



Unaudited Third Quarter Financial Statements Announcement Ended 31 January 2019

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

1(a) An income statement 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 31/01/19	3 months ended 31/01/18 (Restated)	Increase/ (Decrease)	9 months ended 31/01/19	9 months ended 31/01/18 (Restated)	Increase/ (Decrease)
		S\$'000	S\$'000	%	S\$'000	S\$'000	%
Revenue		51,684	45,617	13.3	263,686	132,844	98.5
Cost of sales	(b)	(35,386)	(30,445)	16.2	(200,839)	(89,206)	125.1
Gross profit		16,298	15,172	7.4	62,847	43,638	44.0
Other income	(c)	17,707	4,153	326.4	19,074	8,535	123.5
Administrative expenses	(d)	(11,006)	(10,983)	0.2	(33,496)	(33,511)	(0.0)
Other operating expenses	(c)	(3,510)	(3,417)	2.7	(8,668)	(74,261)	(88.3)
Profit/(loss) from operations		19,489	4,925	295.7	39,757	(55,599)	N/M
Finance income	(e)	31	144	(78.5)	1,404	1,515	(7.3)
Finance costs		(4,076)	(4,197)	(2.9)	(12,297)	(10,199)	20.6
Net finance costs		(4,045)	(4,053)	(0.2)	(10,893)	(8,684)	25.4
Impairment loss on investment in associate	(f)	(3,729)	-	N/M	(3,729)	-	N/M
Share of profits of associates, net of tax	(g)	1,436	778	84.6	2,033	3,234	(37.1)
Profit/(loss) before income tax		13,151	1,650	697.0	27,168	(61,049)	N/M
Income tax expense	(h)	(4,259)	(167)	2,450.3	(8,473)	(1,594)	431.6
Profit/(loss) for the period		8,892	1,483	499.6	18,695	(62,643)	N/M
Attributable to:							
Owners of the Company		3,887	(664)	N/M	5,807	(64,393)	N/M
Non-controlling interests	(i)	5,005	2,147	133.1	12,888	1,750	636.5
Profit/(loss) for the period		8,892	1,483	499.6	18,695	(62,643)	N/M

N/M denotes Not Meaningful

Consolidated Statement of Comprehensive Income

	The Group			The Group		
	3 months ended 31/01/19	3 months ended 31/01/18 (Restated)	Increase/ (Decrease)	9 months ended 31/01/19	9 months ended 31/01/18 (Restated)	Increase/ (Decrease)
	S\$'000	S\$'000	%	S\$'000	S\$'000	%
Profit/(loss) for the period	8,892	1,483	499.6	18,695	(62,643)	N/M
Other comprehensive income						
Items that are or may be reclassified subsequently to profit or loss:						
Foreign currency translation differences for foreign operations	2,092	3,565	(41.3)	(5,256)	6,621	N/M
Net changes in fair value of available-for-sale financial assets	-	(3,753)	(100.0)	-	(3,277)	(100.0)
Share of reserves of associates	(400)	640	N/M	(951)	319	N/M
	1,692	452	274.3	(6,207)	3,663	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	1,023	-	N/M	(1,024)	-	N/M
Other comprehensive income/(expense) for the period, net of tax	2,715	452	500.7	(7,231)	3,663	N/M
Total comprehensive income/(expense) for the period	11,607	1,935	499.8	11,464	(58,980)	N/M
Total comprehensive income/(expense) attributable to:						
Owners of the Company	5,160	(1,100)	N/M	1,591	(63,037)	N/M
Non-controlling interests	6,447	3,035	112.4	9,873	4,057	143.4
	11,607	1,935	499.8	11,464	(58,980)	N/M

N/M denotes Not Meaningful

Notes to Income Statement

(a) Restatement of Income Statement for 3Q2018

As per announcements dated 31 October 2018 for the full year financial statement and dividend announcement for the year ended 30 April 2018, announcement dated 14 November 2018 for the first quarter financial statement and dividend announcement ended 31 July 2018 and announcement dated 12 December 2018 for the half year financial statement and dividend announcement ended 31 October 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 of certain subsidiaries of Blackgold.

