



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 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		
	YEAR ENDED		increase/ (decrease)
	31.03.2012	31.03.2011	
	Re-stated		
	S\$'000	S\$'000	%
REVENUE	170,624	262,825	(35.1)
Other income	9,885	5,961	65.8
Cost of sales	(139,962)	(220,952)	(36.7)
Personnel expenses	(6,059)	(8,603)	(29.6)
Depreciation of property, plant and equipment	(1,776)	(1,812)	(2.0)
Finance costs	(1,543)	(2,152)	(28.3)
Other operating expenses	(5,506)	(5,462)	0.8
	(154,846)	(238,981)	(35.2)
Profit from operations before share of results of associates	25,663	29,805	(13.9)
Share of results of associates	(85)	(545)	(84.4)
Profit before taxation	25,578	29,260	(12.6)
Tax expense	(5,200)	(6,308)	(17.6)
Net profit for the financial year	20,378	22,952	(11.2)
Attributable to:			
- Owners of the Company	18,287	21,967	(16.8)
- Non-controlling interests	2,091	985	112.3
	20,378	22,952	(11.2)

1 (a) (i) STATEMENT OF COMPREHENSIVE INCOME

	GROUP		increase/ (decrease) %
	YEAR ENDED		
	31.03.2012	31.03.2011	
	S\$'000	Re-stated S\$'000	
Net profit for the financial year	20,378	22,952	(11.2)
Other comprehensive income:			
- Foreign currency translation	2,809	(4,275)	(165.7)
Other comprehensive income for the financial year, net of tax	2,809	(4,275)	(165.7)
Total comprehensive income for the financial year	23,187	18,677	24.1
Total comprehensive income attributable to:			
- Owners of the Company	20,324	18,423	10.3
- Non-controlling interests	2,863	254	nm
	23,187	18,677	24.1

nm: not meaningful

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

	GROUP		increase/ (decrease) %
	YEAR ENDED		
	31.03.2012	31.03.2011	
	S\$'000	Re-stated S\$'000	
The Group's profit before taxation is arrived at after crediting/(charging) the following:			
Interest income	1,508	955	57.9
Write back of allowance for doubtful debts	-	212	(100.0)
Allowance for doubtful debts	(58)	(212)	(72.6)
Gain on fair value adjustments of investment properties	6,703	4,120	62.7
Amortisation of club membership	(2)	(2)	-
Fair value gain on structured deposits	-	82	(100.0)
Gain on sale of plant and equipment	12	18	(33.3)
Gain/(loss) on sale of investment property	52	(55)	(194.5)
Foreign exchange gain/(loss), net	32	(42)	(176.2)
Interest expense	(1,427)	(2,035)	(29.9)
Profit after taxation but before non-controlling interests as a percentage of turnover	11.94%	8.73%	36.8
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 2012 and 31 March 2011	13.15%	17.58%	(25.2)

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	
	31.03.2012	31.03.2011	31.03.2012	31.03.2011
	S\$'000	Re-stated S\$'000	S\$'000	S\$'000
ASSETS				
Non-current assets				
Property, plant and equipment	10,648	13,453	-	-
Investments in subsidiaries	-	-	57,516	57,516
Investments in associates	12,975	12,130	-	-
Investment properties	105,010	92,965	-	-
Amounts due from associates	52,295	43,349	-	-
Amount due from a minority shareholder of a subsidiary (non-trade)	2,202	2,130	-	-
Amounts due from subsidiaries (non-trade)	-	-	3,380	24,548
Trade receivables	4,814	4,248	-	-
Club membership	49	51	-	-
Other investments - quoted equity shares	1	1	-	-
Structured deposits	1,060	-	-	-
	189,054	168,327	60,896	82,064
Current assets				
Development property	50,632	57,846	-	-
Consumable stock	2	-	-	-
Trade receivables	28,212	28,569	-	-
Other receivables and deposits	1,871	2,089	6	-
Prepayments	363	608	46	79
Amount due from subsidiaries (non-trade)	-	-	4,047	-
Construction work-in-progress in excess of progress billings	2,217	10,841	-	-
Fixed deposits	45,854	69,090	2,000	-
Structured deposits	2,000	-	-	-
Cash and cash equivalents	12,590	22,367	885	314
	143,741	191,410	6,984	393
LIABILITIES				
Current liabilities				
Trade payables	20,740	23,015	-	-
Other payables and accruals	49,555	73,677	901	1,839
Amount due to a Director of a subsidiary	294	287	-	-
Amount due to subsidiaries (non-trade)	-	-	-	18,000
Finance lease obligations	558	1,387	-	-
Provision for income tax	3,173	5,269	-	-
Progress billings in excess of construction work-in-progress	4,267	1,837	-	-
Short-term bank loan, secured	4,000	-	4,000	-
Bank term loans, secured	3,527	3,291	-	-
Bills payable to banks, secured	20,934	35,719	-	-
	107,048	144,482	4,901	19,839
Net current assets/(liabilities)	36,693	46,928	2,083	(19,446)

