total number of treasury shares held by the Company as at 31 March 2015 was 1,637,000 (as at 31 March 2014: nil).

**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.**

There were no sales, transfers, disposals, cancellation and/or use of treasury shares during the period ended 31 March 2015.

**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 2014, except for the adoption of accounting standards (including its consequential amendments) and interpretations applicable for the financial period beginning 1 April 2014.

**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.**

FRS 111 Joint Arrangements and Revised FRS 28 Investments in Associates and Joint Ventures

FRS 111 Joint Arrangements and Revised FRS 28 Investments in Associates and Joint Ventures are effective for financial periods beginning on or after 1 January 2014.

**ACCOUNTING POLICIES (Cont'd)**

- 5 FRS 111 classifies joint arrangements either as joint operations or joint ventures. Joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets and obligations for the liabilities of the arrangement whereas joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

FRS 111 requires the determination of joint arrangement's classification to be based on the parties' rights and obligations under the arrangement, with the existence of a separate legal vehicle no longer being the key factor. FRS 111 disallows proportionate consolidation and requires joint ventures to be accounted for using the equity method. The revised FRS 28 was amended to describe the application of equity method to investments in joint ventures in addition to associates.

Management has assessed the impact of the above change in accounting standards on the Group's financial, and as a result, equity accounting for a joint venture company - Phileap Pte. Ltd. (25%) has been applied in accordance with FRS 111 and revised FRS 28. The change has been applied retrospectively, and accordingly, the financial statements for the comparative year have been restated.

FRS 112 Disclosure of Interests in Other Entities is effective for financial periods beginning on or after 1 January 2014.

FRS 112 is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles. FRS 112 requires an entity to disclose information that helps users of its financial statements to evaluate the nature and risks associated with its interests in other entities and the effects of those interests on its financial statements. As this is a disclosure standard, it will have no impact to the financial position and financial performance of the Group when applied in 2014.

The effects on the Financial Statements for the adoption of the Amendments to FRS 111 are as follows:

<u>Increase/(decrease) in:</u> <u>Statement of Financial Position</u>	<b>GROUP</b> <b>31.03.2014</b> <b>S\$'000</b>
<b>Non-current assets</b>	
Interests in a joint venture	14,793
Investment properties	1,041
	15,834
<b>Current assets</b>	
Development property	(39,849)
Other receivables and deposits	(9)
Fixed deposits	(2,875)
Cash and bank balances	(1,074)
	(43,807)
<b>Current liabilities</b>	
Trade payables	(908)
Other payables and accruals	(170)
Bank term loans, secured	(26,895)
	(27,973)
<b>Net current assets</b>	<b>(15,834)</b>
<b>NET ASSETS</b>	<b>-</b>
	<b>GROUP</b> <b>YEAR ENDED</b> <b>31.03.2014</b> <b>S\$'000</b>
<u>Income Statement/Statement of Comprehensive Income</u>	
(Decrease)/increase in:	
Revenue	(32,511)
Other income	(49)
Cost of construction	(31,942)
Finance costs	(37)
Other operating expenses	(89)
Share of results of joint venture	(492)
<b>Net profit for the financial year</b>	<b>-</b>
<u>Statement of Cash Flows</u>	
(Decrease)/increase in:	
Operating activities	(3,080)
Investing activities	6,892
Financing activities	788
Net increase in Cash and cash equivalents at end of the financial year	4,600

**ACCOUNTING POLICIES (Cont'd)**

**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 YEAR ENDED	
	31.03.2015	31.03.2014
	(cents)	(cents)
a) On a basic basis	10.09	10.81
b) On a fully diluted basis	10.09	10.81
	<b>S\$'000</b>	<b>S\$'000</b>
Group's profit for the financial year attributable to Owners of the Company used in the computation of basic and diluted EPS	41,655	44,790
Weighted average number of ordinary shares excluding treasury shares for computing basic and diluted EPS	412,716,307	414,353,307

**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 31.03.2015	as at 31.03.2014	as at 31.03.2015	as at 31.03.2014
Net asset value per ordinary share (cents)	61.37	52.43	18.77	20.71
Issue share capital excluding treasury shares at the end of the year	412,716,307	414,353,307	412,716,307	414,353,307

**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**

**FY2015 vs FY2014**

**Revenue**

The Group has a total revenue of S\$246.1 million for the financial year ended 31 March 2015 ("FY2015"), a decrease of S\$45.9 million or 15.7% compared to S\$292.0 million registered in the corresponding financial year ended 31 March 2014 ("FY2014"). The decrease was mainly due to the decrease in revenue from the construction business of S\$45.8 million or 16.0% from S\$285.7 million in FY2014 to S\$239.9 million in FY2015.