As announced on 24 January 2019, the Group had released the executive summary of the Special Audit Report (“Executive Summary”) of all of the facts, key findings and recommendations. As at the date of reporting, Blackgold and its subsidiaries (“Blackgold Group”) is unable to provide a complete set of financial statements for consolidation purposes. As a result, the Group is of the view that it should continue to prepare a set of financial statements without consolidating the financial statements of Blackgold Group.

The Group had also restated the financial statements for the nine months ended 31 January 2018 as announced on 14 March 2018. In addition, the Group had written off its investment in Blackgold and receivables from Blackgold in the restated financial statements for the period ended 31 January 2018.

The Board will continue to take all necessary actions in the best interests of the shareholders and the Group. Further announcements to update shareholders will be made as and when appropriate.

(b) Cost of sales

	The Group			The Group		
	3 months ended 31/01/19	3 months ended 31/01/18 (Restated)	Increase/ (Decrease)	9 months ended 31/01/19	9 months ended 31/01/18 (Restated)	Increase/ (Decrease)
	S\$'000	S\$'000	%	S\$'000	S\$'000	%
Cost of sales	(35,386)	(30,445)	16.2	(200,839)	(89,206)	125.1
Included in cost of sales:						
Development cost	(5,328)	194	N/M	(109,662)	(131)	83,611.5
Depreciation of property, plant and equipment	(2,903)	(2,990)	(2.9)	(8,757)	(8,908)	(1.7)

Cost of sales increased 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 31/01/19	3 months ended 31/01/18 (Restated)	Increase/ (Decrease)	9 months ended 31/01/19	9 months ended 31/01/18 (Restated)	Increase/ (Decrease)
	S\$'000	S\$'000	%	S\$'000	S\$'000	%
Other income	17,707	4,153	326.4	19,074	8,535	123.5
Other operating expenses	(3,510)	(3,417)	2.7	(8,668)	(74,261)	(88.3)
Included in other income/(operating expenses):						
Dividend income from fair value through other comprehensive income (FVOCI)	294	-	N/M	952	-	N/M
Dividend income from available-for-sale financial assets	-	344	(100.0)	-	1,368	(100.0)
Fair value gain on investment property	16,311	1,417	1,051.1	16,311	1,417	1,051.1
Fair value gain/(loss) on securities designated at fair value through profit or loss	243	2,225	(89.1)	(572)	4,138	N/M
Fair value gain/(loss) on foreign currency forward contract	15	(357)	N/M	475	(566)	N/M
Foreign exchange loss	(2,022)	(1,326)	52.5	(929)	(3,554)	(73.9)
Gain on disposal of subsidiaries	710	-	N/M	708	-	N/M
Impairment loss on redeemable cumulative convertible preference shares in an associate	-	-	-	(1,040)	-	N/M
Investment in Blackgold Group written off	-	-	-	-	(41,352)	(100.0)
Receivable from Blackgold Group written off	-	-	-	-	(21,847)	(100.0)

Other income increased significantly mainly due to the fair value gain on investment property on the high-tech industrial park development in Changshu, China.

For 3Q2019, the increase in other operating expenses was mainly due to higher foreign exchange loss largely as a result of weakening of USD.

For 9M2019, the decrease in other operating expenses was due to absence of write-off of investment in Blackgold and on receivables from Blackgold which was recognised in FY2018.

(d) Administrative expenses

	The Group			The Group		
	3 months ended 31/01/19	3 months ended 31/01/18 (Restated)	Increase/ (Decrease)	9 months ended 31/01/19	9 months ended 31/01/18 (Restated)	Increase/ (Decrease)
	S\$'000	S\$'000	%	S\$'000	S\$'000	%
Administrative expenses	(11,006)	(10,983)	0.2	(33,496)	(33,511)	(0.0)
Included in administrative expenses:						
Staff costs	(8,020)	(8,650)	(7.3)	(25,446)	(26,323)	(3.3)
Depreciation of property, plant and equipment	(130)	(193)	(32.6)	(450)	(627)	(28.2)

Administrative expenses comprise mainly salaries, depreciation charges and other expenses. Lower staff costs was the result of lower headcount. However, the Group incurred approximately \$1.0 million of professional fees in relation to the Special Audit for the Blackgold subsidiaries.