STATEMENT OF FINANCIAL POSITION

	GROUP		COMPANY	
	31.03.2012	31.03.2011	31.03.2012	31.03.2011
	S\$'000	Re-stated S\$'000	S\$'000	S\$'000
Non-current liabilities				
Trade payables	1,380	2,431	-	-
Other payables and accruals	151	141	-	-
Amount due to subsidiaries (non-trade)	-	-	-	2,430
Finance lease obligations	18	582	-	-
Bank term loans, secured	46,497	53,487	-	-
Deferred tax liabilities	16,903	14,445	-	-
	<u>64,949</u>	<u>71,086</u>	<u>-</u>	<u>2,430</u>
NET ASSETS	<u>160,798</u>	<u>144,169</u>	<u>62,979</u>	<u>60,188</u>
EQUITY				
Equity attributable to Owners of the Company				
Share capital	39,483	38,543	39,483	38,543
Treasury shares	(222)	-	(222)	-
Translation reserve	123	(1,914)	-	-
Accumulated profits	97,670	86,536	22,204	20,131
Other reserves	2,044	1,801	1,514	1,514
	<u>139,098</u>	<u>124,966</u>	<u>62,979</u>	<u>60,188</u>
Non-controlling interests	21,700	19,203	-	-
TOTAL EQUITY	<u>160,798</u>	<u>144,169</u>	<u>62,979</u>	<u>60,188</u>

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

The amount repayable in one year or less, or on demand			
At 31.03.2012		At 31.03.2011	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
29,019	-	40,397	-

The amount repayable after one year			
At 31.03.2012		At 31.03.2011	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
46,515	-	54,069	-

