

## JES INTERNATIONAL HOLDINGS LIMITED

(Company Registration No: 200604831K)

Unaudited Results for the First Quarter ended 31 March 2015



Unaudited Results for the First Quarter ended 31 March 2015

### PART I - INFORMATION REQUIRED FOR QUARTERLY ANNOUNCEMENTS

#### **Explanatory notes:**

On 4 March 2015, the Company has requested for mandatory trading suspension over the Company's shares from the Singapore Exchange Securities Trading Limited ("SGX-ST") as Jiangsu Eastern Heavy Industries Co., Ltd ("JEHI"), a major subsidiary of the Company in the People's Republic of China (the "PRC"), had filed an application in Taizhou Intermediate People's Court, Jiangsu Province (the "Taizhou Court") in the "PRC" for a proposed restructuring scheme between JEHI and certain of its creditors (the "Application") for the purposes of implementing and facilitating the Group's consensual restructuring of its debt and liabilities in a manner which would maximise the value of the Company and its assets for its creditors and shareholders (the "Proposed Restructuring"). However, the Application had been rejected by the Taizhou Court and that JEHI had subsequently submitted an appeal to the next higher court in the Chinese judiciary hierarchy, the Jiangsu High People's Court (the "Jiangsu High Court") (the "Appeal"). Referring to the Company's latest announcement, Jingjiang Court has indicated that the Taizhou Court has accepted the Application, subject to there being no objections to the same within 7 days of 20 September 2016.

The Company therefore had on 12 February 2016 entered into a conditional sale and purchase agreement (the "SPA") with Hong Kong Victo International Limited (the "Purchaser"), pursuant to which the Company has agreed to sell and the Purchaser has agreed to purchase the whole of the registered capitals of JEHI and Jiangsu New Eastern Marine Engineering Equipment Co., Ltd ("JNEME") and 49% of the registered capital of Jiangsu Nereus Shipyard Co., Ltd ("JNS") (the "Proposed Disposal"). The Proposed Disposal will result in the disposal of the Group's shipbuilding business, which as at the date of this report would comprise of JEHI, JNEME, JNS, Jingjiang Eastern Heavy Steel Structure Co., Ltd ("JEHSS") and JYJJP Eastern Shipyard Supplies Co., Ltd ("JES Supplies") (collectively, the "PRC Subsidiaries"). Neither the Proposed Restructuring nor the Proposed Disposal is conditional upon the other, and accordingly, the Proposed Restructuring is independent of the Proposed Disposal. Regardless of the Proposed Restructuring, the Company will proceed with the Proposed Disposal provided that all of the conditions in the SPA are fulfilled. It was also agreed that the Purchaser will assume all responsibilities, duties and obligations of the Company in all matters relating to the Proposed Restructuring from the date of the SPA, including but not limited to liaising with the all Relevant Authorities and affected parties on the Proposed Restructuring.

As previously announced by the Company on 2 July 2015 and 20 August 2015, the Group does not currently have in its possession all of its accounting and/or administrative records of the PRC Subsidiaries. There was no proper handover of accounting records from Mr Jin Xin to the current Management. In fact, some of the Group's electronic and paper records have been either removed or destroyed by relatives of Mr Jin Xin and the local police are still continuing their investigations in relation to the unrecovered records. Whilst some of such electronic and paper records have since been recovered, such records are currently not in the possession of the Group but in the possession of local courts and/or the local police (as the case may be) due to the Proposed Restructuring and misappropriation by the said individuals. The remaining records of the PRC Subsidiaries are not in the possession of the local courts and/or police have yet to be recovered by the Company. Some records have been destroyed by relatives of Mr Jin Xin and the local police are still continuing their investigations in relation to the unrecovered records.

Accordingly, the Current Board that had recently reconstituted on 22 July 2016 with only two directors from the previous Board is of the view that it may be misleading to consolidate the accounts of the PRC Subsidiaries when the Company and the Auditors are unable to verify the completeness, accuracy, or truthfulness of such records. The Company's Hong Kong and Singapore subsidiaries are dormant companies. In light of the above, the Company only prepares the financial information of the Company and not the consolidated financial statement of the Group for FY2015.

The Company would like to advise shareholders to act with caution when reviewing such financial information.