## REVIEW OF THE PERFORMANCE OF THE GROUP

### INCOME STATEMENT

#### FY2015 vs FY2014

##### Other income

Other income increased by S\$3.7 million or 38.6% from S\$9.4 million in FY2014 to S\$13.1 million in FY2015. The increase was mainly due to increase in interest income of S\$7.3 million, offset by gain on fair value adjustments of investment properties of S\$2.7 million, decrease in exchange gain of S\$0.3 million, decrease in management fees from associates of S\$0.3 million and decrease in other income relating to construction business of S\$0.2 million.

##### Operating expenses

Cost of construction decreased by S\$44.9 million or 17.4% from S\$258.9 million in FY2014 to S\$214.0 million in FY2015. The decrease was in line with the decrease in revenue for construction business.

Personnel expenses increased by S\$2.0 million or 22.2% from S\$9.1 million in FY2014 to S\$11.1 million in FY2015 mainly due to increase in bonuses of S\$1.4 million and increase in salaries, allowances, CPF contribution and foreign levies for staff and workers of S\$0.8 million, partially offset by the savings in workers' accommodation costs of S\$0.4 million with the completion of a workers dormitory.

There were no significant differences in depreciation of property, plant and equipment and other operating expenses between FY2015 and FY2014.

Finance costs increased by S\$2.9 million or 90.5% from S\$3.2 million in FY2014 to S\$6.1 million FY2015 mainly due to the term notes issued in November 2013 and increase in interest rates.

Share of results of associates and joint ventures decreased by S\$1.9 million or 6.7% from S\$28.2 million in FY2014 to S\$26.3 million in FY2015, mainly due to both lesser sales and percentage of completion recognised on the development property projects in Singapore which had been completed during FY2015. The decrease was mitigated by an increase in profit recognition from the increasing progress in ongoing development projects and additional contribution from new investment in Prudential Tower.

Tax expense decreased by S\$0.6 million or 13.4% from S\$4.4 million in FY2014 to S\$3.8 million in FY2015 with the decrease in profit from operations before share of results of associates and joint ventures. The effective tax rate of the Group in FY2015 was lower than FY2014 due to the decrease in expenses incurred.

As a result of the above, the Group registered a decrease of net profit attributable to Owners of the company of S\$3.1 million or 7.0% from S\$44.8 million in FY2014 to S\$41.7 million in FY2015.

### STATEMENT OF FINANCIAL POSITION

#### Non-current assets

Property, plant and equipment ("PPE") decreased by S\$0.4 million from S\$10.1 million as at 31 March 2014 ("FY2014") as compared to S\$9.7 million as at 31 March 2015 ("FY2015") due to depreciation offset by new purchase of plant and equipment during the FY2015.

Interests in associates increased by S\$14.9 million from S\$127.6 million in FY2014 to S\$142.5 million in FY2015 due to share of results of associates and additional loans to associates to finance the development property projects.

Interests in joint ventures increased by S\$34.2 million from S\$14.8 million in FY2014 to S\$49.0 million in FY2015 due to additional loans to joint ventures to finance the development property project offset by share of results of joint ventures.

Investment properties increased by S\$14.5 million from S\$117.2 million in FY2014 to S\$131.7 million in FY2015 mainly due to gain on fair value adjustments of investment properties and additional cost paid for the investment properties completed during FY2015 in Singapore as well as foreign exchange translation.

Trade receivables under non-current assets decreased by S\$5.1 million from S\$15.4 million in FY2014 to S\$10.3 million in FY2015, mainly due to decrease in retention sum receivables from ongoing and completed construction projects.

## REVIEW OF THE PERFORMANCE OF THE GROUP

### STATEMENT OF FINANCIAL POSITION

#### Current assets

Trade receivables under current assets increased by S\$16.3 million from S\$32.4 million in FY2014 to S\$48.7 million in FY2015 mainly due to the increase in amount of progress claims certified for construction projects in progress at the end of FY2015.