(e) Finance income

	The Group			The Group		
	3 months ended 31/01/19	3 months ended 31/01/18 (Restated)	Increase/ (Decrease)	9 months ended 31/01/19	9 months ended 31/01/18 (Restated)	Increase/ (Decrease)
	S\$'000	S\$'000	%	S\$'000	S\$'000	%
Finance income	31	144	(78.5)	1,404	1,515	(7.3)
Included in finance income:						
Interest income on loans to associates	109	36	202.8	213	93	129.0
Written back of Interest income on loans to non-controlling shareholders	-	(253)	(100.0)	-	-	-
(Written back)/Interest income on loans to third parties	(309)	99	N/M	389	623	(37.6)
Interest income from the deferred payment on development project	-	30	(100.0)	-	-	N/M
Interest income on fixed deposits	212	234	(9.4)	783	796	(1.6)

(f) Impairment loss on investment in associate

The impairment loss was the result of the marked to market price for the investment in Figtree Holdings Limited.

(g) Share of profits of associates

For 3Q2019, the increase in share of profits from associates was mainly due to profit contribution from China Southwest Energy Corporation Ltd and Figtree Holdings Limited. For 9M2019, share of profits from associates decreased mainly due to lower share of profits from associates.

(h) Income tax expense

	The Group			The Group		
	3 months ended 31/01/19	3 months ended 31/01/18 (Restated)	Increase/ (Decrease)	9 months ended 31/01/19	9 months ended 31/01/18 (Restated)	Increase/ (Decrease)
	S\$'000	S\$'000	%	S\$'000	S\$'000	%
Income tax expense	(4,259)	(167)	2,450.3	(8,473)	(1,594)	431.6
Included in income tax expense:						
Current year tax provision	(1,296)	(796)	62.8	(5,617)	(2,015)	178.8
Increase in deferred tax liabilities	(4,086)	(5)	81,620.0	(4,093)	(33)	12,303.0
Over provision for tax in respect of prior years	1,123	634	77.1	1,237	454	172.5

For 3Q2019, the increase in income tax expense mainly due to deferred tax liabilities arising from fair value gain on the investment property and for 9M2019, the Income tax expense increased also due to the profit recognition upon completion of the Master-Riviera Project.

(i) Non-controlling interests

Profit attributable to non-controlling interests increased in 3Q2019 and 9M2019 was resulted from the fair value gain on investment property held by non-wholly owned subsidiary and the profit earned from the sale of residential units by Master Development (Jiangyin) Co., Ltd.

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

Note	Group		Company	
	As at 31/01/2019	As at 30/04/2018 (Restated)	As at 31/01/2019	As at 30/04/2018 (Restated)
	S\$'000	S\$'000	S\$'000	S\$'000
Assets				
Property, plant and equipment	(a) 130,699	261,761	297	295
Intangible assets	472	472	-	-
Investment properties	(b) 149,115	127,147	-	-
Subsidiaries	-	-	17,752	17,752
Associates	(c) 78,207	82,178	26,899	27,730
Other investments	(d) 28,235	29,256	-	-
Deferred tax assets	4,448	4,629	-	-
Trade and other receivables	(e) 39,868	56,271	321,540	328,541
Non-current assets	431,044	561,714	366,488	374,318
Other investments	46,905	47,244	31,914	31,532
Development properties	(f) -	120,398	-	-
Inventories	488	525	-	-
Trade and other receivables	(g) 141,468	156,596	1,821	2,230
Cash and cash equivalents	(h) 59,877	70,549	823	805
Assets held for sale	(i) 122,767	-	-	-
Current assets	371,505	395,312	34,558	34,567
Total assets	802,549	957,026	401,046	408,885
Equity				
Share capital	174,337	174,337	174,337	174,337
Other reserves	(j) 4,852	9,113	5,102	5,147
Accumulated profits	31,032	25,225	(22,462)	(15,306)
Equity attributable to owners of the Company	210,221	208,675	156,977	164,178
Non-controlling interests	(k) 99,330	92,603	-	-
Total equity	309,551	301,278	156,977	164,178
Liabilities				
Loans and borrowings	(l) 20,064	18,750	-	-
Trade and other payables	(m) 28,776	39,868	87,891	80,758
Provisions	3,783	3,742	-	-
Deferred tax liabilities	(n) 12,239	8,414	-	-
Non-current liabilities	64,862	70,774	87,891	80,758
Loans and borrowings	(l) 220,687	232,898	73,390	75,844
Notes payable	(o) 92,044	92,438	66,904	65,311
Current tax payable	8,807	9,118	642	890
Trade and other payables	(p) 106,457	250,379	15,242	21,904
Provisions	141	141	-	-
Current liabilities	428,136	584,974	156,178	163,949
Total liabilities	492,998	655,748	244,069	244,707
Total equity and liabilities	802,549	957,026	401,046	408,885