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

### **Unaudited Consolidated Income Statement**

Graduitou Gorioonidatod incomo Gratoment	Company	Group	
	1Q15	1Q14	_ % change
	RMB'000	RMB'000	+/(-)
Revenue	-	18,486	NM
Cost of sales	-	(19,635)	NM
Gross (loss)/profit	-	(1,149)	_
Other operating income	30	2,347	NM
Selling and distribution costs	-	_	
Administrative expenses	(1,389)	(10,636)	NM
Other operating expenses	-	(6,849)	NM
Finance costs	(28)	(13,169)	NM
Share of loss from joint venture	-	_	
Loss before income tax	(1,387)	(29,456)	NM
Income tax expense	-	_	
Loss for the period	(1,387)	(29,456)	NM
Unaudited Consolidated Statement of Comp	rehensive Inco	<u>ome</u>	
Loss for the period	(1,387)	(29,456)	
Other Comprehensive (expense)/income			
Foreign currency translation difference	(53,514)	(135)	_
Total Comprehensive expense for the period	(54,901)	(29,591)	_

NM - Not meaningful.

The comparison is not meaningful as the announcement is prepared in company level, instead of in group level as previous.

(ii) The following items (with appropriate breakdowns and explanations), if significant, must either be included in 1.(a) the income statement or in the notes to the income statement for the current financial period reported on and the corresponding period of the immediately preceding financial year:-

	Group		
	1Q15	1Q14	%change
	RMB'000	RMB'000	+/(-)
Income/(expense):			
Interest income	*	1,567	NM
Gain on sales of scrap materials	-	443	NM
Loss from disposal of raw materials	-	_	
Impairment loss on inventories	-	_	
Net foreign exchange gain/(loss)	-	294	NM
Liquidated and ascertained damages from construction contracts (net)	-	(6,849)	NM
Depreciation of property, plant and equipment	(14)	(17,193)	NM
Amortisation of land-use rights	-	(433)	NM
Operating lease expenses	-	-	
Interest expenses	*	(12,263)	NM

<sup>\*</sup> Less than RMB1,000

NM - Not meaningful.

The comparison is not meaningful as the announcement is prepared in company level, instead of in group level as previous.



(i) A statement of financial position (for the issuer and group), together with a comparative statement as at the end 1.(b) of the immediately preceding financial year.

### **Statement of Financial Position**

<u>Statement of Financial Fosition</u>	Group	Company		
	As at 31 Dec 2014	As at 31 Mar 2015	As at 31 Dec 2014	
	RMB'000	RMB'000	RMB'000	
ASSETS	TAME 000	itimo ooo	111111111111111111111111111111111111111	
Non-current assets				
Property, plant and equipment	1,531,278	130	150	
Land-use rights	73,544	_	_	
Investment in subsidiaries	_	1,242,795	1,295,879	
Investment in joint venture	47	-	_	
Investment in associate*	_**	_	_	
Available-for-sale investment	19,353	9,077	9,888	
Loan to a third party	14,594	-	_	
Long-term trade receivables	8,138	_	_	
	1,646,954	1,252,002	1,305,917	
Current assets				
Inventories	58,112	-	_	
Due from customers for construction contracts	960,185	-	_	
Trade receivables	17,301	-	_	
Other receivables, prepayments and deposits	496,555	50,744	52,815	
Due from a related party	85	-	_	
Due from subsidiaries	-	137,775	143,474	
Due from joint venture	1,714	-	_	
Due from associate (trade)	29,385	-	_	
Deposits for notes payable	2,099	-	_	
Pledged fixed deposits	265,277	<del>-</del>	_	
Cash and cash equivalents	23,273	193	741	
Less: current liabilities	1,853,986	188,712	197,030	
Trade payables	558,461	_	_	
Other payables and accruals	200,043	2,014	2,185	
Provision for liquidated and ascertained damages	71,278	· _	_	
Due to customers for construction contracts	655,465	_	_	
Due to ultimate holding company	11,506	11,480	11,506	
Due to a related party	53,569	_	-	
Due to subsidiaries	_	162,849	169,030	
Bank borrowings	677,666	_	_	
Notes payable	215,976	_	_	
Income tax payable	38	_	_	
	2,444,002	176,343	182,721	
Net current liabilities	(590,016)	12,369	14,309	
Non-current liability				
Bank borrowings	23,291	22,337	23,291	
Net assets	1,033,647	1,242,034	1,296,935	
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY				
Share capital	1,411,583	1,411,583	1,411,583	
Capital reserve	52,014	52,014	52,014	
Statutory reserve	92,604	JZ,014 -	-	
Merger reserve	(14,478)	_	_	
Foreign currency translation reserve	(32,031)	(166,363)	(112,849)	
Accumulated losses	(476,045)	(55,200)	(53,813)	
Total equity	1,033,647	1,242,034	1,296,935	
i otal oquity	1,000,077	1,272,004	1,200,000	

<sup>\*</sup> Amount less than RMB1,000.



