



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 2013

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) %
	31.03.2013 S\$'000	31.03.2012 S\$'000	
REVENUE			
Project revenue	206,135	145,361	41.8
Sales of development property	19,958	19,730	1.2
Rental income from investment properties	5,546	5,533	0.2
	231,639	170,624	35.8
Other income	8,602	9,902	(13.1)
Cost of construction	(193,976)	(139,962)	38.6
Personnel expenses	(10,701)	(6,059)	76.6
Depreciation of property, plant and equipment	(1,838)	(1,776)	3.5
Finance costs	(1,621)	(1,542)	5.1
Other operating expenses	(6,787)	(5,500)	23.4
	(214,923)	(154,839)	38.8
Profit from operations before share of results of associates	25,318	25,687	(1.4)
Share of results of associates	16,645	(88)	nm
Profit before taxation	41,963	25,599	63.9
Tax expense	(4,314)	(5,200)	(17.0)
Net profit for the financial year	37,649	20,399	84.6
Attributable to:			
- Owners of the Company	36,286	18,295	98.3
- Non-controlling interests	1,363	2,104	(35.2)
	37,649	20,399	84.6

nm: not meaningful

1 (a) (i) STATEMENT OF COMPREHENSIVE INCOME

	GROUP		
	YEAR ENDED		increase/ (decrease) %
	31.03.2013	31.03.2012	
S\$'000	S\$'000		
Net profit for the financial year	37,649	20,399	84.6
Other comprehensive income:			
- Foreign currency translation	(515)	2,328	nm
Other comprehensive income for the financial year, net of tax	(515)	2,328	nm
Total comprehensive income for the financial year	37,134	22,727	63.4
Total comprehensive income attributable to:			
- Owners of the Company	35,894	20,332	76.5
- Non-controlling interests	1,240	2,395	(48.2)
	37,134	22,727	63.4

nm: not meaningful

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

	GROUP		
	YEAR ENDED		increase/ (decrease) %
	31.03.2013	31.03.2012	
	S\$'000	S\$'000	
The Group's profit before taxation is arrived at after crediting/(charging) the following:			
Interest income	2,390	1,508	58.5
Allowance for doubtful debts	(8)	(58)	(86.2)
Provision for anticipated losses	(1,347)	(404)	233.4
Gain on fair value adjustments of investment properties	4,140	6,703	(38.2)
Amortisation of club membership	(2)	(2)	-
Fair value gain on structured deposit	42	-	nm
(Loss)/gain on sale of plant and equipment	(148)	12	nm
Gain on dilution of interest in a subsidiary	7	17	(58.8)
Gain on sale of investment properties	749	52	nm
Foreign exchange (loss)/gain, net	(95)	32	nm
Interest expense	(1,514)	(1,427)	6.1
Profit after taxation but before non-controlling interests as a percentage of turnover	16.25%	11.96%	35.9
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 2013 and 31 March 2012	20.11%	13.15%	52.9

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	
	31.03.2013	31.03.2012	31.03.2013	31.03.2012
	S\$'000	S\$'000	S\$'000	S\$'000
ASSETS				
Non-current assets				
Property, plant and equipment	10,485	10,648	-	-
Investments in subsidiaries	-	-	57,515	57,516
Interests in associates	96,827	65,732	-	-
Investment properties	106,836	105,010	-	-
Amount due from a minority shareholder of a subsidiary (non-trade)	2,188	2,202	-	-
Amounts due from subsidiaries (non-trade)	-	-	8,469	3,380
Trade receivables	11,286	4,814	-	-
Club membership	47	49	-	-
Other investments - quoted equity shares	1	1	-	-
Structured deposits	1,102	1,060	-	-
	228,772	189,516	65,984	60,896
Current assets				
Development property	43,548	50,632	-	-
Inventory	1	2	-	-
Trade receivables	27,352	28,212	-	-
Other receivables and deposits	2,733	1,871	26	6
Prepayments	304	363	18	46
Amounts due from subsidiaries (non-trade)	-	-	6,011	4,047
Construction work-in-progress in excess of progress billings	7,223	2,217	-	-
Fixed deposits	69,641	45,854	2,000	2,000
Structured deposits	-	2,000	-	-
Cash and cash equivalents	11,758	11,660	1,916	885
	162,560	142,811	9,971	6,984
LIABILITIES				
Current liabilities				
Trade payables	21,089	20,740	-	-
Other payables and accruals	46,358	49,548	2,585	901
Deferred income	55	-	-	-
Amount due to a Director of a subsidiary	374	294	-	-
Finance lease obligations	18	558	-	-
Provision for income tax	3,796	3,173	-	-
Progress billings in excess of construction work-in-progress	8,316	4,267	-	-
Bank term loans, secured	7,881	7,527	6,000	4,000
Bills payable to banks, secured	41,959	20,934	-	-
	129,846	107,041	8,585	4,901
Net current assets	32,714	35,770	1,386	2,083