Notes to Statements of Financial Position

- (a) Property, plant and equipment decreased mainly due to reclassification of the warehouse property located in Jiangyin, China and the Jurong Island Chemical Hub from Property, Plant and Equipment to assets held for sale, following the announcements on 28 January 2019 and 12 February 2019 on the proposed sale.
- (b) The increase in investment properties was due to the capital expenditure and revaluation gain on the high-tech industrial park development in Changshu, China.
- (c) Investment in associates decreased due to impairment loss on investment in Figtree Holdings Limited.
- (d) Non-current other investments decreased due to fair value loss on Sabana REIT units.
- (e) 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.
- (f) Decrease in development properties was due to completion of Master-Riviera Project and disposal of the entire 60% interest in Master Development (Jiangyin) Co., Ltd as announced on 19 December 2018.
- (g) At Group level, trade and other receivables decreased mainly due to the progressive collection of financial leasing receivables and disposal of Master Development (Jiangyin) Co., Ltd.
- (h) 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 disposal of interest in Master Development (Jiangyin) Co., Ltd.
- (i) Assets held for sale was due to reclassification of warehouse property located in Jiangyin, China and the Jurong Island Chemical Hub from property, plant and equipment.
- (j) The decrease in other reserves was mainly due to the translation loss recognised in equity.
- (k) Non-controlling interests increased mainly due to profit recognition from Master-Riviera Project and revaluation gain on investment property on the high-tech industrial park development in Changshu, China.
- (l) Long term loans and borrowings of \$88.9 million due between FY2020 and FY2022 remained under current liabilities although waivers have been obtained before 31 January 2019 in respect of the loan covenant breaches. The Group is currently seeking the permanent waivers in respect of the loan covenant breaches resulted from the Blackgold event. Hence, the Group continues to present the long term loans and borrowings under current liabilities.
- (m) 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. The decrease was also due to decrease in payables from financial leasing business. At Company level, increase in non-current other payables was due to additional loan from subsidiaries.
- (n) Deferred tax liabilities increased mainly due to the temporary difference arising from revaluation of the investment property in Changshu, China.
- (o) 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 (l) above.
- (p) At Group level, trade and other payables decreased substantially mainly due to disposal of interest in Master Development (Jiangyin) Co., Ltd. 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 31/01/2019		As at 30/04/2018	
	Secured S\$'000	Unsecured S\$'000	Secured S\$'000	Unsecured S\$'000
Borrowings	205,213	14,140	213,712	17,500
Notes payable	-	92,044	-	92,438
Finance lease liabilities	1,334	-	1,686	-
Total	206,547	106,184	215,398	109,938