- (ii) In relation to the aggregate amount of the group's borrowings and debt securities, specify the following as at the 1.(b) end of the current financial period reported on with comparative figures as at the end of the immediately preceding financial year:-
  - (A) the amount repayable in one year or less, or on demand and (C) whether the amounts are secured or unsecured;

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	As at 31 Mar 2015		As at 31 I	Dec 2014
	Secured	Unsecured	Secured	Unsecured
	RMB'000	RMB'000	RMB'000	RMB'000
Bank borrowings	_	_	677,666	_

(B) The amount repayable after one year and (C) whether the amounts are secured or unsecured; and

	Company		<u>Gro</u>	<u>Group</u>		
	As at 31 Mar 2015		As at 31 [	Dec 2014		
	Secured	Unsecured	Secured	Unsecured		
	RMB'000	RMB'000	RMB'000	RMB'000		
Bank borrowings	22,337	_	23,291	-		

(D) Details of any collateral.

	<u>Company</u> As at 31 Mar 2015 <u>RMB'000</u>	Group As at 31 Dec 2014 RMB'000
Secured by guarantee from ultimate holding company	22,337	23,291
Secured by guarantee from a third party	-	88,000
Secured by current assets of subsidiaries	-	122,000
Secured by guarantees from a director and a related company	-	467,666
	22,337	700,957



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.

### **Unaudited Consolidated Statement of Cash Flows**

Unaudited Consolidated Statement of Cash Flows	Company	Group
•	1Q15	1Q14
	RMB'000	RMB'000
Cash flows from operating activities		
Loss before income tax	(1,387)	(29,456)
Adjustments for:		
Depreciation of property, plant and equipment	14	17,193
Amortisation of land-use rights	-	433
Interest income	-	(1,567)
Interest expenses	-	12,263
Foreseeable losses from construction contracts	-	_
Liquidated and ascertained damages from construction contracts	-	_
Impairment loss on inventories	-	_
Share of loss from joint venture	-	_
Unrealised translation loss	(8,932)	(256)
Operating cash flows before movements in working capital	(10,305)	(1,390)
Inventories	-	(3,726)
Due from/to customers for construction contracts	-	(53,202)
Trade receivables	<b>-</b>	1,460
Other receivables, prepayment and deposits	213	(1,151)
Deposits for notes payable	-	60,899
Pledged fixed deposits	-	(78,670)
Trade payables	-	(7,698)
Other payables and accruals	4,105	4,499
Due from/to related parties	-	9,037
Due from joint venture	-	-
Due from associate (trade)	-	16,668
Notes payable	- (F.007)	(44,508)
Cash used in operations	(5,987)	(97,782)
Income tax paid	-	(99)
Interest paid Interest received	-	(12,263)
Net cash used in operating activities	/E 097\	1,135
Net cash used in operating activities	(5,987)	(109,009)
Cash flows from investing activities		
Purchase of property, plant and equipment	_	(2,135)
Effect of foreign currency alignment on investing activities	_	(139)
Net cash used in investing activities		(2,274)
Not cash asca in investing activities		(2,214)
Cash flows from financing activities		
Proceeds from subscription of proposed placement shares	_	28,685
Proceeds from bank borrowings	_	173,758
Advances from subsidiaries	5,429	-
Repayment of bank borrowings	-	(80,000)
Net cash from/(used in) financing activities	5,429	122,443
	U, 120	,
Net increase/(decrease) in cash and cash equivalents	(558)	11,160
Net effect of exchange rate changes on the balance of	10	106
cash held in foreign currencies		
Cash and cash equivalents at beginning of the financial period	741	36,942
Cash and cash equivalents at end of the financial period	193	48,208



Unaudited Results for the First Quarter ended 31 March 2015

1.(d) (i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalization 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 Shareholders' Equity** 