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) Corporate guarantees issued by the Company;
- 4) First legal mortgage on the Group's investment properties and leasehold factory building;
- 5) Charge on fixed deposits and structured deposits;
- 6) First charge over the contract proceeds/project account arising from the construction project financed;
- 7) A first legal mortgage over the development property of a joint venture;
- 8) Legal assignment of sales proceeds from the development property of a joint venture;
- 9) Legal assignment of tenancy, rental, lease and licence agreements from development property of a joint venture;
- 10) Legal assignment of the construction contract(s) and performance bonds from development property of a joint venture;
- 11) Legal assignment of fire insurance policy from development property of a joint venture;
- 12) Corporate guarantees from all the shareholders of a joint venture in equal share ratio; and
- 13) 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	
	31.03.2012	31.03.2011
	S\$'000	S\$'000
Operating activities		
Profit before taxation	25,578	29,260
Adjustments:		
Depreciation of property, plant and equipment	1,776	1,812
Amortisation of club membership	2	2
Gain on sale of plant and equipment	(12)	(18)
(Gain)/loss on sale of investment property	(52)	55
Gain on fair value adjustments of investment properties	(6,703)	(4,120)
Fair value gain on structured deposits	-	(82)
Allowance for doubtful debts	58	212
Write back of allowance for doubtful debts	-	(212)
Interest expense	1,427	2,035
Interest income	(1,508)	(955)
Share of results of associates	85	545
Operating cash flows before changes in working capital	20,651	28,534
Decrease/(increase) in:		
Development property	7,215	913
Consumable stock	(2)	-
Trade and other receivables, deposits and prepayments	217	993
Construction work-in-progress, net	11,054	(12,664)
(Decrease)/increase in:		
Trade and other payables	(27,452)	4,786
Cash flows generated from operations	11,683	22,562
Income taxes paid	(5,294)	(3,742)
Interest income received	1,508	955
Exchange differences	23	583
Net cash flows generated from operating activities	7,920	20,358
Investing activities		
Purchase of plant and equipment	(592)	(2,395)
Purchase of investment properties	(1,028)	-
Proceeds from sale of plant and equipment	48	25
Proceeds from sale of investment property	379	666
Investment in associates	(600)	(1,020)
Amounts due from associates	(8,946)	(10,021)
(Increase)/decrease in structured deposits	(3,060)	2,000
Net cash flows used in investing activities	(13,799)	(10,745)
Financing activities		
Dividends paid	(7,235)	(6,959)
Issuance of new shares	899	4,811
Purchase of treasury shares	(222)	-
Proceeds from bank term loans	5,175	-
Repayment of bank term loans	(8,243)	(1,625)
Repayment of bills payable to banks	(14,785)	(4,068)
Interest paid	(1,427)	(2,035)
Repayment of lease obligations	(1,392)	(2,280)
Decrease/(increase) pledged fixed deposits	1,030	(4,033)
Net cash flows used in financing activities	(26,200)	(16,189)
Net decrease in cash and cash equivalents	(32,079)	(6,576)
Effect of exchange rate changes on cash and cash equivalents	96	(174)
Cash and cash equivalents at beginning of financial year	76,534	83,284
Cash and cash equivalents at end of financial year (Note A)	44,551	76,534

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

	31.03.2012	31.03.2011
	S\$'000	S\$'000
Cash and bank balances	12,590	22,367
Fixed deposits	45,854	69,090
	58,444	91,457
Less: Pledged fixed deposits	(13,893)	(14,923)
Cash and cash equivalents	44,551	76,534

UNAUDITED FULL YEAR FINANCIAL STATEMENTS AND DIVIDEND ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 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					Equity attributable to Owners of the Company, total	Non-controlling interests	Total equity
	Share capital	Treasury shares	Translation reserve	Accumulated profits	Other reserves			
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
At 1 April 2010 (Re-stated)	33,732	-	1,630	71,430	1,636	108,428	19,212	127,640
Net profit for the financial year	-	-	-	21,588	-	21,588	985	22,573
Effect of change in accounting policy	-	-	-	379	-	379	-	379
Net profit for the financial year (Re-stated)	-	-	-	21,967	-	21,967	985	22,952
<u>Other comprehensive income</u>								
Foreign currency translation	-	-	(3,544)	-	-	(3,544)	(731)	(4,275)
Other comprehensive income for the financial year	-	-	(3,544)	-	-	(3,544)	(731)	(4,275)
Total comprehensive income for the financial year	-	-	(3,544)	21,967	-	18,423	254	18,677
<u>Contributions by and distributions to owners</u>								
Conversion to shares by warrant holders	4,811	-	-	-	-	4,811	-	4,811
Interim and final tax-exempt dividends on ordinary shares	-	-	-	(6,696)	-	(6,696)	-	(6,696)
Dividend paid to non-controlling interests	-	-	-	-	-	-	(263)	(263)
Transfer to other reserves	-	-	-	(165)	165	-	-	-
Total contributions by and distributions to owners	4,811	-	-	(6,861)	165	(1,885)	(263)	(2,148)
At 31 March 2011	38,543	-	(1,914)	86,536	1,801	124,966	19,203	144,169
At 1 April 2011	38,543	-	(1,914)	86,536	1,801	124,966	19,203	144,169
Net profit for the financial year	-	-	-	18,287	-	18,287	2,091	20,378
<u>Other comprehensive income</u>								
Foreign currency translation	-	-	2,037	-	-	2,037	772	2,809
Other comprehensive income for the financial year	-	-	2,037	-	-	2,037	772	2,809
Total comprehensive income for the financial year	-	-	2,037	18,287	-	20,324	2,863	23,187
<u>Contributions by and distributions to owners</u>								
Conversion to shares by warrant holders	899	-	-	-	-	899	-	899
Purchase of treasury shares	-	(222)	-	-	-	(222)	-	(222)
Final & Interim tax-exempt dividends on ordinary shares								
- 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	-	-	-	(243)	243	-	-	-
Total contributions by and distributions to owners	940	(222)	-	(7,153)	243	(6,192)	(366)	(6,558)
At 31 March 2012	39,483	(222)	123	97,670	2,044	139,098	21,700	160,798