Amount repayable after one year

	As at 31/01/2019		As at 30/04/2018	
	Secured S\$'000	Unsecured S\$'000	Secured S\$'000	Unsecured S\$'000
Borrowings	18,518	-	16,636	-
Finance lease liabilities	1,546	-	2,114	-
Total	20,064	-	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 31/01/19	3 months ended 31/01/18 (Restated)	9 months ended 31/01/19	9 months ended 31/01/18 (Restated)
	S\$'000	S\$'000	S\$'000	S\$'000
Cash flows from operating activities				
Profit/(loss) before income tax	13,151	1,650	27,168	(61,049)
Adjustments for:				
Depreciation of property, plant and equipment	3,033	3,183	9,207	9,535
Dividend income from available-for-sale financial assets	-	(344)	-	(1,368)
Dividend income from FVOCI	(294)	-	(952)	-
Fair value gain on investment property	(16,311)	(1,417)	(16,311)	(1,417)
Fair value gain/(loss) on securities designated at fair value through profit or loss	(243)	(2,225)	572	(4,138)
Fair value (gain)/loss on foreign currency forward contract	(15)	357	(475)	566
Finance costs	4,076	4,197	12,297	10,199
Finance income	(31)	(144)	(1,404)	(1,515)
Foreign exchange loss/(gain)	281	695	(96)	1,296
Gain on disposal of subsidiaries	(710)	-	(708)	-
Impairment loss on investment in an associate	3,729	-	3,729	-
Impairment loss on redeemable cumulative convertible preference shares in an associate	-	-	1,040	-
Impairment loss on trade and other receivables	(4)	-	-	5
Investment in Blackgold Group written off	-	-	-	41,352
Loss on disposal of associate	89	-	89	-
Loss/(gain) on disposal of property, plant and equipment	36	(22)	74	(48)
Loss/(gain) on disposal of securities designated at fair value through profit or loss	-	2	2	(6)
Property, plant and equipment written off	-	2	-	2
Receivable from Blackgold Group written off	-	-	-	21,847
Share of profits of associates	(1,436)	(778)	(2,033)	(3,234)
	5,351	5,156	32,199	12,027
Changes in:				
Development properties	(2,545)	(12,898)	89,836	(26,317)
Inventories	23	(99)	(16)	(51)
Trade and other receivables	(18,661)	8,018	(9,420)	(14,372)
Trade and other payables	27,819	14,878	(96,132)	68,298
Cash generated from operations	11,987	15,055	16,467	39,585
Income taxes refunded	650	137	679	143
Income taxes paid	(677)	(836)	(2,100)	(2,222)
Net cash from operating activities	11,960	14,356	15,046	37,506
Cash flows from investing activities				
Acquisition of shares in associates	(203)	-	(203)	(6,492)
Acquisition of subsidiaries, net of cash acquired	-	-	-	(39,602)
Cash contribution paid by non-controlling interest	952	-	952	-
Dividends received				
- associate	427	-	613	178
- FVOCI	319	-	1,022	-
- available-for-sale financial assets	-	328	-	1,026
Finance income received	621	305	1,812	1,179
Loans to associates	(150)	(500)	(3,410)	(1,300)
Loans to non-controlling interests	(2,873)	(832)	(2,873)	(30,361)
Loans to third parties	-	(2,040)	(14)	(9,376)
Proceeds from disposal of an associate	5	-	5	79,632
Proceeds from disposal of other investments	-	102	56	199
Proceeds from disposal of property, plant and equipment	147	125	423	154
Proceeds from disposal of subsidiaries, net of cash disposed	(4,573)	-	(4,573)	-
Purchase of investment properties	(3,977)	(2,395)	(9,689)	(3,184)
Purchase of property, plant and equipment	(483)	(446)	(1,053)	(2,875)
Repayment of loan by an associate	459	-	459	-
Repayment of loans by third parties	3,677	2,858	26,419	54,414
Net cash (used in)/from investing activities	(5,652)	(2,495)	9,946	43,592

Consolidated Statement of Cash Flows (continued)

	3 months ended 31/01/19	3 months ended 31/01/18 (Restated)	9 months ended 31/01/19	9 months ended 31/01/18 (Restated)
	S\$'000	S\$'000	S\$'000	S\$'000
Cash flows from financing activities				
Deposits pledged	(302)	(12,632)	11,627	(3,772)
Distribution on perpetual securities	-	-	-	(3,638)
Dividend paid to shareholders of the Company	-	-	-	(1,781)
Finance costs paid	(3,075)	(2,801)	(11,353)	(9,892)
Government grant received	-	-	-	1,079
Net proceeds from issue of notes payable	-	-	-	63,500
Payment of financial lease liabilities	(427)	(480)	(1,361)	(1,351)
Proceeds from borrowings	2,010	12,962	5,526	169,399
Proceeds from issue of share capital	-	-	-	26,600
Proceeds from loan from a related party	4,500	-	4,500	-
Proceeds from loan from third parties	2,084	-	2,084	-
Proceeds from loans from non-controlling interests	-	8,520	-	8,620
Purchase of treasury shares	(45)	-	(45)	(176)
Redemption of notes payable	-	(200)	(1,720)	(100,200)
Redemption of perpetual securities	-	-	-	(70,500)
Repayment of borrowings	(4,553)	(15,072)	(15,303)	(132,679)
Repayment of loan to a related party	-	-	(7,000)	-
Repayment of loan to an associate	-	-	-	(3,598)
Repayment of loans to non-controlling interests	-	-	(6,345)	(6,600)
Net cash from/(used in) financing activities	192	(9,703)	(19,390)	(64,989)
Net increase in cash and cash equivalents	6,500	2,158	5,602	16,109
Cash and cash equivalents at beginning of period	51,928	62,738	54,335	48,162
Effect of exchange rate fluctuations on cash and cash equivalents	163	589	(1,346)	1,214
Cash and cash equivalents at end of period	58,591	65,485	58,591	65,485
Cash and cash equivalents comprise the following:				
Cash at bank and in hand	25,691	51,995	25,691	51,995
Deposits with banks	34,186	32,646	34,186	32,646
Cash and cash equivalents	59,877	84,641	59,877	84,641
Deposits pledged	(1,286)	(19,156)	(1,286)	(19,156)
Cash and cash equivalents in the statement of cash flows	58,591	65,485	58,591	65,485

