

Co. Reg. No.196400100R

#### Unaudited Full Year Financial Statements for the Financial Year Ended 31 March 2018

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.

### <u>Unaudited Consolidated Statement of Comprehensive Income for the Financial Year Ended 31</u> March 2018

181 CH 2010		Group Financial yea	
	Note	<b>31 Mar 2018</b> (Unaudited)	<b>31 Mar 2017</b> (Restated)
		S\$'000	S\$'000
devenue Cost of sales		-	-
Gross profit		-	_
Other income	(i)	4,008	1,546
ther expense		(27,466)	(37)
dministrative expenses		(1,673)	(3,961)
nare of profit/(losses) of joint venture		254	(1,114)
oss before tax		(24,877)	(3,566)
ncome tax expense		723	(126)
oss for the financial year	(ii)	(24,154)	(3,692)
ther comprehensive income/(loss):	_		
urrency translation differences urising from consolidation		(328)	151
otal comprehensive loss ttributable to equity holders of the Company	_	(24,482)	(3,541)
oss attributable to:			
quity holder of the Company		(24,135)	(3,692)
Non controlling interest	_	(19)	
	_	(24,154)	(3,692)
otal comprehensive loss attributable	to:		
quity holder of the Company		(24,463)	(3,541)
on-controlling interest		(19)	<u>-</u>
		(24,482)	(3,541)

Note:

n.m. - not meaningful

## 1 (a)(ii) Notes to Consolidated Statement of Comprehensive Income

		Gro Financial y		
		31 Mar 2018 (unaudited)	<b>31 Mar 2017</b> (restated)	%
		S\$'000	S\$'000	+/(-)
(i)	Other income/(loss)			
	Interest income	178	763	(77)
	Reversal of deferred expenditure	4,036	-	100
	Realised gain on financial derivatives	51	-	100
	Realised loss on financial derivatives	(232)	-	(100)
	Fair value loss on financial derivatives	(25)	-	(100)
	Fair value gain on financial assets at fair value through profit or loss	-	449	(100)
	Foreign exchange gain	-	332	(100)
	Others		2	(100)
		4,008	1,546	

# (ii) Total loss for the financial year is derived after crediting/(charging) the following:

Impairment loss on other receivables	(380)	-	100
Impairment loss on investment in joint venture	(26,561)	-	100
Depreciation of plant and equipment	(9)	(15)	(40)
Foreign exchange loss	(524)	-	(100)
Income tax - current	-	(126)	100
<ul> <li>overprovision in prior years</li> </ul>	723	-	100

# 1(b) 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.

	Group		Company	
	As at 31 Mar 2018 (unaudited) S\$'000	As at 31 Mar 2017 (restated) S\$'000	As at 31 Mar 2018 (unaudited) S\$'000	As at 31 Mar 2017 (audited) S\$'000
EQUITY Capital and reserves attributable to equity holders of the Company				
Share capital	145,623	145,508	145,623	145,508
Treasury shares	(1,219)	(1,219)	(1,219)	(1,219)
	144,404	144,289	144,404	144,289
Other reserves				
Capital reserve	(169)	(169)	(169)	(169)
Foreign currency translation	1,552	1,880	-	-
reserves	1,383	1,711	(169)	(169)
Accumulated losses	(124,297)	(100,162)	(101,632)	(100,622)
Non-controlling interest	26	45		
TOTAL EQUITY	21,516	45,883	42,603	43,498
ASSETS Non-current assets Plant and equipment Subsidiaries Joint ventures	13 - 4,327	9 - 30,403	11 57,918 -	5 57,918 -
Current assets				
Other receivables, deposits and prepayments	5,078	1,277	5,189	1,184
Due from subsidiaries (non-trade)	-	-	712	-
Derivative assets	474	-	-	-
Cash and bank balances	15,261	23,124	15,215	23,092
	20,813	24,401	21,116	24,276
TOTAL ASSETS	25,153	54,813	79,045	82,199
LIABILITIES Current liabilities	045	005		
Trade payables Other payables and accruals	215 2,605	235 7,056	- 1,782	- 1,819
Due to subsidiaries (non-trade) Income tax payable	- 817	1,639	34,660 -	36,882
	3,637	8,930	36,442	38,701
TOTAL LIABILITIES	3,637	8,930	36,442	38,701
NET ASSETS	21,516	45,883	42,603	43,498