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

COMPANY	Share capital S\$'000	Treasury shares S\$'000	Accumulated profits S\$'000	Other reserves S\$'000	Total equity S\$'000
At 1 April 2010	33,732	-	7,504	1,514	42,750
Net profit for the financial year	-	-	19,323	-	19,323
Total comprehensive income for the financial year	-	-	19,323	-	19,323
<u>Contributions by and distributions to owners</u>					
Conversion to shares by warrant holders	4,811	-	-	-	4,811
Final & Interim tax-exempt dividends on ordinary shares	-	-	(6,696)	-	(6,696)
Total contributions by and distributions to owners	4,811	-	(6,696)	-	(1,885)
At 31 March 2011	38,543	-	20,131	1,514	60,188
At 1 April 2011	38,543	-	20,131	1,514	60,188
Net profit for the financial year	-	-	8,983	-	8,983
Total comprehensive income for the financial year	-	-	8,983	-	8,983
<u>Contributions by and distributions to owners</u>					
Conversion to shares by warrant holders	899	-	-	-	899
Purchase of treasury shares	-	(222)	-	-	(222)
Final & Interim tax-exempt dividends on ordinary shares	-	-	(6,869)	-	(6,869)
- Cash	-	-	(41)	-	(41)
- Share	41	-	-	-	41
Issuance of new shares pursuant to scrip dividend scheme					
Total contributions by and distributions to owners	940	(222)	(6,910)	-	(6,192)
At 31 March 2012	39,483	(222)	22,204	1,514	62,979

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 will expire on 2 April 2012.

As at 31 March 2012, 8,993,021 warrants were converted to 8,993,021 new ordinary shares of the Company, this bringing total of issued share capital to 350,267,941 ordinary shares excluding treasury shares (as at 31 March 2011: 342,119,468 ordinary shares).

As at 31 March 2012, there were 1,377,511 outstanding warrants for which ordinary shares may be issued.

During 4QFY2012, the Company did not acquire any treasury shares. As at 31 March 2012, 1,011,000 treasury shares were held by the Company (4QFY2011: nil).

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.

Total number of issued shares excluding treasury shares:	<u>Number of shares</u>
Balance as at 1 April 2010	
- Ordinary Shares	294,009,700
- Warrants	58,480,300
Issue of new shares upon exercising of warrants during the financial year ended 31 March 2011 (FY2011)	
- Ordinary Shares	48,109,768
- Warrants	(48,109,768)
Balance as at 31 March 2011 and 1 April 2011	
- Ordinary Shares	342,119,468
- Warrants	10,370,532
during the 1st quarter FY2012	
Issue of new shares upon exercising of warrants	
- Ordinary Shares	1,004,000
- Warrants	(1,004,000)
during the 2nd quarter FY2012	
Issue of new shares upon exercising of warrants	
- Ordinary Shares	1,442,000
- Warrants	(1,442,000)
Issue of new shares pursuant to scrip dividend scheme	
- Ordinary Shares	166,452
Purchase of treasury shares	
- Ordinary Shares	(1,011,000)
during the 3rd quarter FY2012	
Issue of new shares upon exercising of warrants	
- Ordinary Shares	2,736,000
- Warrants	(2,736,000)
during the 4th quarter FY2012	
Issue of new shares upon exercising of warrants	
- Ordinary Shares	3,811,021
- Warrants	(3,811,021)
Balance as at 31 March 2012	
- Ordinary Shares	350,267,941
- Warrants	1,377,511

The total number of treasury shares held by the Company as at 31 March 2012 was 1,011,000 (as at 31 March 2011: nil).