With a decrease in construction business and based on the progress of construction projects as at FY2015 as compared to FY2014, the construction work-in-progress in excess of progress billings decreased by S\$6.6 million from S\$13.4 million in FY2014 to S\$6.8 million in FY2015.

#### Current liabilities

Trade payables under current liabilities increased by S\$7.8 million from S\$17.6 million in FY2014 to S\$25.4 million in FY2015. The increase was mainly due to the increase in billings from suppliers and subcontractors which will be due for release of payments in the next 12 months for construction projects in progress, which were near completion as at end FY2015.

Based on the progress of construction projects in FY2015 as compared to FY2014, the progress billings in excess of the construction work-in-progress increased by S\$4.8 million from S\$8.8 million in FY2014 to S\$13.6 million in FY2015 for construction projects in accordance to the progress.

#### Non-current liabilities

Trade payables under non-current liabilities decreased by S\$4.2 million from S\$7.8 million in FY2014 to S\$3.6 million in FY2015. The decrease was mainly from decrease in retention sums from subcontractors for construction projects in progress as at end of FY2015.

#### Total Group's borrowings

Total borrowings decreased by S\$22.2 million from S\$118.4 million in FY2014 to S\$96.2 million in FY2015, mainly due to the decrease in use of bills payable to banks of S\$23.0 million, partially offset by the increase in finance lease obligations of S\$0.5 million.

### STATEMENT OF CASH FLOWS

Net cash flows generated from operating activities of S\$27.3 million during FY2015 mainly arose from operating cash flows before changes in working capital of S\$16.9 million, increase in working capital of S\$3.6 million and interest income received of S\$10.0 million and exchange differences of S\$1.1 million, offset by payment made for income taxes of S\$4.3 million.

Net cash flows used in investing activities of S\$27.7 million during FY2015 mainly arose from increases in loans due from associates of S\$15.5 million, joint ventures of S\$29.3 million and an investee company of S\$0.7 million, purchase of investment properties of S\$2.8 million and purchase of plant and equipment of S\$1.5 million, offset by dividends received from an associate of S\$22.1 million.

Net cash flows used in financing activities of S\$43.3 million during FY2015 mainly arose from dividends payment of S\$12.9 million, interest payment of S\$6.0 million, net repayment of bank term loans of S\$1.0 million and repayment of bills payable to banks of S\$23.0 million and purchase of treasury shares of S\$0.9 million.

With the above mentioned, net decrease in cash and cash equivalents during FY2015 was S\$43.7 million.

## REVIEW OF THE PERFORMANCE OF THE GROUP

**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. The actual results in FY2015 is in line with the commentary made on 11 February 2015 in paragraph 10 of the third quarter and nine months financial period results announcement for 3QFY2015.

**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.**

As per the recent announcement released by the Ministry of Trade and Industry ("MTI"), the Singapore economy grew 2.6% on a year-on-year basis in the first quarter of this year and has maintained its forecasted full year GDP growth of 2% to 4% for this year.

According to MTI, the construction sector expanded by 3.1% on a year-on-year basis in the first quarter of this year driven by a pick-up in private sector construction activities. Singapore Building and Construction Authority ("BCA") estimated that the construction demand in year 2015 is likely to remain strong at between S\$29 billion and S\$36 billion due to public sector construction projects.

Cost of construction and other operating costs are likely to continue the uptrend as a result of increasing manpower cost stemming from various foreign manpower tightening measures and labour shortage; higher cost on adoption of more advanced, productive systems and technologies as well as equipments; higher cost of regulatory compliance; hikes in financing cost and etc. However, the increase in cost is likely to be restrained by current stable prices of some key construction materials.

To ride on the promising outlook of the construction sector amid continual tightening of manpower supply, the Group shall continue to strive to raise productivity through technology adoption and innovative measures; training of workers and higher usage of equipment and tools with the assistance from Government grants.

Residential property market outlook remain challenging as private home prices fell 1% in the first quarter of this year according to the Urban Redevelopment Authority ("URA"). For the outlook of office property, although rental rate growth has moderated in the first quarter of 2015, the demand for prime grade office space remains positive with healthy business formations and positive economic growth in Singapore.

The Group has an order book on construction projects in Singapore of more than S\$420 million as at 20 April 2015.