## 1(c) Aggregate amount of the group's borrowings and debt securities.

## Amount repayable in one year or less, or on demand

As at 31/03/2018		As at 3	1/03/2017
(unai	udited)	(audited)	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
-	_	-	-

# Amount repayable after one year

As at 31/03/2018		As at 3°	1/03/2017
(una	udited)	(audited)	
Secured	Unsecured	Secured `	Únsecured
S\$'000	S\$'000	S\$'000	S\$'000
_	_	-	-

# **Details of any collaterals**

Not applicable.

# 1(d) A statement of cash flows (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

	Group Financial year ended		
	31 Mar 2018	31 Mar 2017	
	(unaudited) S\$'000	(restated) S\$'000	
Cash flows from operating activities	οφ σσσ	Οψ 000	
Loss before tax	(24,877)	(3,566)	
Adjustments:			
Depreciation	9	15	
Fair value loss on financial derivatives	25	-	
Realised loss on financial derivatives	232	-	
Realised gain on financial derivatives	(51)	-	
Reversal of deferred expenditure	(4,036)	-	
Share of (profit)/losses of joint venture	(254)	1,114	
Impairment loss on other receivables	380	-	
Impairment loss on joint venture	26,561		
Fair value gain in financial assets designated as at fair		(440)	
value through profit or loss Unrealised foreign exchange differences	(709)	(449) 141	
Officalised foreign exchange differences	(709)	141	
Operating loss before working capital changes	(2,720)	(2,745)	
Other receivables, deposits and prepayments	(3,921)	56	
Trade payables	-	2	
Other payables and accruals	(271)	(6)	
Financial assets at fair value through profit or loss	-	(754)	
Net cash used in operating activities	(6,912)	(3,447)	
Cash flows from investing activities			
Purchase of plant and equipment	(12)	-	
Investment in derivative assets	(679)	-	
Proceeds from issuance of ordinary shares in a newly			
incorporated subsidiary to non-controlling interest	-	45	
Redemption of convertible notes	-	25,848	
Net cash (used in)/generated from investing activities	(691)	25,893	
Cash flows from financing activities			
Advances to related parties	(260)	-	
Net cash used in financing activities	(260)	-	
Net (decrease)/increase in cash and cash equivalents	(7,863)	22,446	
Cash and cash equivalents at beginning of financial year	23,124	677	
Effect of exchange rate changes on cash and cash equivalents	-	1	
Cash and cash equivalents at end of financial year	15,261	23,124	

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.

## Unaudited Statement of Changes In Equity for the Financial Year ended 31 March 2018

						Non-	
Group	Share	Treasury	Capital	Translation	Accumulate	controlling	Total
<u> </u>	capital	shares	reserve	reserve	d losses	interest	Equity
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Balance at 1 April 2017 (restated)	145,508	(1,219)	(169)	1,880	(100,162)	45	45,883
Loss for the financial year	-	-	-	-	(24,135)	(19)	(24,154)
Other comprehensive loss, net of tax	-	-	-	(328)	-	-	(328)
Total comprehensive loss for the financial year	-	-	-	(328)	(24,135)	(19)	(24,482)
Contribution by and distributions by owners							
Grant of share aw ards	115	-	-	-	=	=	115
Balance at 31 March 2018 (unaudited)	145,623	(1,219)	(169)	1,552	(124,297)	26	21,516
						Non-	
	Share capital	Treasury shares	Capital reserve	Translation reserve	Accumulate d losses	controlling	Total Equity
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Balance at 1 April 2016, (audited)	145,508	(1,219)	(169)	1,729	(96,470)	-	49,379
Loss for the financial year	-	-	=	-	(3,692)	=	(3,692)
Other comprehensive income, net of tax	-	-	-	151	-	-	151
Total comprehensive income/ (loss) for the financial year	-	-	-	151	(3,692)	-	(3,541)
Incorporation of a subsidiary		-	=	_	-	45	45
Balance at 31 March 2017 (restated)	145,508	(1,219)	(169)	1,880	(100,162)	45	45,883

