



Unaudited Second Quarter and Half Year Financial Statements Announcement Ended 31 October 2018

PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF-YEAR AND FULL YEAR RESULTS

1(a) An income statement and statement of comprehensive income (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year

Consolidated Income Statement

Note	The Group			The Group		
	3 months ended 31/10/18	3 months ended 31/10/17 (Restated)	Increase/ (Decrease)	6 months ended 31/10/18	6 months ended 31/10/17 (Restated)	Increase/ (Decrease)
	S\$'000	S\$'000	%	S\$'000	S\$'000	%
Revenue	167,366	43,798	282.1	212,002	87,227	143.0
Cost of sales	(136,285)	(29,571)	360.9	(165,453)	(58,761)	181.6
Gross profit	31,081	14,227	118.5	46,549	28,466	63.5
Other income	925	3,507	(73.6)	2,705	4,385	(38.3)
Administrative expenses	(11,397)	(11,252)	1.3	(22,490)	(22,528)	(0.2)
Other operating expenses	(5,163)	(3,752)	37.6	(6,496)	(70,847)	(90.8)
Profit/(loss) from operations	15,446	2,730	465.8	20,268	(60,524)	N/M
Finance income	316	830	(61.9)	1,373	1,371	0.1
Finance costs	(4,200)	(2,795)	50.3	(8,221)	(6,002)	37.0
Net finance costs	(3,884)	(1,965)	97.7	(6,848)	(4,631)	47.9
Share of profits of associates, net of tax	884	1,110	(20.4)	597	2,456	(75.7)
Profit/(loss) before income tax	12,446	1,875	563.8	14,017	(62,699)	N/M
Income tax expense	(3,598)	(825)	336.1	(4,214)	(1,427)	195.3
Profit/(loss) for the period	8,848	1,050	742.7	9,803	(64,126)	N/M
Attributable to:						
Owners of the Company	1,178	1,354	N/M	1,920	(63,729)	N/M
Non-controlling interests	7,670	(304)	N/M	7,883	(397)	N/M
Profit/(loss) for the period	8,848	1,050	742.7	9,803	(64,126)	N/M

N/M denotes Not Meaningful

Consolidated Statement of Comprehensive Income

	The Group			The Group		
	3 months ended 31/10/18	3 months ended 31/10/17 (Restated)	Increase/ (Decrease)	6 months ended 31/10/18	6 months ended 31/10/17 (Restated)	Increase/ (Decrease)
	S\$'000	S\$'000	%	S\$'000	S\$'000	%
Profit/(loss) for the period	8,848	1,050	742.7	9,803	(64,126)	N/M
Other comprehensive income						
Items that are or may be reclassified subsequently to profit or loss:						
Foreign currency translation differences for foreign operations	(544)	2,462	N/M	(7,348)	3,056	N/M
Net changes in fair value of available-for-sale financial assets	-	1,023	(100.0)	-	476	(100.0)
Share of reserves of associates	(257)	4	N/M	(551)	(321)	71.7
	(801)	3,489	N/M	(7,899)	3,211	N/M
Items that may not be reclassified subsequently to profit or loss:						
Net changes in fair value of financial assets at fair value through other comprehensive income	(3,072)	-	N/M	(2,047)	-	N/M
Other comprehensive income for the period, net of tax	(3,873)	3,489	N/M	(9,946)	3,211	N/M
Total comprehensive income for the period	4,975	4,539	9.6	(143)	(60,915)	(99.8)
Total comprehensive income attributable to:						
Owners of the Company	(1,337)	3,523	(138.0)	(3,569)	(61,937)	(94.2)
Non-controlling interests	6,312	1,016	521.3	3,426	1,022	235.2
Total comprehensive income for the period	4,975	4,539	9.6	(143)	(60,915)	(99.8)

N/M denotes Not Meaningful

Notes to Income Statement

(a) Restatement of Income Statement for 2Q2018

As per announcements dated 31 October 2018 for the full year financial statement and dividend announcement for the year ended 30 April 2018 and announcement dated 14 November 2018 for the first quarter financial statement and dividend announcement for the period ended 31 July 2018, the Group is unable to consolidate the financial results of Blackgold International Holdings Pty Ltd ("Blackgold") following the accounting irregularities and discrepancies in respect of the coal mining and coal trading receipts and sales invoices ("Irregularities") of certain subsidiaries of Blackgold. The fact finding investigation into the Irregularities as well as the assets and liabilities, and accounting records of the Blackgold and its subsidiaries ("Blackgold Group") by Ernst & Young Advisory Pte. Ltd. is still ongoing. The Board will present the fact finding report to Singapore Exchange Securities Trading Limited ("SGX-ST") upon the completion of the Special Audit and make relevant announcement via SGXNET on any material developments in connection with Blackgold.