SHARE CAPITAL

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

As at 31 March 2012, there was no movement of treasury shares.

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 audited financial year ended 31 March 2011 except as disclosed below.

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 Group has elected to early adopt Amendments to FRS 12 Deferred Tax : Recovery of Underlying Assets. The early adoption resulted in the reversal of deferred tax liabilities recognised on changes to the fair values of investment properties of the Group in prior years. Accordingly, the results and financial position of the prior year of the Group have been restated to reflect this effect.

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	
	31.03.2012	31.03.2011 Re-stated
	(cents)	(cents)
a) On a basic basis	5.30	6.84
b) On a fully diluted basis	5.29	6.71
	S\$'000	S\$'000
Group's profit for the financial year attributable to Owners of the Company used in the computation of basic EPS	18,287	21,967
Group's adjusted profit for the financial year attributable to Owners of the Company used in the computation of diluted EPS	18,287	21,967
Weighted average number of ordinary shares excluding treasury shares for computing basic EPS	344,918,792	321,037,590
Effect of dilution from warrants	782,341	6,363,286
Weighted average number of ordinary shares excluding treasury shares for computing diluted EPS	345,701,133	327,400,876

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 year.

Diluted EPS is calculated based on the Group's profit for the financial year 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 year 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 31.03.2012	as at 31.03.2011	as at 31.03.2012	as at 31.03.2011
Net asset value per ordinary share (cents)	39.71	36.53	17.98	17.59
Issue share capital excluding treasury shares at the end of the year	350,267,941	342,119,468	350,267,941	342,119,468

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

FY2012 vs FY2011

Revenue

The Group has a total revenue of S\$170.6 million for the financial year ended 31 March 2012 ("FY2012"), a decrease of S\$92.2 million or 35.1% compared to S\$262.8 million registered in the corresponding financial year ended 31 March 2011 ("FY2011"). The decrease was mainly due to the decrease in revenue from the construction business of S\$111.9 million or 43.5% from S\$257.3 million in FY2011 to S\$145.4 million in FY2012. The decrease in revenue from the construction business was partly offset by an increase in revenue recognised from sale of development property of S\$19.7 million in FY2012 compared to none in FY2011.

Cost of sales decreased by S\$81.0 million or 36.7% from S\$221.0 million in FY2011 to S\$140.0 million in FY2012 mainly due to decrease in cost of construction business of S\$101.3 million or 45.8% from S\$221.0 million in FY2011 to S\$119.7 million in FY2012. The decrease in cost of construction was partly offset by an increase in cost recognised from sale of development property of S\$20.2 million in FY2012 compared to none in FY2011.

REVIEW OF THE PERFORMANCE OF THE GROUP

INCOME STATEMENT

Operating expenses

Personnel expenses decreased by S\$2.5 million or 29.6% from S\$8.6 million in FY2011 to S\$6.1 million in FY2012. This was mainly due to decrease in provision of bonuses for management, staff and workers.

There were no significant differences in depreciation of property, plant and equipment and other operating expenses between FY2012 and FY2011.

Finance costs decreased by S\$0.7 million or 28.3% from S\$2.2 million in FY2011 to S\$1.5 million in FY2012 mainly due to lesser borrowings and lower interest rate.

Share of losses of associates decreased by S\$0.4 million from S\$0.5 million in FY2011 to S\$0.1 million in FY2012 mainly due to the contributions from the development property projects which have begun recognition of revenue and cost of sales based on the percentage of construction completion of these projects.

STATEMENT OF FINANCIAL POSITION

Non-current assets

Property, plant and equipment ("PPE") decreased by S\$2.8 million from S\$13.5 million as at 31 March 2011 ("FY2011") to S\$10.7 million as at 31 March 2012 ("FY2012"). The decrease was mainly due to the depreciation of S\$1.8 million and reclassification of S\$1.6 million of investment properties under construction previously recorded in PPE to investment properties in FY2012, partially offset by the purchase of plant and equipment of S\$0.6 million.