## Unaudited Statement of Changes In Equity for the Financial Year 31 March 2018 (cont'd)

Company	Share capital	Treasury shares	Capital reserve	Accumulated losses	Total Equity
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Balance at 1 April 2017 (audited)	145,508	(1,219)	(169)	(100,622)	43,498
Loss for the financial year	-	-	-	(1,010)	(1,010)
Contribution by and distribution to ow ners	-	-	-	(1,010)	(1,010)
Grant of share awards	115	-	=	-	115
Balance at 31 March 2018 (unaudited)	145,623	(1,219)	(169)	(101,632)	42,603
	Share capital	Treasury shares	Capital reserve	Accumulated losses	Total Equity
	S\$'000	0.0000			
	<b>3</b> φ 000	S\$'000	S\$'000	S\$'000	S\$'000
Balance at 1 April 2016 (audited)	145,508	(1,219)	S\$'000 (1 <b>69</b> )	,	,
• • • • • • • • • • • • • • • • • • •	,	,		,	45,369
(audited)	,	,		(98,751)	<b>45,369</b> (1,871)

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, if any, against the total number of issued shares excluding treasury shares and subsidiary holdings of the issuer, as at 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.

Issued ordinary shares	Number o	Number of shares		
	2018	2017		
Balance at 1 January and 31 March	6,448,935,828	6,410,535,828		

#### Outstanding convertibles

The Company did not have any outstanding share convertibles as at 31 March 2018 and 31 March 2017.

#### Treasury shares and subsidiary holdings

Treasury shares as at 31 March 2018 was 24,200,000 (31 March 2017: 24,200,000) treasury shares held by the Company.

The subsidiary holdings as at 31 March 2018 and 31 March 2017 is 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.

	As at	As at
	31/03/2018	31/03/2017
Total number of issued shares excluding treasury		
shares	6,424,735,828	6,386,335,828

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 sales, transfer, disposals, cancellations and/or use of treasury shares by the Company during the financial year ended 31 March 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.

Not applicable.

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.

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 Group has applied accounting policies and methods of computation in the financial statements for the current reporting period consistent with those of the audited financial statements for the year ended 31 March 2017 as per the announcement dated 10 November 2017.

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.

Not applicable.

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	
	Financial year ended	
	31/03/2018 (cents)	31/03/2017 (cents) (restated)
Loss per share attributable to the equity holders of the Company		
- basic	(0.39)	(0.06)

As the Company does not have any outstanding share convertibles for the financial year ended 31 March 2018 and 31 March 2017, the diluted profit/loss per share is the same as basic profit/loss 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 31/03/2018 (unaudited) (cents)	As at 31/03/2017 (audited) (restated) (cent)	As at 31/03/2018 (unaudited) (cents)	As at 31/03/2017 (audited) (restated) (cent)
Net asset value per ordinary share based on the total number of issued shares excluding treasury shares	0.33	0.72	0.66	0.69

- 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.

#### Statement of Comprehensive Income

The Group recorded an Other income of S\$4.0 million for the financial year ended 31 March 2018 ("FY2018"). The Other income mainly consists of a reversal of deferred expenditure amounted to S\$4.0 million. This amount relates to the outstanding purchase consideration to be paid to Bright Reach International Limited. Other income also consists of the 6% per annum interest for the SS\$3.0 million loan granted to Zhong Ping Trading Development Company Limited ("ZP") on 15 May 2017 amounted to S\$0.16 million. Other income of S\$1.5 million for the financial year ended 31 March 2017 ("FY2017") mainly consists of S\$0.8 million interest income of 8% per annum on the convertible notes and the reversal of fair value reserve arising from the successful redemption of the convertible notes on 2 November 2016 which amounted to S\$0.4 million.