As at the date of this announcement, the Group continues to prepare a set of financial statements without consolidating the financial statements of Blackgold Group. Blackgold is unable to provide a complete set of financial statements for consolidation purposes as the financial information is incomplete, inaccurate and unreliable. The Group is also unable to control the state of affairs at Blackgold Group.

As a result of the exclusion of the financial statements of Blackgold Group, the Group has restated the financial statements for the six months ended 31 Oct 2017 as announced on 12 December 2017. In addition, the Group has written off its investment in Blackgold and receivables from Blackgold in the restated financial statements for the period ended 31 October 2017.

(b) Cost of sales

	The Group			The Group		
	3 months ended 31/10/18	3 months ended 31/10/17 (Restated)	Increase/ (Decrease)	6 months ended 31/10/18	6 months ended 31/10/17 (Restated)	Increase/ (Decrease)
	S\$'000	S\$'000	%	S\$'000	S\$'000	%
Cost of sales	(136,285)	(29,571)	360.9	(165,453)	(58,761)	181.6
Included in cost of sales:						
Development cost	(104,334)	62	N/M	(104,334)	(325)	32,002.8
Depreciation of property, plant and equipment	(2,921)	(2,973)	(1.7)	(5,854)	(5,918)	(1.1)

Cost of sales increased significantly as a result of the recognition of the cost upon completion of the mixed residential and commercial development project ("Master-Riviera Project") in Jiangyin, China.

(c) Other income/(operating expenses)

	The Group			The Group		
	3 months ended 31/10/18	3 months ended 31/10/17 (Restated)	Increase/ (Decrease)	6 months ended 31/10/18	6 months ended 31/10/17 (Restated)	Increase/ (Decrease)
	S\$'000	S\$'000	%	S\$'000	S\$'000	%
Other income	925	3,507	(73.6)	2,705	4,385	(38.3)
Other operating expenses	(5,163)	(3,752)	37.6	(6,496)	(70,847)	(90.8)
Included in other income/(operating expenses):						
Dividend income from fair value through other comprehensive income (FVOCI)	320	-	N/M	658	-	N/M
Dividend income from available-for-sale financial assets	-	327	(100.0)	-	1,024	(100.0)
Fair value gain/(loss) on foreign currency forward contracts	166	205	(19.0)	460	(209)	N/M
Fair value (loss)/gain on securities designated at fair value through profit or loss	(1,268)	1,771	N/M	(815)	1,913	N/M
Foreign exchange (loss)/gain	(7)	1,099	N/M	1,093	(2,228)	N/M
Impairment loss on redeemable cumulative convertible preference shares in an associate	(1,040)	-	N/M	(1,040)	-	N/M
Investment in Blackgold Group written off	-	-	-	-	(41,352)	(100.0)
Receivable from Blackgold Group written off	-	(331)	(100.0)	-	(21,847)	(100.0)

For 2Q2019 and 1H2019, other income decreased mainly due to absence of fair value gain on marketable securities.

For 2Q2019, other operating expenses increased due to fair value loss on marketable securities and for 1H2019, the decrease was due to absence of write-off of investment in Blackgold and on receivables from Blackgold which was recognised in FY2018. In addition, the Group has conducted an assessment on the recoverability of the redeemable cumulative convertible preference shares (RCCPS) in China GSD Logistics Pte. Ltd. and made an impairment loss of \$1.04 million.

(d) Administrative expenses

	The Group			The Group		
	3 months ended 31/10/18	3 months ended 31/10/17 (Restated)	Increase/ (Decrease)	6 months ended 31/10/18	6 months ended 31/10/17 (Restated)	Increase/ (Decrease)
	S\$'000	S\$'000	%	S\$'000	S\$'000	%
Administrative expenses	(11,397)	(11,252)	1.3	(22,490)	(22,528)	(0.2)
Included in administrative expenses:						
Staff costs	(8,521)	(8,953)	(4.8)	(17,426)	(17,673)	(1.4)
Depreciation of property, plant and equipment	(154)	(222)	(30.6)	(320)	(434)	(26.3)

Administrative expenses comprise mainly salaries, depreciation charges and other expenses.

(e) Finance income

	The Group			The Group		
	3 months ended 31/10/18	3 months ended 31/10/17 (Restated)	Increase/ (Decrease)	6 months ended 31/10/18	6 months ended 31/10/17 (Restated)	Increase/ (Decrease)
	S\$'000	S\$'000	%	S\$'000	S\$'000	%
Finance income	316	830	(61.9)	1,373	1,371	0.1
Included in finance income:						
Interest income on loans to associates	56	30	86.7	104	57	82.5
Interest income from the deferred payment on development project	-	(30)	(100.0)	-	(30)	(100.0)
Interest income on loans to non-controlling shareholders	-	127	(100.0)	-	253	(100.0)
Interest income on loans to third parties	16	456	(96.5)	698	524	33.2
Interest income on bank deposit	244	246	(0.8)	571	562	1.6

(f) Finance costs

Finance costs increased due to S\$66 million fixed rate notes issued under the S\$500 million Multicurrency Medium Term Note Programme in October 2017.