Investments in associates increased by approximately S\$0.9 million from S\$12.1 million in FY2011 to S\$13.0 million in FY2012 due to additional investments made in associates and foreign exchange translation offset by share of results of associates.

Structured deposits of S\$1.1 million were placed with a local bank during FY2012.

The increase of S\$12.0 million in investment properties from S\$93.0 million in FY2011 to S\$105.0 million in FY2012 was mainly due to gain on fair value adjustments of investment properties of S\$6.7 million and foreign exchange translation of S\$3.1 million in RMB exchange rate of investment property in Tianjin, the People's Republic of China, the reclassification of S\$1.6 million from PPE as mentioned above and S\$1.0 million purchase of investment properties under construction.

Amounts due from associates increased by approximately S\$8.9 million mainly due to additional loans to finance the development property projects.

Trade receivables under non-current assets increased by approximately S\$0.6 million from S\$4.2 million in FY2011 to S\$4.8 million in FY2012, mainly due to additional retention sum receivables from on-going construction projects.

Development property

Development property decreased by approximately S\$7.2 million from S\$57.8 million in FY2011 to S\$50.6 million in FY2012 as the increase in progress billings from sales was more than the increase in cost incurred for the development during FY2012.

Structured deposits

Structured deposits of S\$2.0 million were placed with a local bank during FY2012.

Construction work-in-progress

With a decrease in construction business and based on the progress of construction projects in FY2012 as compared to FY2011, the construction work-in-progress in excess of progress billings decreased by S\$8.6 million from S\$10.8 million in FY2011 to S\$2.2 million in FY2012, while progress billings in excess of the construction work-in-progress increased by S\$2.5 million from S\$1.8 million to S\$4.3 million in FY2012.

REVIEW OF THE PERFORMANCE OF THE GROUP

STATEMENT OF FINANCIAL POSITION

Trade payables

Trade payables under current liabilities decreased by S\$2.3 million from S\$23.0 million in FY2011 to S\$20.7 million in FY2012. The decrease was mainly from the decrease in billings from suppliers and subcontractors for construction projects which will be due for release of payments in the next 12 months.

Other payables and accruals

Other payables and accruals decreased by S\$24.1 million from S\$73.7 million in FY2011 to S\$49.6 million in FY2012, mainly due to lesser accruals made for construction projects in progress.

Total borrowings

Total borrowings decreased by S\$19.0 million from S\$94.5 million in FY2011 to S\$75.5 million in FY2012, mainly due to the decrease in use of bills payable to banks of S\$14.8 million; the repayment of finance lease obligations of S\$1.4 million, and a decrease in bank term loans net of S\$3.1 million, offset by the foreign exchange translation loss of S\$0.3 million.

STATEMENT OF CASH FLOWS

Net cash flows generated from operating activities of S\$7.9 million during FY2012 mainly arose from operating cash flows before changes in working capital of S\$20.7 million and interest income received of S\$1.5 million, offset by an increase in working capital of S\$9.0 million and payment made for income taxes of S\$5.3 million.

Net cash flows used in investing activities of S\$13.8 million during FY2012 mainly arose from increase in amounts due from associates of S\$8.9 million as well as investments in associates of S\$0.6 million, placement of structured deposits of S\$3.1 million, and purchase of investment properties of S\$1.0 million.

Net cash flows used in financing activities of S\$26.2 million during FY2012 mainly arose from repayment of bills payable to banks of S\$14.8 million, dividends payment of S\$7.2 million, net repayment of bank term loans of S\$3.1 million, repayment of lease obligations of S\$1.4 million and interest payment of S\$1.4 million.

With the above mentioned, net decrease in cash and cash equivalents during FY2012 was S\$32.1 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.

The Ministry of Trade and Industry (MTI) announced on 17 May 2012 that it will maintain the GDP growth forecast for the year 2012 at 1% to 3%. The Singapore economy grew by 1.6% on a year-on-year basis in the first quarter of 2012, compared to 3.6% in the preceding quarter. The economy expanded by 10% on a quarter-on-quarter seasonally-adjusted annualised basis.