1(d)(i) Statement of Changes in Equity
For the period ended 31 January 2019

The Group	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	-	-	-	-	-	-	1,920	1,920	7,883	9,803
Other comprehensive income										
Foreign currency translation differences for foreign operations	-	-	-	-	(3,497)	-	-	(3,497)	(3,851)	(7,348)
Net changes in fair value of financial assets at fair value through other comprehensive income	-	-	-	(1,441)	-	-	-	(1,441)	(606)	(2,047)
Share of reserves of associates	-	-	-	-	(566)	15	-	(551)	-	(551)
Total other comprehensive income	-	-	-	(1,441)	(4,063)	15	-	(5,489)	(4,457)	(9,946)
Total comprehensive income for the period	-	-	-	(1,441)	(4,063)	15	1,920	(3,569)	3,426	(143)
Balance at 31 October 2018	174,337	(1,935)	7,089	(1,441)	(128)	39	27,145	205,106	96,029	301,135
Total comprehensive income for the period										
Profit for the period	-	-	-	-	-	-	3,887	3,887	5,005	8,892
Other comprehensive income										
Foreign currency translation differences for foreign operations	-	-	-	-	953	-	-	953	1,139	2,092
Net changes in fair value of financial assets at fair value through other comprehensive income	-	-	-	720	-	-	-	720	303	1,023
Share of reserves of associates	-	-	-	-	(406)	6	-	(400)	-	(400)
Total other comprehensive income	-	-	-	720	547	6	-	1,273	1,442	2,715
Total comprehensive income for the period	-	-	-	720	547	6	3,887	5,160	6,447	11,607

The Group	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
Transactions with owners of the Company, recognised directly in equity										
Contributions by and distributions to owners of the Company										
Purchase of treasure shares	-	(45)	-	-	-	-	-	(45)	-	(45)
Total contributions by and distributions to owners of the Company	-	(45)	-	-	-	-	-	(45)	-	(45)
Changes in ownership interests in subsidiaries										
Capital contribution from non-controlling shareholders	-	-	-	-	-	-	-	-	952	952
Disposal of interest in a subsidiary with loss of control	-	-	-	-	-	-	-	-	(4,098)	(4,098)
Total changes in ownership interests in subsidiaries	-	-	-	-	-	-	-	-	(3,146)	(3,146)
Total transactions with owners of the Company	-	(45)	-	-	-	-	-	(45)	(3,146)	(3,191)
Balance at 31 January 2019	174,337	(1,980)	7,089	(721)	419	45	31,032	210,221	99,330	309,551

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
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	-	-	-	-	-	-	-	(63,729)	(63,729)	(397)	(64,126)
Other comprehensive income											
Foreign currency translation differences for foreign operations	-	-	-	-	-	1,336	-	-	1,336	1,318	2,654
Net changes in fair value of available-for-sale financial assets	-	-	-	-	375	-	-	-	375	101	476
Share of reserve of associates	-	-	-	-	-	81	-	-	81	-	81
Total other comprehensive income	-	-	-	-	375	1,417	-	-	1,792	1,419	3,211
Total comprehensive income for the period	-	-	-	-	375	1,417	-	(63,729)	(61,937)	1,022	(60,915)
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	34,483	-	-	-	-	-	-	-	34,483	-	34,483
Purchase of treasury shares	-	-	(176)	-	-	-	-	-	(176)	-	(176)
Redemption of perpetual securities	-	(97,947)	-	-	-	-	-	-	(97,947)	-	(97,947)
Total contributions by and distributions to owners of the Company	34,483	(97,947)	(176)	-	-	-	-	(13,302)	(76,942)	-	(76,942)