(g) Share of profits from associates

Share of profits from associates decreased in 2Q2019 and 1H2019 mainly due to losses from Figtree Holdings Limited and absence of profit contribution from China Southwest Energy Corporation Ltd.

(h) Income tax expense

	The Group			The Group		
	3 months ended 31/10/18	3 months ended 31/10/17 (Restated)	Increase/ (Decrease)	6 months ended 31/10/18	6 months ended 31/10/17 (Restated)	Increase/ (Decrease)
	S\$'000	S\$'000	%	S\$'000	S\$'000	%
Income tax expense	(3,598)	(825)	336.1	(4,214)	(1,427)	195.3
Included in income tax expense:						
Current year tax provision	(3,753)	(649)	478.3	(4,321)	(1,219)	254.5
Increase in deferred tax liabilities	(4)	(5)	(20.0)	(7)	(28)	(75.0)
Over/(under) provision of tax in respect of prior years	159	(171)	N/M	114	(180)	N/M

Income tax expense increased mainly arising from the profit recognition upon completion of the Master-Riviera Project.

(i) Non-controlling interests

Profit attributable to non-controlling interests increased significantly in 2Q2019 as a result of the profit recognition from Master-Riviera Project.

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

Statements of Financial Position

	Note	Group		Company	
		As at 31/10/2018	As at 30/04/2018 (Restated)	As at 31/10/2018	As at 30/04/2018 (Restated)
		S\$'000	S\$'000	S\$'000	S\$'000
Assets					
Property, plant and equipment	(a)	256,516	261,761	253	295
Intangible assets		472	472	-	-
Investment properties		128,601	127,147	-	-
Subsidiaries		-	-	17,752	17,752
Associates		81,547	82,178	27,239	27,730
Other investments	(b)	27,209	29,256	-	-
Deferred tax assets		4,407	4,629	-	-
Trade and other receivables	(c)	40,401	56,271	320,615	328,541
Non-current assets		539,153	561,714	365,859	374,318
Other investments		47,143	47,244	32,556	31,532
Development properties	(d)	23,628	120,398	-	-
Inventories		558	525	-	-
Trade and other receivables	(e)	144,231	156,596	2,414	2,230
Cash and cash equivalents	(f)	55,614	70,549	190	805
Current assets		271,174	395,312	35,160	34,567
Total assets		810,327	957,026	401,019	408,885
Equity					
Share capital		174,337	174,337	174,337	174,337
Other reserves	(g)	3,624	9,113	5,147	5,147
Accumulated profits/(losses)		27,145	25,225	(19,370)	(15,306)
Equity attributable to owners of the Company		205,106	208,675	160,114	164,178
Non-controlling interests	(h)	96,029	92,603	-	-
Total equity		301,135	301,278	160,114	164,178
Liabilities					
Loans and borrowings	(i)	18,550	18,750	-	-
Trade and other payables	(j)	35,986	39,868	87,955	80,758
Provisions		3,769	3,742	-	-
Deferred tax liabilities		8,104	8,414	-	-
Non-current liabilities		66,409	70,774	87,955	80,758
Loans and borrowings	(i)	225,383	232,898	75,130	75,844
Notes payable	(k)	90,706	92,438	65,546	65,311
Current tax payable		11,883	9,118	627	890
Trade and other payables	(l)	114,670	250,379	11,647	21,904
Provisions		141	141	-	-
Current liabilities		442,783	584,974	152,950	163,949
Total liabilities		509,192	655,748	240,905	244,707
Total equity and liabilities		810,327	957,026	401,019	408,885

Notes to Statements of Financial Position

- (a) Decrease in property, plant and equipment was mainly attributable to the depreciation charged.
- (b) Non-current other investments decreased due to fair value loss on Sabana REIT units.
- (c) At Group level, non-current trade and other receivables decreased mainly due to the early repayment of loan by a third party. At Company level, trade and other receivables decreased mainly due to repayment of loan by subsidiaries.
- (d) Decrease in development properties was due to completion of Master-Riviera Project.
- (e) At Group level, trade and other receivables decreased mainly due to the progressive collection of financial leasing receivables and repayment of loan by third party.
- (f) Cash and cash equivalents decreased mainly due to the payment of the construction costs in relation to the resettlement housing development projects in Jiangyin, China. The decrease was also due to currency translation resulting from the weakening of Renminbi against SGD.
- (g) The decrease in other reserves was mainly due to the translation loss recognised in equity and fair value loss on financial assets at FVOCI.
- (h) Non-controlling interests increased mainly due to profit recognition from Master-Riviera Project.
- (i) Long term loans and borrowings of \$90.0 million due between FY2020 and FY2022 remained under current liabilities although waivers have been obtained before 31 October 2018 in respect of the loan covenant breaches, as the waivers will lapse at the earlier of 31 December 2018 or issuance of the Special Audit Report and hence the Group continues to present the long term loans and borrowings under current liabilities.
- (j) At Group level, non-current trade and other payables decreased due to reclassification of loans from non-controlling interest from non-current to current liability. At Company level, increase in non-current other payables was due to additional loan from subsidiaries.
- (k) Notes payable of \$66.0 million due in October 2020 was issued under the \$500 million multicurrency debt issuance programme remained under current liabilities for the same reason as stated under note (i) above.
- (l) At Group level, trade and other payables decreased substantially mainly due to reversal of advance collection upon revenue recognition under the Master-Riviera project. At Company level, the decrease in other payables was due to loan repayment.