Despite a good first quarter, the authorities "remain cautious" about Singapore's growth outlook as the uncertainty surrounding Eurozone's political climate and fiscal outlook increased and the risk of a disorderly sovereign debt default in the Eurozone cannot be ruled out at this stage. Signs of fragility in the United States recovery and lackluster export growth in Asia add to that external uncertainty too.

The construction sector grew by 7.7% on a year-on-year basis, an improvement from the 2.9% growth in the preceding quarter. On a sequential basis, the sector rebounded by an annualised rate of 32.1%, largely due to increase construction activities in the residential and institutional building segments.

REVIEW OF THE PERFORMANCE OF THE GROUP

- 10 Building Construction Authority ("BCA") has highlighted earlier this year that construction costs may still move up due to anticipated higher labour and preliminaries costs. Tender prices are likely to remain competitive in the year ahead.

As at 31 March 2012, the Group has an order book on construction projects of approximately S\$467.0 million with the projects from both public and private sectors.

In view of the above, the Group is cautiously optimistic on the outlook of its construction business in Singapore.

DIVIDENDS

The Directors are pleased to announce that a final cash dividend of 0.5 cent per share has been recommended for the year ended 31 March 2012. With the recommended final ordinary dividend of 0.5 cent per share in addition to the interim ordinary dividend of 1.0 cent per share already paid on 1 December 2011, the total dividend for the year ended 31 March 2012, will then be 1.5 cents per share. The recommended dividend takes into consideration the Group's FY2012 profit after taxation, present cash position and positive cash flow generated from operations. Payment of the final dividend is subject to the approval of the shareholders of the Company at the forthcoming Annual General Meeting.

In addition to the proposed final cash dividend, the Company will be proposing a bonus issue (the "Proposed Bonus Issue") to its shareholders on the basis of **one (1)** bonus share credited as fully paid ("Bonus Shares") for every **ten (10)** existing shares in the capital of the Company ("Shares") (including treasury shares) held as at a books closure date ("Books Closure Date") to be determined by the Directors for the purpose of determining the entitlements of shareholders. Fractional entitlements will be disregarded and disposed of in such manner as the Directors may in their absolute discretion deem fit for the benefit of the Company.

The Bonus Shares will be issued pursuant to a general mandate (the "Resolution") obtained at the annual general meeting of the Company held on 22 July 2011 which allows the Directors to issue Shares in the Company aggregating up to fifty per cent (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of passing of the Resolution.

Further details of Proposed Bonus Issue will be provided in an announcement dated 25 May 2012, and the Book Closure Date in relation to the Proposed Bonus Issue will be provided in a separate announcement to be released by the Company in due course.

11 (a) Current financial period reported on

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

Name of Dividend	(Tax Exempt 1-Tier)		
	Interim Ordinary	Final Ordinary	Total
Dividend Type	Cash	Cash	Cash
Dividend Rate	1.0 cent per ordinary share	0.5 cent per ordinary share	1.5 cents per ordinary share

REVIEW OF THE PERFORMANCE OF THE GROUP

DIVIDENDS

11 (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 or scrip	Total Cash or scrip
	1.0 cent per ordinary share	1.0 cent per ordinary share	2.0 cents per ordinary share

(c) Date payable

The proposed final dividend, if so approved by the members, will be paid on a date to be determined after the requisite approvals have been obtained. Such date will be provided in a separate announcement to be released by the Company in due course.

(d) Books closure date

The Notice on the closure date of the Transfer Books and the Register of Members of the Company will be provided in a separate announcement to be released by the Company in due course.

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).