Most of the Group's residential development and mixed development properties such as SkyGreen; Palacio; NeWest; and KAP & KAP Residences have already been completely or substantially sold with prices within or better than expectation and will continue to contribute to the Group's results as construction of these projects continue to progress for profit recognition. The construction of residential development project in Beijing, Liang Jing Ming Ju Phase 4 - Sequoia Mansion ( 靓景明居四期 - 红衫公馆 ), is expected to be completed in FY2016 and will contribute to the Group's results for the units sold.

The Group's joint venture investment in The Prudential Tower, a Grade A office building located at the Raffles Place precinct with almost full occupancy and good tenant mix given its prime location, will also continue to contribute to the results of the Group.

In view of the above and barring unforeseen circumstances, the Group is cautiously optimistic on the outlook of its performance in FY2016.



**REVIEW OF THE PERFORMANCE OF THE GROUP**

**DIVIDENDS**

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

Any dividend declared for the current financial period reported on? **Yes**

Name of Dividend Dividend Type Dividend Rate	(Tax Exempt 1-Tier)		
	Interim Ordinary Cash	Final Ordinary Cash	Total Cash
	1.25 cents per ordinary share	1.50 cents per ordinary share	2.75 cents per ordinary share

**(b) Corresponding Period of the Immediately Preceding Financial Year**

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

Name of Dividend Dividend Type Dividend Rate	(Tax Exempt 1-Tier)		
	Interim Ordinary Cash	Final Ordinary Cash	Total Cash
	1.25 cents per ordinary share	1.75 cents per ordinary share	3.0 cents per ordinary share

**(c) Date payable**

The date payable for the proposed final dividend will be announced at a later date.

**(d) Books closure date**

The Notice on the closure date of the Transfer Books and the Register of Members of the Company for the proposed final dividend will be announced at a later date.

**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).

**ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT**

14 Segmented revenue and results for business or geographical segments (of the Group) in the form presented in the issuer's most recently audited annual financial statements, with comparative information for the immediately preceding year.

**Business segments**

	GROUP				
	Construction	Property development and management	Others	Elimination	Total
<b>FY2015</b>	<b>S\$'000</b>	<b>S\$'000</b>	<b>S\$'000</b>	<b>S\$'000</b>	<b>S\$'000</b>
<b>REVENUE</b>					
- external sales	239,911	6,180	-	-	<u>246,091</u>
Segment results	17,450	3,118	(4,846)	-	15,722
Share of results of associates and joint ventures	-	26,127	124	-	26,251
Interest income	407	24	9,550	-	9,981
Finance costs	(382)	(474)	(5,235)	-	<u>(6,091)</u>
Profit/(loss) before taxation	17,475	28,795	(407)	-	45,863
Tax expense					(3,796)
Non-controlling interests					<u>(412)</u>
<b>Net profit attributable to Owners of the Company</b>					<u><b>41,655</b></u>
Segment assets	192,872	132,201	75,186	(91,725)	308,534
Interests in associates	-	137,263	5,258	-	142,521
Interests in joint ventures	-	49,007	-	-	<u>49,007</u>
<b>Total assets</b>					<u><b>500,062</b></u>
Segment liabilities	116,812	22,555	34,751	(69,680)	104,438
Borrowings	1,981	13,829	80,433	-	96,243
Unallocated liabilities					22,420
<b>Total liabilities</b>					<u><b>223,101</b></u>
<b>Other segment information :</b>					
Capital expenditures	1,515	7	-	-	1,522
Investment properties	-	2,788	-	-	2,788
Depreciation of property, plant and equipment	1,834	32	-	-	1,866
<b>FY2014 (re-stated)</b>					
<b>REVENUE</b>					
- external sales	285,677	6,294	-	-	<u>291,971</u>
Segment results	21,034	5,422	(3,746)	-	22,710
Share of results of associates and joint venture	-	28,111	39	-	28,150
Interest income	223	25	2,428	-	2,676
Finance costs	(1,155)	(484)	(1,559)	-	<u>(3,198)</u>
Profit/(loss) before taxation	20,102	33,074	(2,838)	-	50,338
Tax expense					(4,382)
Non-controlling interests					<u>(1,166)</u>
<b>Net profit attributable to Owners of the Company</b>					<u><b>44,790</b></u>
Segment assets	184,075	113,462	78,326	(43,755)	332,108
Interests in associates	-	122,514	5,131	-	127,645
Interests in joint venture	-	14,794	-	-	<u>14,794</u>
<b>Total assets</b>					<u><b>474,547</b></u>
Segment liabilities	87,386	18,385	21,713	(31,464)	96,020
Borrowings	26,556	11,934	79,931	-	118,421
Unallocated liabilities					21,330
<b>Total liabilities</b>					<u><b>235,771</b></u>
<b>Other segment information :</b>					
Capital expenditures	1,372	6	-	-	1,378
Investment properties	-	3,219	-	-	3,219
Depreciation of property, plant and equipment	1,716	44	-	-	1,760