1(b)(ii) Aggregate amount of Group's borrowings and debt securities**Amount repayable in one year or less, or on demand**

	As at 31/10/2018		As at 30/04/2018	
	Secured S\$'000	Unsecured S\$'000	Secured S\$'000	Unsecured S\$'000
Borrowings	209,467	14,500	213,712	17,500
Notes payable	-	90,706	-	92,438
Finance lease liabilities	1,416	-	1,686	-
Total	210,883	105,206	215,398	109,938

Amount repayable after one year

	As at 31/10/2018		As at 30/04/2018	
	Secured S\$'000	Unsecured S\$'000	Secured S\$'000	Unsecured S\$'000
Borrowings	16,841	-	16,636	-
Finance lease liabilities	1,709	-	2,114	-
Total	18,550	-	18,750	-

Details of any collateral

The borrowings are secured by legal mortgages over the leasehold properties, equipment and share charge over Sabana REIT units and participating shares in Sentosa Asian Credit Offshore Feeder Fund. The bank borrowings of the subsidiaries are guaranteed by the Company. The finance lease liabilities are secured by the assets under finance leases.

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

Consolidated Statement of Cash Flows

	3 months ended 31/10/18	3 months ended 31/10/17 (Restated)	6 months ended 31/10/18	6 months ended 31/10/17 (Restated)
	S\$'000	S\$'000	S\$'000	S\$'000
Cash flows from operating activities				
Profit/(loss) before income tax	12,446	1,875	14,017	(62,699)
Adjustments for:				
Depreciation of property, plant and equipment	3,075	3,195	6,174	6,352
Dividend income from FVOCI	(320)	-	(658)	-
Dividend income from available-for-sale financial assets	-	(327)	-	(1,024)
Fair value (gain)/loss on foreign currency forward contract	(166)	(205)	(460)	209
Fair value loss/(gain) on securities designated at fair value through profit or loss	1,268	(1,771)	815	(1,913)
Finance costs	4,200	2,795	8,221	6,002
Finance income	(316)	(830)	(1,373)	(1,371)
Foreign exchange (gain)/loss	(131)	(209)	(377)	601
Impairment loss on redeemable cumulative convertible preference shares in an associate	1,040	-	1,040	-
Impairment loss on trade and other receivables	2	2	4	6
Investment in Blackgold Group written off	-	-	-	41,352
Loss/(gain) on disposal of property, plant and equipment	33	(14)	38	(26)
Loss/(gain) on disposal of securities designated at fair value through profit or loss	2	(8)	2	(8)
Loss on disposal of subsidiary	2	-	2	-
Receivables from Blackgold Group written off	-	331	-	21,847
Share of profits of associates	(884)	(1,110)	(597)	(2,456)
	20,251	3,724	26,848	6,872
Changes in working capital:				
Development properties	96,064	(7,697)	92,381	(13,419)
Inventories	(4)	36	(39)	48
Trade and other receivables	4,017	(13,101)	9,241	(23,931)
Trade and other payables	(109,738)	22,529	(123,951)	53,431
Cash generated from operations	10,590	5,491	4,480	23,001
Income taxes refunded	8	-	29	6
Income taxes paid	(266)	(581)	(1,423)	(1,386)
Net cash from operating activities	10,332	4,910	3,086	21,621
Cash flows from investing activities				
Acquisition of a subsidiary, net of cash acquired	-	-	-	(39,602)
Acquisition of shares in associates	-	-	-	(6,492)
Dividends received:				
- an associate	186	178	186	178
- FVOCI	340	-	703	-
- available-for-sale financial assets	-	335	-	698
Finance income received	29	619	1,191	874
Loans to associates	(400)	(500)	(3,260)	(800)
Loan to non-controlling interest	-	(29,529)	-	(29,529)
Loan to third parties	-	(6,120)	(14)	(7,336)
Proceeds from disposal of an associate	-	29,529	-	81,161
Proceeds from sale of other investment	56	97	56	97
Proceeds from sale of property, plant and equipment	260	16	276	29
Purchase of investment properties	(3,603)	(655)	(5,712)	(789)
Purchase of property, plant and equipment	(238)	(374)	(570)	(2,429)
Repayment of loans by third parties	4,750	5,125	22,742	51,556
Net cash from/(used in) investing activities	1,380	(1,279)	15,598	47,616