Other expenses in FY2018 mainly consist of (i) an impairment loss arising from the investment in joint venture amounted to S\$ 26.6 million, (ii) impairment loss from other receivables amounted to S\$ 0.4 million and (iii) foreign exchange loss of S\$0.5 million.

In FY2018, administrative expenses decreased to S\$1.7 million mainly due to lower legal and professional fees.

The Group recorded a profit of S\$0.3 million from its joint venture in China in FY2018, compared to a loss of S\$1.1 million in FY2017. The improved result is driven by the increased demand for the equipment and services supplied by Hughes UnifiedNet Holding Company Limited as compared to FY2017.

Taking the above into account, the Group recorded a net loss of \$24.5 million for FY2018 compared to a net loss of \$\$3.5 million for FY2017.

#### Statement of Financial Position

Included in other receivables, deposits and prepayments is an amount due from Ban Joo Investment (Pte) Ltd arising from the settlement of 380 million shares of the Company with a market value of \$\$0.76 million. The shares are held as a collateral and the Group has the economic and monetary rights and benefits as per announced by the Group on 20 February 2017. Included in this category is also an amount due from ZP being the loan amounted to \$\$3.0 million granted and an amount due from JeeOne International Holding Limited for the subscription of convertible notes with the principal amount of RMB4.5 million amounted to approximately \$\$0.92 million.

During the financial year, the group recognised an impairment loss of \$\$26.6 million on its investment in joint venture due to lower net fair value of identifiable assets and liabilities of the various companies comprising the joint venture as compared to the carrying amount of the investment in joint venture and uncertainty of future cash flows of the underlying business.

Derivative assets refers to the forward contracts amounted to S\$0.47 million which the Group has invested during the financial year through its subsidiary.

Other payables and accruals mainly consist of provision for directors' fee and other accruals amounting to approximately S\$1.0 million and S\$0.7 million respectively.

Decrease in income tax payable was due to the reversal for the overprovision of income tax for its subsidiaries amounted to S\$0.8 million due to unforeseeable tax payable in the future.

#### Cash Flow

The Group's cash and cash equivalents as at 31 March 2018 stood at S\$15.3 million.

#### Update of Watch-List Status

As at the date of this announcement, the Company is on the watch-list (the "Watch-List") pursuant to Rule 1311 of the Listing Manual (the "Listing Manual") of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). Under Rule 1314 of the Listing Manual of the SGX-ST, an issuer on the Watch-List may apply to the SGX-ST for its removal from the Watch-List if it satisfies any one of the following requirements:-

- (1) the issuer records consolidated pre-tax profit for the most recently completed financial year (based on the latest full year consolidated audited accounts, excluding exceptional or nonrecurrent income and extraordinary items) and has an average daily market capitalisation of \$40 million or more over the last 120 market days on which trading was not suspended or halted. For the purpose of this rule, trading is deemed to be suspended or halted if trading is ceased for the full market day; or
- (2) the issuer satisfies the SGX-ST Mainboard admission criteria, either under Rule 210(2)(a) or Rule 210(2)(b).

SGX-ST had on 1 December 2010 granted to the Company an extension until 1 June 2012, to meet the requirements to exit the Watch-List (which are set out under Listing Rule 1314).

The Company had, in April 2018, made an application to SGX-ST for a further extension to meet the requirements to exit the Watch-List and will update the shareholders on this status as and when appropriate.

9. Where a forecast, or 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 prospect statement in the results announcement for the financial period ended 31 December 2017 and the subsequent announcements released by 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.

The Board of Directors of NGSC Limited, refers to the announcements dated 9<sup>th</sup> May 2018 in relation to the grant of the call option by Grand Harvest Resource Holdings Ltd. ("Vendor") and Tam Man Wai ("Mark Tam") to the Company to acquire 650,000 shares, representing 65% of the equity interest in Zhong Ping Trading Development Limited ("ZP") and a loan of the principle amount of S\$ 3 million granted by the Company to ZP ("Loan").