The Group	Share Capital RMB '000	Capital Reserve RMB '000	Statutory Reserve RMB '000	Merger Reserve RMB '000	Foreign Currency Translation Reserve RMB '000	Accumulated Profits/ (losses) RMB '000	Equity Attributable to Owners of the Company RMB '000
At 1 January 2014	1,381,918		92,604	(14,478)	(34,055)	(185,579)	1,240,410
71. Foundary 2014	1,001,010		02,004	(14,470)	(04,000)	(100,070)	1,240,410
Total comprehensive expense for the period	-		-	-	(135)	(29,456)	(29,591)
At 31 March 2014	1,381,918	•	92,604	(14,478)	(34,190)	(215,035)	1,210,819
The Company							
At 1 January 2014	1,381,918	-	-	-	(33,819)	(43,288)	1,304,811
Total comprehensive expense for the period	-	-	-	-	(1,202)	(2,544)	(3,746)
At 31 March 2014	1,381,918				(35,021)	(45,832)	1,301,065
At 1 January 2015	1,411,583	52,014	_	_	(112,849)	(53,813)	1,296,935
Total comprehensive expense for the period	-		-	-	(53,514)	(1,387)	(54,901)
At 31 March 2015	1,411,583	52,014	-	-	(166,363)	(55,200)	1,242,034

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 held as treasury shares, if any, against the total number of 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.

Not applicable.

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.

The share capital of the Company comprised of 1,208,028,000 ordinary shares as at 31 March 2015 and 31 December 2014 respectively.

The Company did not hold any treasury share as at 31 March 2015 and 31 December 2014 respectively.

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

Not applicable.

2. Whether the figures have been audited or reviewed, and in accordance with which auditing standard or practice.

The financial information for the first quarter ended 31 March 2015 have neither been audited nor reviewed by the Company's auditors.



Unaudited Results for the First Quarter ended 31 March 2015

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 policies and methods of computation adopted for the current period reported on are consistent with the latest audited financial statements for the financial year ended 31 December 2014.

The Group has adopted all the Singapore Financial Reporting Standards ("FRS") that are applicable for financial years beginning on or after 1 January 2015. The application of these FRS has no material impact to financial statements of the Group and the Company.

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 period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends: -
  - (a) Based on the weighted average number of ordinary shares on issue; and
  - (b) On a fully diluted basis (detailing any adjustments made to the earnings).

	<u>Group</u> Quarter ended 31 Mar		
	2015	2014	
Loss per share (RMB Cents)  - Based on the weighted average number of ordinary shares in issue	N.A.	(2.53)	
Number of shares  - Weighted average number of ordinary shares in issue	N.A.	1,166,028,000	

No dilutive earnings per share have been presented as there are no dilutive instruments in issue.

- 7. Net asset value (for the issuer and group) per ordinary share based on the total 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 Dec 2014	As at 31 Mar 2015	As at 31 Dec 2014
Net asset value per ordinary share (RMB Cents)	85.56	102.82	107.36
Number of issued ordinary shares as at end of the period	1,208,028,000	1,208,028,000	1,208,028,000



Unaudited Results for the First Quarter ended 31 March 2015

- 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 period reported on.

#### **Explanatory Note**

The comparative consolidated financial statements of the Group for 1Q2014 contained the results of the PRC Subsidiaries. Due to the unavailability of the complete accounting records of the PRC subsidiaries, the Company eventually prepares the financial statements of the Company for 1Q2015.

#### Review of Financial Performance (1Q2015 vs 1Q2014)

The Company, as an investment holding company did not generate any revenue for 1Q2015. The Group's revenue of RMB18.5 million in 1Q2014 was fully contributed by construction of bulk carriers of the PRC subsidiaries.

The Group's gross loss of approximately RMB1.1 million was recorded for 1Q2014, after deducting costs of approximately RMB 19.6 million for the same period incurred in the PRC subsidiaries.

The Company's other operating income of approximately RMB30,000 in 1Q2015 was derived mainly from the management service fees charged by the Company from the Company's Singapore subsidiary and other sundry income. Other operating income of the Group was RMB2.3 million in 1Q2014 and was derived mainly from interest income of the PRC subsidiaries. The comparison is not meaningful due to the deconsolidation of the PRC subsidiaries in 1Q2015.