Consolidated Statement of Cash Flows (continued)

	3 months ended 31/10/18	3 months ended 31/10/17 (Restated)	6 months ended 31/10/18	6 months ended 31/10/17 (Restated)
	S\$'000	S\$'000	S\$'000	S\$'000
Cash flows from financing activities				
Deposits pledged	(666)	(4,337)	11,929	8,860
Distribution on perpetual securities	-	(3,638)	-	(3,638)
Dividends paid to shareholders of the Company	-	(1,781)	-	(1,781)
Finance costs paid	(5,027)	(2,492)	(8,278)	(7,091)
Government grant received	-	1,079	-	1,079
Net proceeds from issue of notes payable	-	41,500	-	63,500
Payment of financial lease liabilities	(459)	(410)	(934)	(871)
Proceeds from borrowings	995	44,223	3,516	156,437
Proceeds from issue of share capital	-	-	-	26,600
Proceeds from loan from non-controlling interest	-	100	-	100
Purchase of treasury shares	-	-	-	(176)
Redemption of notes payable	-	-	(1,720)	(100,000)
Redemption of perpetual securities	-	(70,500)	-	(70,500)
Repayment of borrowings	(7,629)	(61,283)	(10,750)	(117,607)
Repayment of loan to a related party	-	-	(7,000)	-
Repayment of loan to an associate	-	-	-	(3,598)
Repayment of loan to non-controlling interests	(972)	(4,600)	(6,345)	(6,600)
Net cash used in financing activities	(13,758)	(62,139)	(19,582)	(55,286)
Net (decrease)/increase in cash and cash equivalents	(2,046)	(58,508)	(898)	13,951
Cash and cash equivalents at beginning of period	53,894	120,514	54,335	48,162
Effect of exchange rate fluctuations on cash and cash equivalents	80	732	(1,509)	625
Cash and cash equivalents at end of period	51,928	62,738	51,928	62,738
Cash and cash equivalents comprise the following:				
Cash at bank and in hand	26,642	33,775	26,642	33,775
Deposits with banks	28,972	35,151	28,972	35,151
Cash and cash equivalents	55,614	68,926	55,614	68,926
Deposits pledged	(3,686)	(6,188)	(3,686)	(6,188)
Cash and cash equivalents in the statement of cash flows	51,928	62,738	51,928	62,738

1(d)(i) Statement of Changes in Equity
For the period ended 31 October 2018

<u>The Group</u>	Share capital S\$'000	Treasury shares S\$'000	Capital reserve S\$'000	Fair value reserve S\$'000	Foreign currency translation reserve S\$'000	Other reserve S\$'000	Accumulated profits S\$'000	Total attributable to owners of the company S\$'000	Non-controlling interests S\$'000	Total equity S\$'000
Balance at 1 May 2018	174,337	(1,935)	7,089	-	(3,802)	24	32,962	208,675	92,603	301,278
Effect of SFRS(I)	-	-	-	-	7,737	-	(7,737)	-	-	-
Balance at 1 May 2018 restated under SFRS(I)	174,337	(1,935)	7,089	-	3,935	24	25,225	208,675	92,603	301,278
Total comprehensive income for the period										
Profit for the period	-	-	-	-	-	-	742	742	213	955
Other comprehensive income										
Foreign currency translation differences for foreign operations	-	-	-	-	(3,401)	-	-	(3,401)	(3,403)	(6,804)
Net changes in fair value of financial assets at fair value through other comprehensive income	-	-	-	721	-	-	-	721	304	1,025
Share of reserves of associates	-	-	-	-	(295)	1	-	(294)	-	(294)
Total other comprehensive income	-	-	-	721	(3,696)	1	-	(2,974)	(3,099)	(6,073)
Total comprehensive income for the period	-	-	-	721	(3,696)	1	742	(2,232)	(2,886)	(5,118)
Balance at 31 July 2018	174,337	(1,935)	7,089	721	239	25	25,967	206,443	89,717	296,160
Total comprehensive income for the period										
Profit for the period	-	-	-	-	-	-	1,178	1,178	7,670	8,848
Other comprehensive income										
Foreign currency translation differences for foreign operations	-	-	-	-	(96)	-	-	(96)	(448)	(544)
Net changes in fair value of financial assets at fair value through other comprehensive income	-	-	-	(2,162)	-	-	-	(2,162)	(910)	(3,072)
Share of reserves of associates	-	-	-	-	(271)	14	-	(257)	-	(257)
Total other comprehensive income	-	-	-	(2,162)	(367)	14	-	(2,515)	(1,358)	(3,873)
Total comprehensive income for the period	-	-	-	(2,162)	(367)	14	1,178	(1,337)	6,312	4,975
Balance at 31 Oct 2018	174,337	(1,935)	7,089	(1,441)	(128)	39	27,145	205,106	96,029	301,135