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
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	34,483	(97,947)	(176)	-	-	-	-	(13,302)	(76,942)	(434)	(77,376)
Balance at 31 October 2017	174,337	-	(1,935)	7,089	375	1,417	12	50,184	231,479	94,601	326,080
Total comprehensive income for the period											
Profit/(loss) for the period	-	-	-	-	-	-	-	(664)	(664)	2,147	1,483
Other comprehensive income											
Foreign currency translation differences for foreign operations	-	-	-	-	-	1,968	-	-	1,968	1,999	3,967
Net changes in fair value of available-for-sale financial assets	-	-	-	-	(2,642)	-	-	-	(2,642)	(1,111)	(3,753)
Share of reserves of associates	-	-	-	-	-	232	6	-	238	-	238
Total other comprehensive income	-	-	-	-	(2,642)	2,200	6	-	(436)	888	452
Total comprehensive income for the period	-	-	-	-	(2,642)	2,200	6	(664)	(1,100)	3,035	1,935
Balance at 31 January 2018	174,337	-	(1,935)	7,089	(2,267)	3,617	18	49,520	230,379	97,636	328,015

<u>The Company</u>	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	-	-	-	-	(4,064)	(4,064)
Balance at 31 October 2018	174,337	-	(1,935)	7,082	(19,370)	160,114
Total comprehensive income for the period						
Loss for the period	-	-	-	-	(3,092)	(3,092)
Transactions with owners of the Company, recognised directly in equity						
Contributions by and distributions to owners of the Company						
Purchase of treasury shares	-	-	(45)	-	-	(45)
Total contributions by and distributions to owners of the Company	-	-	(45)	-	-	(45)
Balance at 31 January 2019	174,337	-	(1,980)	7,082	(22,462)	156,977
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	-	-	-	-	(62,708)	(62,708)
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	34,483	-	-	-	-	34,483
Purchase of treasury shares	-	-	(176)	-	-	(176)
Redemption of perpetual securities	-	(97,947)	-	-	-	(97,947)
Total contributions by and distributions to owners of the Company	34,483	(97,947)	(176)	-	(13,302)	(76,942)
Total transactions with owners of the Company	34,483	(97,947)	(176)	-	(13,302)	(76,942)
Balance at 31 October 2017	174,337	-	(1,935)	7,082	(42,259)	137,225
Total comprehensive income for the period						
Loss for the period	-	-	-	-	(6,011)	(6,011)
Balance at 31 January 2018	174,337	-	(1,935)	7,082	(48,270)	131,214

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 November 2018	697,951,877	(5,188,560)	174,337	(1,935)
Purchase of treasury shares	-	(272,000)	-	(45)
As at 31 January 2019	<u>697,951,877</u>	<u>(5,460,560)</u>	<u>174,337</u>	<u>(1,980)</u>

There were no outstanding convertibles and/or subsidiary holdings as at 31 January 2019 and 31 January 2018.

As at 31 January 2019, there are 5,460,560 (31 January 2018: 5,188,560) shares held as treasury shares against the number of issued shares excluding treasury shares of 692,491,317 (31 January 2018: 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 31/01/19</u>	<u>As at 30/04/18</u>
Total number of issued shares	697,951,877	697,951,877
Less: Treasury shares	(5,460,560)	(5,188,560)
Total number of issued shares excluding treasury shares	<u>692,491,317</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 January 2019.

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 January 2019.

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**

	3 months ended 31/01/19	3 months ended 31/01/18
<u>Earnings per ordinary share</u>		
(a) Based on the weighted average number of ordinary shares on issue	0.56 cent	(0.10) cent
(b) On a fully diluted basis	0.56 cent	(0.10) cent

The basic earnings per share is calculated based on the weighted average number of ordinary shares in issue of 692,543,447 (31 January 2018: 692,763,317).