STATEMENT OF FINANCIAL POSITION

	GROUP		COMPANY	
	31.03.2013	31.03.2012	31.03.2013	31.03.2012
	S\$'000	S\$'000	S\$'000	S\$'000
Non-current liabilities				
Trade payables	3,885	1,380	-	-
Other payables and accruals	177	151	-	-
Finance lease obligations	-	18	-	-
Bank term loans, secured	38,037	46,497	-	-
Deferred tax liabilities	17,065	16,903	-	-
	<u>59,164</u>	<u>64,949</u>	<u>-</u>	<u>-</u>
NET ASSETS	<u>202,322</u>	<u>160,337</u>	<u>67,370</u>	<u>62,979</u>
EQUITY				
Equity attributable to Owners of the Company				
Share capital	50,915	39,483	50,915	39,483
Treasury shares	-	(222)	-	(222)
Translation reserve	(269)	123	-	-
Accumulated profits	126,799	97,678	14,299	22,204
Other reserves	2,989	2,044	2,156	1,514
	<u>180,434</u>	<u>139,106</u>	<u>67,370</u>	<u>62,979</u>
Non-controlling interests	21,888	21,231	-	-
TOTAL EQUITY	<u>202,322</u>	<u>160,337</u>	<u>67,370</u>	<u>62,979</u>

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

The amount repayable in one year or less, or on demand			
At 31.03.2013		At 31.03.2012	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
49,858	-	29,019	-

The amount repayable after one year			
At 31.03.2013		At 31.03.2012	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
38,037	-	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	
	YEAR ENDED	
	31.03.2013	31.03.2012
	S\$'000	S\$'000
Operating activities		
Profit before taxation	41,963	25,599
Adjustments:		
Depreciation of property, plant and equipment	1,838	1,776
Amortisation of club membership	2	2
Loss/(gain) on sale of plant and equipment	148	(12)
Gain on sale of investment properties	(749)	(52)
Gain on fair value adjustments of investment properties	(4,140)	(6,703)
Fair value gain on structured deposit	(42)	-
Gain on dilution of interest in a subsidiary	(7)	(17)
Allowance for doubtful debts	8	58
Interest expense	1,514	1,427
Interest income	(2,390)	(1,508)
Share of results of associates	(16,645)	88
Operating cash flows before changes in working capital	21,500	20,658
Decrease/(increase) in:		
Development property	7,084	7,214
Inventory	1	(2)
Trade and other receivables, deposits and prepayments	(6,427)	217
Construction work-in-progress, net	(957)	11,054
(Decrease)/increase in:		
Trade and other payables	(309)	(27,459)
Deferred income	55	-
Cash flows generated from operations	20,947	11,682
Income taxes paid	(3,452)	(5,294)
Interest income received	2,390	1,508
Exchange differences	142	(404)
Net cash flows generated from operating activities	20,027	7,492
Investing activities		
Purchase of plant and equipment	(1,828)	(592)
Purchase of investment properties	(907)	(1,028)
Proceeds from sale of plant and equipment	5	47
Proceeds from sale of investment properties	3,388	379
Investments in associates	(1,174)	(1,100)
Loans due from associates	(11,026)	(7,563)
Amounts due from associates	(2,325)	(1,383)
Decrease/(increase) in structured deposits	2,000	(3,060)
Net cash flows used in investing activities	(11,867)	(14,300)
Financing activities		
Dividends paid	(7,445)	(7,236)
Proceeds from shares placement	13,895	-
Proceeds from warrants exercised	96	899
Purchase of treasury shares	(1,695)	(222)
Proceeds from bank term loans	3,054	5,175
Repayment of bank term loans	(11,103)	(8,243)
Proceeds from bills payable to banks	21,025	-
Repayment of bills payable to banks	-	(14,785)
Interest paid	(1,514)	(1,427)
Repayment of lease obligations	(558)	(1,392)
(Increase)/decrease in pledged fixed deposits	(2,052)	1,030
Net cash flows generated from/(used in) financing activities	13,703	(26,201)
Net increase/(decrease) in cash and cash equivalents	21,863	(33,009)
Effect of exchange rate changes on cash and cash equivalents	(30)	96
Cash and cash equivalents at beginning of financial year	43,621	76,534
Cash and cash equivalents at end of financial year (Note A)	65,454	43,621
Note A: Cash and cash equivalents at end of financial year comprise:		
	31.03.2013	31.03.2012
	S\$'000	S\$'000
Cash and bank balances	11,758	11,660
Fixed deposits	69,641	45,854
	81,399	57,514
Less: Pledged fixed deposits	(15,945)	(13,893)
Cash and cash equivalents	65,454	43,621