<u>The Group</u>	Share capital S\$'000	Perpetual securities S\$'000	Treasury shares S\$'000	Capital reserve S\$'000	Fair value reserve S\$'000	Foreign currency translation reserve S\$'000	Other Reserve S\$'000	Accumulated profits S\$'000	Total attributable to owners of the company S\$'000	Non-controlling interests S\$'000	Total equity S\$'000
Balance at 1 May 2017	139,854	97,947	(1,759)	7,089	-	(7,737)	12	134,952	370,358	94,013	464,371
Effect of SFRS(I)	-	-	-	-	-	7,737	-	(7,737)	-	-	-
Balance at 1 May 2017 restated under SFRS(I)	139,854	97,947	(1,759)	7,089	-	-	12	127,215	370,358	94,013	464,371
Total comprehensive income for the period											
Loss for the period	-	-	-	-	-	-	-	(65,083)	(65,083)	(93)	(65,176)
Other comprehensive income											
Foreign currency translation differences for foreign operations	-	-	-	-	-	293	-	-	293	301	594
Net changes in fair value of available-for-sale financial assets	-	-	-	-	(345)	-	-	-	(345)	(202)	(547)
Share of reserve of associates	-	-	-	-	-	(321)	(4)	-	(325)	-	(325)
Total other comprehensive income	-	-	-	-	(345)	(28)	(4)	-	(377)	99	(278)
Total comprehensive income for the period	-	-	-	-	(345)	(28)	(4)	(65,083)	(65,460)	6	(65,454)
Transactions with owners of the Company, recognised directly in equity											
Contributions by and distributions to owners of the Company											
Issue of new shares	26,600	-	-	-	-	-	-	-	26,600	-	26,600
Purchase of treasury shares	-	-	(176)	-	-	-	-	-	(176)	-	(176)
Total contributions by and distributions to owners of the Company	26,600	-	(176)	-	-	-	-	-	26,424	-	26,424
Changes in ownership interests in subsidiaries											
Acquisition of non-controlling interests without a change in control	-	-	-	-	-	-	-	-	-	(434)	(434)
Total changes in ownership interests in subsidiaries	-	-	-	-	-	-	-	-	-	(434)	(434)
Total transactions with owners of the Company	26,600	-	(176)	-	-	-	-	-	26,424	(434)	25,990
Balance at 31 July 2017	166,454	97,947	(1,935)	7,089	(345)	(28)	8	62,132	331,322	93,585	424,907

The Group	Share capital S\$'000	Perpetual securities S\$'000	Treasury shares S\$'000	Capital reserve S\$'000	Fair value reserve S\$'000	Foreign currency translation reserve S\$'000	Other Reserve S\$'000	Accumulated profits S\$'000	Total attributable to owners of the company S\$'000	Non-controlling interests S\$'000	Total equity S\$'000
Total comprehensive income for the period											
Profit for the period	-	-	-	-	-	-	-	1,354	1,354	(304)	1,050
Other comprehensive income											
Foreign currency translation differences for foreign operations	-	-	-	-	-	1,043	-	-	1,043	1,017	2,060
Net changes in fair value of available-for-sale financial assets	-	-	-	-	720	-	-	-	720	303	1,023
Share of reserves of associates	-	-	-	-	-	402	4	-	406	-	406
Total other comprehensive income	-	-	-	-	720	1,445	4	-	2,169	1,320	3,489
Total comprehensive income for the period	-	-	-	-	720	1,445	4	1,354	3,523	1,016	4,539
Transactions with owners of the Company, recognised directly in equity											
Contributions by and distributions to owners of the Company											
Dividends paid to owners	-	-	-	-	-	-	-	(9,664)	(9,664)	-	(9,664)
Distribution on perpetual securities	-	-	-	-	-	-	-	(3,638)	(3,638)	-	(3,638)
Issue of new shares	7,883	-	-	-	-	-	-	-	7,883	-	7,883
Redemption of perpetual securities	-	(97,947)	-	-	-	-	-	-	(97,947)	-	(97,947)
Total contributions by and distributions to owners of the Company	7,883	(97,947)	-	-	-	-	-	(13,302)	(103,366)	-	(103,366)
Total transactions with owners of the Company	7,883	(97,947)	-	-	-	-	-	(13,302)	(103,366)	-	(103,366)
Balance at 31 October 2017	174,337	-	(1,935)	7,089	375	1,417	12	50,184	231,479	94,601	326,080