The fully diluted earnings per share is calculated based on the weighted average number of ordinary shares of 692,543,447 (31 January 2018: 692,763,317).

	9 months ended 31/01/19	9 months ended 31/01/18
<u>Earnings per ordinary share</u>		
(a) Based on the weighted average number of ordinary shares on issue	0.84 cents	(9.57) cents
(b) On a fully diluted basis	0.84 cents	(9.57) cents

The basic earnings per share is calculated based on the weighted average number of ordinary shares in issue of 692,690,027 (31 January 2018: 672,843,213).

The fully diluted earnings per share is calculated based on the weighted average number of ordinary shares of 692,690,027 (31 January 2018: 672,843,213).

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 31/01/19	As at 30/04/18
	Cents	Cents
Net assets value per ordinary share		
The Group	30.36	30.12
The Company	22.67	23.70

Net asset value per share is calculated based on 692,491,317 (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 an increase of revenue of \$6.1 million and \$130.8 million for 3Q2019 and 9M2019 respectively, representing an increase of 13.3% and 98.5% over the previous corresponding period. The Group also reported higher cost of sales of \$35.4 million and \$200.8 million for 3Q2019 and 9M2019 respectively. The increase in both revenue and cost of sales were mainly due to the completion of the Master-Riviera Project.

The profit from operations increased to \$19.5 million in 3Q2019 and \$39.8 million in 9M2019 mainly due to the contribution from the revenue recognition upon completion of the Master-Riviera Project and revaluation gain on the high-tech industrial park development in Changshu, China.

For 3Q2019, the increase in share of profits from associates was mainly due to profit contribution from China Southwest Energy Corporation Ltd and Figtree Holdings Limited and for 9M2019, the decrease was due to lower share of profits from associates.

The Group reported a profit after tax and non-controlling interest of \$3.9 million in 3Q2019 compared to a net loss of \$0.7 million in 3Q2018 mainly due to the fair value gain on the high-tech industrial park development in Changshu, China.

As at 31 January 2019, the Group has cash and cash equivalents of \$59.9 million, and net gearing of 1.28 times. The Group remains in a net current liability position due to the reclassification of non-current liabilities to current liabilities in respect of long term loans and borrowings of \$88.9 million due between FY2020 and FY2022 and notes payable of \$66 million. These loans and borrowings remained under current liabilities although waivers have been obtained before 31 January 2019 for the loan covenant breaches. The Group is currently seeking permanent waivers for the loan covenant breaches resulting from the Blackgold event. Until then the Group will continue to present or classify 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 2nd quarter FY2019 Financial Statements Announcement released on 12 December 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 the built-to-suit industrial factory for a multi-national corporation in the Changshu High Tech Industrial Park, Jiangsu was completed in December 2018. The development of another customised built-to-suit factory for another multi-national corporation is scheduled to be completed in June 2019. Following this completion in June 2019, the Changshu High Tech Industrial Park Phase 2 will be fully occupied.

On 28 January 2019, the Group entered into an Asset Transfer Agreement to dispose its warehouse property located in Jiangyin, China for a cash consideration of RMB29.0 million. This transaction is expected to be completed by end of March 2019.

As announced on 12 February 2019, the Group has entered into a conditional put and call option agreement with SGRE Banyan Pte. Ltd. for the proposed sale and leaseback of the Group's property at 121 Banyan Drive, Singapore 627570 (including the mechanical and electrical equipment relating thereto) for the price of S\$227.5 million. The proposed sale and leaseback is expected to be completed in the first half of 2019. The Company will make further announcements to update about the proposed sale and leaseback of 121 Banyan Drive, Singapore 627570 with SGRE Banyan Pte. Ltd as and when necessary.

The Group had also entered into an agreement in relation to the proposed disposal of the entire 60% equity interest in DP-Master-Vibrant (Jiangyin) Real Estate Development Co., Ltd for the consideration of approximately S\$28.1 million. This transaction is expected to be completed by the end of March 2019.

The disposals mentioned above will allow the Group the flexibility to apply its capital for maximum benefit, including redeployment and recycling of capital, new investments, and reduction of debt.

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/recommendeded, 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 January 2019 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
13 March 2019**