The board wishes to update the shareholders that the Company has decided not to proceed with the Call Option. Accordingly, the Company has entered into a settlement agreement with ZP, Mark Tam and the Vendor ("Settlement Agreement") pursuant to which the parties have agreed to terminate the Call Option Agreement subject to ZP agreeing to prepay the Loan and interest under Loan Agreement by 16 August 2018 or such later date as may be agreed by the Company and ZP in writing in accordance with the terms and conditions of the Settlement Agreement.

#### 11. If a decision regarding dividend has been made:-

- (a) Whether an interim (final) ordinary dividend has been declared (recommended) None
- (b) (i) Amount per share Not applicable(ii) Previous corresponding period Not applicable
- (c) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country where the dividend is derived. (If the dividend is not taxable in the hands of shareholders, this must be stated) Not applicable
- (d) The date the dividend is payable Not applicable
- (e) The date on which Registrable Transfers received by the Company (up to 5.00pm) will be registered before entitlements to the dividend are determined Not applicable
- 12. If no dividend has been declared (recommended), a statement to that effect.

No dividend has been declared (recommended) for the financial year ended 31 March 2018.

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 did not seek nor obtain a shareholders' general mandate for interested person transactions.

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

Yes.

### PART II- ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT

15. 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.

## Segment Information - Geographical Segment

<b>2</b> 018	Building, operating and leasing USO equipment, provision data center and connectivity service \$'000	Corporate (Interest Income from convertible notes) \$'000	Unallocated \$'000	Group \$'000
Revenue External sales		-	-	<del> </del>
Segment results Income/(loss) from operations Other expenses Other income Share of profit of joint venture Loss before tax Income tax expense Loss after tax	(26,814)	(84) 61 - -	(1,545) (713) 4,008	(1,673) (27,466) 4,008 254 (24,877) 723 (24,154)
Segment assets representing consolidated total assets	4,465	26	20,662	25,153
Segment liabilities Unallocated liabilities	921	52	1,851	2,824
- Income tax payable Consolidated total liabilities	698	119	-	817 3,641
Non-current assets	4,327	-	13	4,340
Other segment items Depreciation of property, plan and equipment Impairment loss on	ı1 -	-	9	9
investment in joint venture Impairment loss on other	26,561	-	-	26,561
receivables		-	380	380

# <u>Segment Information – Geographical Segment (Cont'd)</u>

<b>~</b> 2017	Building, operating and leasing USO equipment, provision data center and connectivity service \$'000	Corporate (Interest Income from convertible notes) \$'000	Unallocated \$'000	Group \$'000
Revenue External sales			-	-
Segment results Income/(loss) from operations Other expenses Other income Share of loss of joint venture Loss before tax Income tax expense Loss after tax	(40) (37) 1 (1,331)	(2,055) - 763 -	(1,866) - 782 -	(3,961) (37) 1,546 (1,331) (3,783) (126) (3,909)
Segment assets representing consolidated total assets	30,601	27	24,185	54,813
Segment liabilities Unallocated liabilities	990	56	6,245	7,291
- Income tax payable Consolidated total liabilities	769	870	-	1,639 8,930
Non-current assets	30,403	-	9	30,412
Other segment items Depreciation of property, plant and equipment		-	15	15

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

Please refer to preceding paragraph 8.

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

	Grou	ıp		
	Financial ye	Financial year ended		
	31/03/2018	31/03/2017		
	(unaudited)	(audited)		
	S\$'000	S\$'000		
Ordinary	-	-		
Preference	-	-		
Total	-	-		

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). 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 the Company's principal subsidiaries who is a relative of a director, chief executive officer or substantial shareholder of the Company during the financial year ended 31 March 2018.

By Order of the Board NGSC Limited

Ku Vicente. S Managing Director and Chief Executive Officer

30 May 2018