UNAUDITED FULL YEAR FINANCIAL STATEMENTS AND DIVIDEND ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 2013

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	
At 1 April 2011	38,543	-	(1,914)	86,536	1,801	124,966	19,203	144,169
Net profit for the financial year	-	-	-	18,295	-	18,295	2,104	20,399
<u>Other comprehensive income</u>								
Foreign currency translation	-	-	2,037	-	-	2,037	291	2,328
Other comprehensive income for the financial year	-	-	2,037	-	-	2,037	291	2,328
Total comprehensive income for the financial year	-	-	2,037	18,295	-	20,332	2,395	22,727
<u>Contributions by and distributions to owners</u>								
Conversion to shares by warrant holders	899	-	-	-	-	899	-	899
Purchase of treasury shares	-	(222)	-	-	-	(222)	-	(222)
Interim and final tax-exempt dividends on ordinary shares	-	-	-	(6,869)	-	(6,869)	-	(6,869)
Dividends paid to non-controlling interests	-	-	-	-	-	-	(367)	(367)
Issuance of ordinary shares pursuant to scrip dividend scheme	41	-	-	(41)	-	-	-	-
Transfer to other reserves	-	-	-	(243)	243	-	-	-
Total contributions by and distributions to owners	940	(222)	-	(7,153)	243	(6,192)	(367)	(6,559)
At 31 March 2012	39,483	(222)	123	97,678	2,044	139,106	21,231	160,337
At 1 April 2012	39,483	(222)	123	97,678	2,044	139,106	21,231	160,337
Net profit for the financial year	-	-	-	36,286	-	36,286	1,363	37,649
<u>Other comprehensive income</u>								
Foreign currency translation	-	-	(392)	-	-	(392)	(123)	(515)
Other comprehensive income for the financial year	-	-	(392)	-	-	(392)	(123)	(515)
Total comprehensive income for the financial year	-	-	(392)	36,286	-	35,894	1,240	37,134
<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)
Proceeds from shares placement	12,222	1,031	-	-	642	13,895	-	13,895
Interim & final tax-exempt dividends on ordinary shares	-	-	-	(6,862)	-	(6,862)	-	(6,862)
Dividends paid to non-controlling interests	-	-	-	-	-	-	(583)	(583)
Cancellation of shares held in treasury	(886)	886	-	-	-	-	-	-
Transfer to other reserves	-	-	-	(303)	303	-	-	-
Total contributions by and distributions to owners	11,432	222	-	(7,165)	945	5,434	(583)	4,851
At 31 March 2013	50,915	-	(269)	126,799	2,989	180,434	21,888	202,322

UNAUDITED FULL YEAR FINANCIAL STATEMENTS AND DIVIDEND ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 2013

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 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)
Interim and final tax-exempt dividends on ordinary shares	-	-	(6,869)	-	(6,869)
Issuance of ordinary shares pursuant to scrip dividend scheme	41	-	(41)	-	-
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
At 1 April 2012	39,483	(222)	22,204	1,514	62,979
Net profit for the financial year	-	-	(1,043)	-	(1,043)
Total comprehensive income for the financial year	-	-	(1,043)	-	(1,043)
<u>Contributions by and distributions to owners</u>					
Conversion to shares by warrant holders	96	-	-	-	96
Proceeds from shares placement	12,222	1,031	-	642	13,895
Interim and final tax-exempt dividends on ordinary shares	-	-	(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	11,432	222	(6,862)	642	5,434
At 31 March 2013	50,915	-	14,299	2,156	67,370

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, thus 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 FY2013, the Company acquired 6,690,000 (FY2012: 1,011,000) 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.