The Company	Share capital S\$'000	Perpetual securities S\$'000	Treasury shares S\$'000	Capital reserve S\$'000	Accumulated profits S\$'000	Total equity S\$'000
Balance at 1 May 2018	174,337	-	(1,935)	7,082	(15,306)	164,178
Total comprehensive income for the period						
Loss for the period	-	-	-	-	(1,305)	(1,305)
Balance at 31 July 2018	174,337	-	(1,935)	7,082	(16,611)	162,873
Total comprehensive income for the period						
Loss for the period	-	-	-	-	(2,759)	(2,759)
Balance at 31 October 2018	174,337	-	(1,935)	7,082	(19,370)	160,114
Balance at 1 May 2017	139,854	97,947	(1,759)	7,082	33,751	276,875
Total comprehensive income for the period						
Loss for the period	-	-	-	-	(62,981)	(62,981)
Transactions with owners of the Company, recognised directly in equity						
Contributions by and distributions to owners of the Company						
Issue of new shares	26,600	-	-	-	-	26,600
Purchase of treasury shares	-	-	(176)	-	-	(176)
Total contributions by and distributions to owners of the Company	26,600	-	(176)	-	-	26,424
Total transactions with owners of the Company	26,600	-	(176)	-	-	26,424
Balance at 31 July 2017	166,454	97,947	(1,935)	7,082	(29,230)	240,318
Total comprehensive income for the period						
Profit for the period	-	-	-	-	273	273
Transactions with owners of the Company, recognised directly in equity						
Contributions by and distributions to owners of the Company						
Dividends paid to owners	-	-	-	-	(9,664)	(9,664)
Distribution on perpetual securities	-	-	-	-	(3,638)	(3,638)
Issue of new shares	7,883	-	-	-	-	7,883
Redemption of perpetual securities	-	(97,947)	-	-	-	(97,947)
Total contributions by and distributions to owners of the Company	7,883	(97,947)	-	-	(13,302)	(103,366)
Total transactions with owners of the Company	7,883	(97,947)	-	-	(13,302)	(103,366)
Balance at 31 October 2017	174,337	-	(1,935)	7,082	(42,259)	137,225

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 the number of shares that may be issued on conversion of all the outstanding convertibles, if any, against the total number of issued shares excluding treasury shares and subsidiary holdings 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. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed 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

Details of any changes in the Company's issued share capital

	No of ordinary shares		Amount	
	Share capital	Treasury shares	Share capital S\$'000	Treasury shares S\$'000
As at 1 August 2018 and 31 October 2018	697,951,877	(5,188,560)	174,337	(1,935)

There were no outstanding convertibles and/or subsidiary holdings as at 31 October 2018 and 31 October 2017.

As at 31 October 2018, there are 5,188,560 (31 October 2017: 5,188,560) shares held as treasury shares against the total number of issued shares excluding treasury shares of 692,763,317 (31 October 2017: 692,763,317).

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

	<u>As at 31/10/18</u>	<u>As at 30/4/18</u>
Total number of issued shares	697,951,877	697,951,877
Less: Treasury shares	(5,188,560)	(5,188,560)
Total number of issued shares excluding treasury shares	<u>692,763,317</u>	<u>692,763,317</u>

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

There were no sale, transfer, cancellation and/or use of treasury shares as at 31 October 2018.

1(d)(v) A statement showing all sales, transfers, cancellation and/or use of subsidiary holdings as at the end of the current financial period reported on

There were no subsidiary holdings during and as at the end of the financial period ended 31 October 2018.

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 auditors.

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

Not applicable.

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 Accounting Standards Council announced on 29 May 2014 that Singapore-incorporated companies listed on the Singapore Exchange will apply a new financial reporting framework identical to the International Financial Reporting Standards. The Group has adopted the new financial reporting framework on 1 May 2018 and thereafter Singapore Financial Reporting Standards (International) ("SFRS(I)", including SFRS(I) Interpretation issued by ASC on 29 December 2017. The Group has performed an assessment of the impact of SFRS(I) 1 for the transition to the new reporting framework and the Group does not expect to change its existing accounting policies on adoption of the new framework on 1 May 2018. Except as disclosed in paragraph 5, the Group and the Company have adopted the same accounting policies and methods of computation for the current financial

period as those for the financial year ended 30 April 2018.

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

In the current financial period, the Group and the Company adopted the new SFRS(I) and Amendments to SFRS(I) that are effective for annual periods beginning on or after 1 January 2018. In addition, the Group will also concurrently apply SFRS(I) 9 *Financial Instruments* and elects to present in other comprehensive income (OCI) the changes in fair value of the previously classified as available-for-sale (AFS) equity securities that are held by the Group as the investments are not held for trading. The changes in fair value recognized in OCI will not be reclassified to profit or loss upon disposal of the AFS equity. In addition, the impairment of financial assets measured at amortised cost or fair value through other comprehensive income (FVOCI) (except for investments in equity instruments) is now based on the expected credit loss model instead of the previous "incurred loss" model used previously.

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

Earnings per ordinary share

(a) Based on the weighted average number of ordinary shares on issue

(b) On a fully diluted basis

	3 months ended 31/10/18	3 months ended 31/10/17
(a) Based on the weighted average number of ordinary shares on issue	0.17 cent	0.20 cent
(b) On a fully diluted basis	0.17 cent	0.20 cent

The basic earnings per share is calculated based on the weighted average number of ordinary shares in issue of 692,763,317 (31 October 2017: 673,423,841).