**Geographical segments**

**GROUP**

	Singapore	Malaysia	Cambodia	The People's Republic of China	Elimination	Total
<b><u>FY2015</u></b>	<b>S\$'000</b>	<b>S\$'000</b>	<b>S\$'000</b>	<b>S\$'000</b>	<b>S\$'000</b>	<b>S\$'000</b>
<b>REVENUE</b>	240,130	-	-	5,961	-	246,091
Segment assets	216,052	402	-	117,362	(25,282)	308,534
Interests in associates	126,767	1,356	3	14,395	-	142,521
Interests in joint ventures	49,007	-	-	-	-	49,007
Total assets						<b>500,062</b>
<b>Other segment information :</b>						
Capital expenditures	1,515	-	-	7	-	1,522
Investment properties	2,788	-	-	-	-	2,788
<b><u>FY2014 (re-stated)</u></b>						
<b>REVENUE</b>	285,796	-	-	6,175	-	291,971
Segment assets	246,450	1,527	-	107,615	(23,484)	332,108
Interests in associates	102,612	1,414	9,752	13,867	-	127,645
Interests in joint venture	14,794	-	-	-	-	14,794
Total assets						<b>474,547</b>
<b>Other segment information :</b>						
Capital expenditures	1,372	-	-	6	-	1,378
Investment properties	3,219	-	-	-	-	3,219

**15 In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the business or geographical segments.**

**REVENUE**

by Business segments

Revenue contributed by construction business decreased by S\$45.8 million in FY2015 from S\$285.7 million in FY2014 to S\$239.9 million in FY2015 due to the decrease in revenue from construction business.

by Geographical segments

Revenue contributed by Singapore decreased by S\$45.7 million from S\$285.8 million in FY 2014 to S\$240.1 million in FY2015 mainly due to the decrease in revenue from construction business.

**Profit Before Taxation**

by Business segments

Profit before taxation from construction business decreased by S\$2.6 million from S\$20.1 million in FY2014 to S\$17.5 million in FY2015 due to the decrease in revenue from construction business.

Profit before taxation from property development and management decreased by S\$4.3 million from S\$33.1 million in FY2014 to S\$28.8 million in FY2015 due to the both lesser sales and percentage of completion recognised on the development property projects in Singapore which had been completed during FY2015. The decrease was mitigated by an increase in profit recognition from the increasing progress in ongoing development projects and additional contribution from new investment in Prudential Tower.

Loss before taxation from others business decreased by S\$2.4 million from a loss of S\$2.8 million in FY2014 to S\$0.4 million in FY2015, due to increase in interest income from associates.

**16 A breakdown of sales as follows:**

	GROUP		
	31.03.2015	31.03.2014	% increase/(decrease)
	S\$'000	(re-stated) S\$'000	
Sales reported for first half year	125,124	151,672	(18)
Operating profit after taxation before deducting non-controlling interests reported for the first half year	16,574	23,768	(30)
Sales reported for second half year	120,967	140,299	(14)
Operating profit after taxation before deducting non-controlling interests reported for the second half year	25,493	22,188	15
Total Sales	246,091	291,971	(16)
Operating profit after taxation before deducting non-controlling interests reported for full year	42,067	45,956	(8)

**17 A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous year as follows:**

	31.03.2015	31.03.2014
	S\$'000	S\$'000
Ordinary shares		
Interim	5,179	5,179
Final	6,191 **	7,252
<b>Total :</b>	<b>11,370</b>	<b>12,431</b>

\*\* Proposed final dividend to be approved at the Company's forthcoming Annual General Meeting by the Shareholders.

- 18 Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(13) in the format below. If there are no such persons, the issuer must make an appropriate negative statement.**

There is no person occupying a managerial position in the Company or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the Company.

**By Order of the Board**

Choo Chee Onn  
Executive Chairman and Managing Director

29 May 2015