In March 2013, the Company entered into a placement agreement, by way of issuance of 30,899,000 new shares and transfer of 4,101,000 existing issued shares in the capital of the Company which were held as treasury shares at an issue price of S\$0.408 per placement share.

The total number of issued shares as at 31 March 2013 were 414,353,307 shares (as at 31 March 2012: 350,267,941 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.

Total number of issued shares excluding treasury shares:	<u>Number of shares</u>
Balance as at 31 March 2011 and 1 April 2011	
- 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)
Balance as at 31 March 2012 and 1 April 2012	
- Ordinary Shares	350,267,941
- Warrants	1,377,511
during the 1st quarter FY2013	
Issuance 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)
during the 4th quarter FY2013	
Issuance of new shares pursuant to placement agreement	
- Ordinary Shares	35,000,000
Balance as at 31 March 2013	
- Ordinary Shares	414,353,307

The total number of treasury shares held by the Company as at 31 March 2013 was nil (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
	Year Ended
	31.03.2013
Balance as at 31 March 2012 and 1 April 2012	1,011,000
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)
Disposal of treasury shares	(4,101,000)
Balance as at 31 March 2013	-

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	
	YEAR ENDED	
	31.03.2013	31.03.2012
	(cents)	(cents)
a) On a basic basis	9.49	4.82
b) On a fully diluted basis	9.49	4.81
	S\$'000	S\$'000
Group's profit for the financial year attributable to Owners of the Company used in the computation of basic EPS	36,286	18,295
Group's adjusted profit for the financial year attributable to Owners of the Company used in the computation of diluted EPS	36,286	18,295
Weighted average number of ordinary shares excluding treasury shares for computing basic EPS	382,243,936	379,741,876
Effect of dilution from warrants	-	782,341
Weighted average number of ordinary shares excluding treasury shares for computing diluted EPS	382,243,936	380,524,217

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 31.03.2013	as at 31.03.2012	as at 31.03.2013	as at 31.03.2012
Net asset value per ordinary share (cents)	43.55	39.71	16.26	17.98
Issue share capital excluding treasury shares at the end of the year	414,353,307	350,267,941	414,353,307	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

FY2013 vs FY2012

Revenue

The Group has a total revenue of S\$231.6 million for the financial year ended 31 March 2013 ("FY2013"), an increase of S\$61.0 million or 35.8% compared to S\$170.6 million registered in the corresponding financial year ended 31 March 2012 ("FY2012"). The increase was mainly due to the increase in revenue from the construction business of S\$60.7 million or 41.8% from S\$145.4 million in FY2012 to S\$206.1 million in FY2013. Revenue from sales of development property increased by S\$0.3 million or 1.2% from S\$19.7 million compared to S\$20.0 million in FY2013.

Other income

Other income decreased by S\$1.3 million from S\$9.9 million in FY2012 to S\$8.6 million in FY2013. The decrease was mainly due to decrease in gain on fair value adjustments of investment properties of S\$2.6 million from S\$6.7 million in FY2012 to S\$4.1 million in FY2013. The decrease was offset by an increase in gain on sale of investment properties of S\$0.7 million and increase in interest income from associates of S\$0.9 million in FY2013 as compared to FY2012.

REVIEW OF THE PERFORMANCE OF THE GROUP

INCOME STATEMENT

Operating expenses

Cost of construction increased by S\$54.0 million or 38.6% from S\$140.0 million in FY2012 to S\$194.0 million in FY2013 mainly due to the increase in cost of construction business of S\$55.1 million or 46.0% from S\$119.7 million in FY2012 to S\$174.8 million in FY2013. The increase in cost of construction from construction business in FY2013 was partly offset by an decrease in cost recognised from sales of development property of S\$1.0 million from S\$20.2 million in FY2012 to S\$19.2 million in FY2013.