The fully diluted earning per share is calculated based on the weighted average number of ordinary shares of 692,763,317 (31 October 2017: 673,423,841).

Earnings per ordinary share

(a) Based on the weighted average number of ordinary shares

(b) On a fully diluted basis

	6 months ended 31/10/18	6 months ended 31/10/17
(a) Based on the weighted average number of ordinary shares	0.28 cent	(9.61) cent
(b) On a fully diluted basis	0.28 cent	(9.61) cent

The basic earnings per share is calculated based on the weighted average number of ordinary shares in issue of 692,763,317 (31 October 2017: 662,883,161).

The fully diluted earnings per share is calculated based on the weighted average number of ordinary shares of 692,763,317 (31 October 2017: 662,883,161).

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

	As at <u>31/10/2018</u> Cents	As at <u>30/04/2018</u> Cents
Net assets value per ordinary share		
The Group	29.61	30.12
The Company	23.11	23.70

Net asset value per share is calculated based on 692,763,317 (30 April 2018: 692,763,317) ordinary shares (excluding treasury shares) in issue at the end of the financial period under review and of the immediately preceding financial year.

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

The Group reported revenue of \$167.4 million and \$212.0 million for 2Q2019 and 1H2019 respectively, representing an increase of 282.1% and 143.0% over the previous corresponding period. The Group also reported higher cost of sales of \$136.3 million and \$165.5 million for 2Q2019 and 1H2019 respectively. The increase in both revenue and cost of sales were due mainly to the completion of the Master-Riviera Project.

The profit from operations increased to \$15.4 million in 2Q2019 and \$20.3 million in 1H2019 mainly due to the contribution from the revenue recognition upon completion of the Master-Riviera Project.

The Group reported a lower share of profits from associates due to losses from Figtree Holdings Limited and absence of profit from China Southwest Energy Corporation Ltd.

The Group reported a profit after tax and non-controlling interest of \$1.2 million in 2Q2019 compared to \$1.4 million in 2Q2018 mainly due to the completion of Master-Riviera Project.

As at 31 October 2018, the Group has cash and cash equivalents of \$55.6 million, and net gearing of 1.36 times. The Group continues to be in a net current liability position due to reclassification of non-current to current liabilities of long term loans and borrowings of \$90.0 million due between FY2020 and FY2022 and notes payable of \$66 million. The loans and borrowings remained under current liabilities although waivers have been obtained before 31 October 2018 in respect of the loan covenant breaches, as the waivers will lapse at the earlier of 31 December 2018 or issuance of the Special Audit Report. Hence, the Group continues to present the long term loans and borrowings under current liabilities.

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

The current announced results are in line with the first quarter FY2019 Financial Statements Announcement released on 14 November 2018.

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 development of built-to-suit industrial factory for an MNC in Changshu High Tech Industrial Park, Jiangsu has been completed in December 2018. The development of another customised built-to-suit factory for an MNC is scheduled to be completed by June 2019. Following these completions, the Changshu High Tech Industrial Park Phase 2 will be fully occupied.

As announced on 21 September 2018, the Group is currently in exclusive discussion with a large international real estate fund in relation to a possible transaction for the sale and leaseback of the property located at 121 Banyan Drive, Singapore 627570 for a consideration in excess of S\$220 million.

In addition, the Group's associated company, Ececil Pte. Ltd. has entered into a binding lease agreement with a co-working space company on 5 October 2018 for the lease of the whole of 139 Cecil Street, Singapore with gross floor area of 8,253.9 sqm for a term of six (6) years. The property is currently undergoing major additions and alteration work, and is expected to be completed by mid-2019.

The Group is currently carrying out a review of its business strategy.

11. Dividend

(a) Current Financial Period Reported On

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

(b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year? No.

(c) Date payable

Not applicable.

(d) Books closure date

Not applicable.

12. If no dividend has been declared/recommended, a statement to that effect

No dividend had been declared or recommended in the current reporting period.

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 Company does not have a general mandate from shareholders pursuant to Rule 920(1)(a)(ii) of the SGX-ST Listing Manual.

14. Confirmation pursuant to the SGX Listing Rule 705(5) of the Listing Manual

The Board of Directors hereby confirm that, to the best of their knowledge, nothing has come to their attention which may render the unaudited financial results for the period ended 31 October 2018 to be false or misleading in any material respect.

15. Confirmation that the issuer has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1)

The Company confirms that it has procured undertakings from all its directors and executive officers in the format set out in Appendix 7.7 under Rule 720(1) of the Listing Manual.

**BY ORDER OF THE BOARD
VIBRANT GROUP LIMITED**

**Eric Khua
Executive Director & CEO
12 December 2018**