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 S\$'000	Property development and management S\$'000	Others S\$'000	Elimination S\$'000	Total S\$'000
FY2012					
REVENUE					
- external sales	145,361	25,263	-	-	170,624
Segment results	19,293	9,021	(2,616)	-	25,698
Share of results of associates	-	(90)	5	-	(85)
Interest income	77	42	1,389	-	1,508
Finance costs	(945)	(567)	(31)	-	(1,543)
Profit/(loss) before taxation	18,425	8,406	(1,253)	-	25,578
Tax expense					(5,200)
Non-controlling interests					(2,091)
Net profit attributable to Owners of the Company					18,287
Segment assets	167,689	157,728	129,387	(134,984)	319,820
Investments in associates	-	8,011	4,964	-	12,975
Total assets					332,795
Segment liabilities	74,462	46,130	65,464	(109,669)	76,387
Bank borrowings	25,540	44,859	5,135	-	75,534
Unallocated liabilities					20,076
Total liabilities					171,997
Other segment information :					
Capital expenditures	550	42	-	-	592
Investment properties	-	-	1,028	-	1,028
Depreciation of property, plant and equipment	1,736	40	-	-	1,776
FY2011					
REVENUE					
- external sales	257,306	5,519	-	-	262,825
Segment results	29,875	4,499	(3,372)	-	31,002
Share of results of associates	-	(596)	51	-	(545)
Interest income	65	34	856	-	955
Finance costs	(1,609)	(541)	(2)	-	(2,152)
Profit/(loss) before taxation	28,331	3,396	(2,467)	-	29,260
Tax expense					(6,308)
Non-controlling interests					(985)
Net profit attributable to Owners of the Company					21,967
Segment assets	216,891	162,798	139,570	(171,652)	347,607
Investments in associates	-	7,332	4,798	-	12,130
Total assets					359,737
Segment liabilities	110,975	45,285	73,343	(128,215)	101,388
Bank borrowings	43,222	51,243	-	-	94,465
Unallocated liabilities					19,715
Total liabilities					215,568
Other segment information :					
Capital expenditures	814	30	1,588	-	2,432
Investment properties	-	-	-	-	-
Depreciation of property, plant and equipment	1,762	39	11	-	1,812

Geographical segments

	GROUP				
	Singapore	Malaysia	The People's Republic of China	Elimination	Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
FY2012					
REVENUE	165,159	-	5,465	-	170,624
Segment assets	236,417	589	99,141	(16,327)	319,820
Investments in associates	2,920	-	10,055	-	12,975
Total assets					<u>332,795</u>
Other segment information :					
Capital expenditures	550	-	42	-	592
Investment properties	1,028	-	-	-	1,028
FY2011					
REVENUE	257,564	-	5,261	-	262,825
Segment assets	273,709	597	89,279	(15,978)	347,607
Investments in associates	1,995	-	10,135	-	12,130
Total assets					<u>359,737</u>
Other segment information :					
Capital expenditures	2,402	-	30	-	2,432

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\$111.9 million in FY2012 from S\$257.3 million in FY2011 to S\$145.4 million in FY2012 as the progress in projects during FY2012 were still at beginning stage of the construction and therefore the work done were lesser than construction in FY2011 from projects which have either completed or near completion by end of FY2011.

by Geographical segments

Revenue contributed by Singapore decreased by S\$92.4 million from S\$257.6 million in FY 2011 to S\$165.2 million in FY2012 mainly due to the decrease in contribution from construction business.

Profit Before Taxation

by Business segments

Profit before taxation from construction business decreased by S\$9.9 million from S\$28.3 million in FY2011 to S\$18.4 million in FY2012 as the revenue from construction business decreased in FY2012.

Profit before taxation from property development and management increased by S\$5.0 million from S\$3.4 million in FY2011 to S\$8.4 million in FY2012 mainly due to increase in gain on fair value adjustments of investment properties in Tianjin, People's Republic of China and reduction in operating expenses.

16 A breakdown of sales as follows:

	GROUP		
	31.03.2012	31.03.2011	% increase/(decrease)
	S\$'000	Re-stated S\$'000	
Sales reported for first half year	95,132	144,116	(34)
Operating profit after taxation before deducting non-controlling interests reported for the first half year	8,014	8,508	(6)
Sales reported for second half year	75,492	118,709	(36)
Operating profit after taxation before deducting non-controlling interests reported for the second half year	12,364	14,444	(14)
Total Sales	170,624	262,825	(35)
Operating profit after taxation before deducting non-controlling interests reported for full year	20,378	22,952	(11)

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

	31.03.2012	31.03.2011
	S\$'000	S\$'000
Ordinary shares		
Interim	3,464	3,420
Final (cash or scrip)	-	3,446
Total :	3,464	6,866

- 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

25th May 2012