Personnel expenses increased by S\$4.6 million or 76.6% from S\$6.1 million in FY2012 to S\$10.7 million in FY2013 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.

There were no significant differences in depreciation of property, plant and equipment between FY2013 and FY2012.

Finance costs increased by S\$0.1 million in FY2013 compared to FY2012 mainly due to the increase in Group's borrowings.

Other operating expenses increased by S\$1.3 million or 23.4% from S\$5.5 million in FY2012 to S\$6.8 million in FY2013 mainly due to increase in provision for anticipated losses on construction projects of S\$0.9 million and increase in sales tax of S\$0.2 million from the sale of investment properties in the People's Republic of China ("PRC") and increase in building maintenance of S\$0.2 million.

Share of results of associates increased by S\$16.7 million from a loss of S\$0.1 million in FY2012 to a profit of S\$16.6 million in FY2013 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.

Tax expenses in FY2013 decreased by S\$0.9 million from S\$5.2 million in FY2012 to S\$4.3 million in FY2013 mainly due to reversal of S\$0.7 million on over-provision of deferred tax made in prior year on investment properties in PRC which was sold during FY2013.

As a result of the above, the Group registered an increase of net profit attributable to Owners of the company of S\$18.0 million or 98.3% from S\$18.3 million in FY2012 to S\$36.3 million in FY2013.

STATEMENT OF FINANCIAL POSITION

Non-current assets

Property, plant and equipment ("PPE") decreased by S\$0.1 million from S\$10.6 million as at 31 March 2012 ("FY2012") compared to S\$10.5 million as at 31 March 2013 ("FY2013") due to depreciation offset by new purchase of plant and equipment.

Interests in associates increased by S\$31.1 million from S\$65.7 million in FY2012 to S\$96.8 million in FY2013 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 increased by S\$1.8 million from S\$105.0 million in FY2012 to S\$106.8 million in FY2013 mainly due to gain on fair value adjustments of investment properties, offset by sale of investment properties in PRC and foreign exchange translation.

Trade receivables under non-current assets increased by S\$6.5 million from S\$4.8 million in FY2012 to S\$11.3 million in FY2013, mainly due to additional retention sum receivables from on-going construction projects.

Current assets

Development property decreased by S\$7.1 million from S\$50.6 million in FY2012 to S\$43.5 million in FY2013 as the increase in progress billing from sales was more than increase in cost incurred for the development during FY2013.

Trade receivables under current assets decreased by S\$0.8 million from S\$28.2 million in FY2012 to S\$27.4 million in FY2013. The decrease is due to a lesser amount of works done certified due for collection and retention sum to be released as at FY2013 as compared to FY2012 based on the progress of construction projects. Other receivables and deposits increased by S\$0.8 million from S\$1.9 million in FY2012 to S\$2.7 million in FY2013 mainly due to the advance payment made for an acquisition of additional shares in a subsidiary company.

REVIEW OF THE PERFORMANCE OF THE GROUP

STATEMENT OF FINANCIAL POSITION

Current assets

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 FY2013 as compared to FY2012, the construction work-in-progress in excess of progress billings increased by S\$5.0 million from S\$2.2 million in FY2012 to S\$7.2 million in FY2013, progress billings in excess of the construction work-in-progress (classified under current liabilities) increased by S\$4.0 million from S\$4.3 million to S\$8.3 million in FY2013.

Current liabilities

Trade payables under current liabilities increased by S\$0.4 million from S\$20.7 million in FY2012 to S\$21.1 million in FY2013. 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\$3.1 million from S\$49.5 million in FY2012 to S\$46.4 million in FY2013, mainly due to lesser accruals made for construction projects in progress.

Non-current liabilities

Trade payables under non-current liabilities increased by S\$2.5 million from S\$1.4 million in FY2012 to S\$3.9 million in FY2013. The increase was mainly from increase in retention sum from subcontractors for construction projects as construction activities have increased.