The Company's administration expenses were recorded at RMB1.39 million in 1Q2015 while the Group's administration expenses were RMB10.6 million in 1Q2014. The Company's administration expenses in 1Q2015 was derived mainly from the payroll, legal and professional fees and daily expenses incurred by the Company. The Group's administration expenses in 1Q2014 was derived mainly from areas such as payroll, insurance incurred, legal and professional fee and payment to labour union incurred by the PRC subsidiaries. The comparison is not meaningful due to the deconsolidation of the PRC subsidiaries in 1Q2015.

The Company's finance costs were approximately at RMB28,000 in 1Q2015 while the Group's finance costs were RMB13.2 million 1Q2014. The comparison is not meaningful due to the deconsolidation of the PRC subsidiaries in 1Q2015.

#### Review of Financial Position of the Company (31 March 2015 vs 31 December 2014)

As at 31 March 2015, the Company's non-current assets mainly comprised of the investment in the PRC subsidiaries and reduced from RMB1306 million as at 31 December 2014 to RMB1252 million as at 31 March 2015, which was due to the unrealised foreign currency exchanges.

As at 31 March 2015, the Company's current assets mainly comprised of due from the PRC subsidiaries, and cash and cash equivalents of RMB193,000. Slight reductions on the Company's other receivables, prepayments and deposits and due from subsidiaries were mainly due to the unrealised foreign currency exchanges.

As at 31 March 2015, the Company's current liabilities mainly comprised of due to the PRC subsidiaries. Slight reduction on the bank borrowings of the Company was due to the unrealised foreign currency exchanges.

#### **Cash Flow**

Net cash used in operating activities of the Company was approximately RMB5.99 million for 1Q2015, compared with net cash used in operating activities by the Group of RMB109 million in 1Q2014. The comparison is not meaningful due to the deconsolidation of the PRC subsidiaries in 1Q2015.

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

There is no variance from paragraph 10 of the previous announcement on unaudited results for the fourth quarter ended 31 December 2014.

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 Company had on 12 February 2016 entered into a conditional sale and purchase agreement (the "SPA") with Hong Kong Victo International Limited (the "Purchaser"), pursuant to which the Company has agreed to sell and the Purchaser has agreed to purchase the whole of the registered capitals of JEHI and JNEME and 49% of the registered capital of JNS. The Proposed Disposal would allow the Group to dispose of the loss-making or non-performing assets and business and may result in the Company ceasing to have any operating business and becoming a cash company. The Purchaser has by way of a letter of undertaking dated 1 August 2016, indicated that it intends to proceed with the SPA.

The Company is actively seeking out for new businesses to be injected into the Company and the Company will update Shareholders in due course if any definitive agreements in relation to the injection of new businesses are signed.



Unaudited Results for the First Quarter ended 31 March 2015

- 11. If a decision regarding dividend has been made: -
  - (a) Whether an interim ordinary dividend has been declared; and

None

**(b)** Corresponding Period of the immediately Preceding Financial Year– Any dividend declared for the corresponding period of the immediately preceding financial year?

None

(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 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 Registerable Transfers received by the company (up to 5.00 pm) 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 or recommended for the period ended 31 March 2015.

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 aggregate value of interested person transactions for the quarter ended 31 March 2015 and 31 March 2014 respectively are as follows:

Name of interested person and nature of transactions	Aggregate value of all interested person transaction during the financial period under review (excluding transactions less than \$\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000)
Quarter Ended 31 March 2015 With a related party (Jiangsu Eastern Shipyard Co, Ltd) Advances received Payment of expenses on behalf of the Group Repayment of advances	(RMB'000) - - -	(RMB'000) None
Quarter Ended 31 March 2014 With a related party (Jiangsu Eastern Shipyard Co, Ltd) Advances received Payment of expenses on behalf of the Group Repayment of advances	(10,139) (13) 1,116	None

There is no general mandate obtained from the shareholders for IPTs pursuant to Rule 920(1)(a)(ii) of the Listing Manual.

14. Negative confirmation pursuant to Rule 705(5).

The Directors have confirmed that, to the best of their knowledge, nothing has come to their attention which may render the unaudited financial results for the first quarter ended 31 March 2015 to be false or misleading in any material aspect.

By order of the Board

Jin Yu Chief Executive Officer 30 September 2016