Total Group's borrowings

Total borrowings increased by S\$12.4 million from S\$75.5 million in FY2012 to S\$87.9 million in FY2013, mainly due to the increase in use of bills payable to banks of S\$21.0 million, partially offset by the decrease in net bank term loans of S\$8.0 million, repayment of finance lease obligations of S\$0.6 million.

STATEMENT OF CASH FLOWS

Net cash flows generated from operating activities of S\$20.0 million during FY2013 mainly arose from operating cash flows before changes in working capital of S\$21.5 million, interest income received of S\$2.4 million and exchange differences of S\$0.1 million, offset by payment made for income taxes of S\$3.5 million and decrease in working capital of S\$0.6 million.

Net cash flows used in investing activities of S\$11.9 million during FY2013 mainly arose from increases in loans and amounts due from associates of S\$13.3 million, additional investments in associates of S\$1.2 million, purchase of investment properties of S\$0.9 million and purchase of plant and equipment of S\$1.8 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 generated from financing activities of S\$13.7 million during FY2013 mainly arose from increase in use of bills payable to banks of S\$21.0 million and net proceeds from issuance of ordinary shares pursuant to Placement Agreement of S\$13.9 million, offset by dividends paid of S\$7.4 million, net repayment of bank term loans of S\$8.0 million, increase in pledged fixed deposits placed with local banks of S\$2.0 million, interest payment of S\$1.5 million, purchase of treasury shares of S\$1.7 million, and repayment of lease obligations of S\$0.6 million.

With the above mentioned, net increase in cash and cash equivalents during FY2013 was S\$21.9 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.

REVIEW OF THE PERFORMANCE OF THE GROUP

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 the Ministry of Trade and Industry of Singapore ("MTI"), Singapore's economic growth eased in 1st Quarter 2013 with a growth of 0.2% on a year-on-year basis compared to 1.5% growth in 4th Quarter 2012. A slower growth of 1.8% in 1st Quarter 2013 on a quarter-on-quarter seasonally-adjusted annualised basis compared to 3.3% growth in 4th Quarter 2012.

MTI also reported that Singapore construction sector expanded by 7.3% on a year-on-year basis in 1st Quarter 2013, following 5.8% growth in 4th Quarter 2012. On a quarter-on-quarter basis, the sector grew by an annualised rate of 16.5%, reversing the contraction of 3.9% in 4th Quarter 2012. This upturn was largely due to a strong rebound in private sector building activities.

Although Singapore's economic growth has eased, it is expected to improve gradually over the course of the year in line with the pickup of recovery in external demand. Construction and other key services sectors in Singapore are also expected to continue to provide support to growth.

The government reiterated its full-year growth forecast of 1.0% - 3.0% barring global risks from fiscal uncertainties in the United States of America ("USA") and a potential flare-up of the eurozone's sovereign debt crisis, as well as uncertainties such as an escalation in regional geopolitical tensions and a possible global outbreak of respiratory viruses.

In view of the above, the Company noted the challenges ahead in 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 30 April 2013, the Group has an order book on construction projects of approximately S\$446.0 million.

The property market in Singapore continues to perform positively. Prices of private residential properties increased moderately by 0.6% in 1st Quarter 2013. Our property development projects launched in FY2013 were in line with or better than our expectations. With the increase in sales and progress in construction, our property development projects have contributed to the strong growth in the Group's profit in FY2013. The projects that were launched recently as scheduled were well received by the market and will contribute to our future earnings.

In view of uncertainties in the macroeconomic climate, the Group will exercise prudence in the evaluation of each opportunity before embarking on any new acquisition or investment in development property projects.

Barring unforeseen circumstances, the Group is cautiously optimistic on the outlook of its performance in FY2014.

DIVIDENDS

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	1.35 cents per ordinary share	1.15 cents per ordinary share	2.5 cents per ordinary share

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 1.0 cent per ordinary share	Final Ordinary Cash 0.5 cent per ordinary share	Total Cash 1.5 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).

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
FY2013	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
REVENUE					
- external sales	206,279	25,360	-	-	<u>231,639</u>
Segment results	21,743	6,816	(4,010)	-	24,549
Share of results of associates	-	16,646	(1)	-	16,645
Interest income	79	32	2,279	-	2,390
Finance costs	(994)	(531)	(96)	-	<u>(1,621)</u>
Profit/(loss) before taxation	20,828	22,963	(1,828)	-	41,963
Tax expense					(4,314)
Non-controlling interests					<u>(1,363)</u>
Net profit attributable to Owners of the Company					<u>36,286</u>
Segment assets	202,258	68,563	161,031	(137,347)	294,505
Interests in associates	-	91,894	4,933	-	96,827
Total assets					<u>391,332</u>
Segment liabilities	72,050	47,683	73,123	(112,601)	80,255
Bank borrowings	44,435	35,368	8,092	-	87,895
Unallocated liabilities					20,860
Total liabilities					<u>189,010</u>
Other segment information :					
Capital expenditures	1,818	10	-	-	1,828
Investment properties	-	-	907	-	907
Depreciation of property, plant and equipment	1,797	41	-	-	1,838
FY2012					
REVENUE					
- external sales	145,361	25,263	-	-	<u>170,624</u>
Segment results	19,293	9,051	(2,623)	-	25,721
Share of results of associates	-	(93)	5	-	(88)
Interest income	77	42	1,389	-	1,508
Finance costs	(945)	(566)	(31)	-	<u>(1,542)</u>
Profit/(loss) before taxation	18,425	8,434	(1,260)	-	25,599
Tax expense					(5,200)
Non-controlling interests					<u>(2,104)</u>
Net profit attributable to Owners of the Company					<u>18,295</u>
Segment assets	167,689	104,042	129,348	(134,484)	266,595
Interests in associates	-	60,767	4,965	-	65,732
Total assets					<u>332,327</u>
Segment liabilities	74,462	46,123	65,464	(109,669)	76,380
Bank borrowings	25,540	44,859	5,135	-	75,534
Unallocated liabilities					20,076
Total liabilities					<u>171,990</u>
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

Geographical segments

	GROUP				
	Singapore	Malaysia	The People's Republic of China	Elimination	Total
<u>FY2013</u>	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
REVENUE	226,237	-	5,402	-	231,639
Segment assets	209,182	566	100,294	(15,537)	294,505
Interests in associates	87,276	-	9,551	-	96,827
Total assets					<u>391,332</u>
Other segment information :					
Capital expenditures	1,818	-	10	-	1,828
Investment properties	907	-	-	-	907
<u>FY2012</u>					
REVENUE	165,159	-	5,465	-	170,624
Segment assets	301,349	589	99,141	(134,484)	266,595
Interests in associates	55,677	-	10,055	-	65,732
Total assets					<u>332,327</u>
Other segment information :					
Capital expenditures	550	-	42	-	592
Investment properties	1,028	-	-	-	1,028

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 increased by S\$60.9 million in FY2013 from S\$145.4 million in FY2012 to S\$206.3 million in FY2013 as an increase of the recognition of prior years' projects were at near completion or completion stage of the construction and therefore the work done were higher than construction in FY2012 projects.

by Geographical segments

Revenue contributed by Singapore increased by S\$61.0 million from S\$165.2 million in FY 2012 to S\$226.2 million in FY2013 mainly due to the increase in contribution from construction business.

Profit Before Taxation

by Business segments

Profit before taxation from construction business increased by S\$2.4 million from S\$18.4 million in FY2012 to S\$20.8 million in FY2013 as the revenue from construction business increased in FY2013.

Profit before taxation from property development and management increased by S\$14.6 million from S\$8.4 million in FY2012 to S\$23.0 million in FY2013 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.

16 A breakdown of sales as follows:

	GROUP		
	31.03.2013	31.03.2012	% increase/(decrease)
	S\$'000	S\$'000	
Sales reported for first half year	112,465	95,132	18
Operating profit after taxation before deducting non-controlling interests reported for the first half year	14,365	8,014	79
Sales reported for second half year	119,174	75,492	58
Operating profit after taxation before deducting non-controlling interests reported for the second half year	23,284	12,385	88
Total Sales	231,639	170,624	36
Operating profit after taxation before deducting non-controlling interests reported for full year	37,649	20,399	85

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

	31.03.2013	31.03.2012
	S\$'000	S\$'000
Ordinary shares		
Interim	5,121	3,464
Final	-	1,741
Total :	5,121	5,205

- 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

27th May 2013