



P5 CAPITAL HOLDINGS LTD.
(formerly known as “Sunlight Group Hldg Ltd”)

(Company Registration No.199806046G)
Incorporated in the Republic of Singapore

This announcement has been reviewed by the Company’s Sponsor, RHT Capital Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). The Company’s Sponsor has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The details of the contact person for the Sponsor is:

Name: Mr. Mah How Soon, Registered Professional, RHT Capital Pte. Ltd.
Address: 9 Raffles Place, #29-01, Republic Plaza Tower 1, Singapore 048619
Tel: (65) 6381 6888



P5 CAPITAL HOLDINGS LTD.
(formerly known as “Sunlight Group Hldg Ltd”)

Half Year Unaudited Financial Statements for the Period Ended 30 September 2017

PART I - INFORMATION REQUIRED FOR ANNOUNCEMENT OF HALF-YEAR RESULTS

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

Consolidated Statement of Profit or Loss

	Note	30.09.2017 S\$'000	Group 30.09.2016 S\$'000	Increase/ (Decrease) %
Continuing operations				
Revenue		3,916	1,472	166
Cost of sales		(2,806)	(945)	197
Gross profit		1,110	527	111
Other operating income		65	13	400
Distribution expenses		(596)	(241)	147
Administrative expenses		(1,192)	(396)	201
Other operating expenses		(68)	(35)	94
Finance expense		(11)	(9)	22
Results from operating activities		(692)	(141)	(391)
Tax expense		-	-	-
Loss from continuing operations	(ii)	(692)	(141)	(391)
Discontinued operation				
Loss from discontinued operation (net of income tax)	(i)	(1,136)	(37)	N.M.
Loss for the period		(1,828)	(178)	N.M.
Loss per share – continuing operations:				
Basic and diluted loss per share (cents)		(0.12)	(0.03)	
Loss per share – discontinued operation:				
Basic and diluted loss per share (cents)		(0.20)	(0.01)	

Notes:

(i) Discontinued operation

	30.09.2017 S\$'000	Group 30.09.2016 S\$'000	Increase/ (Decrease) %
Results of discontinued operation			
Revenue	17,233	21,596	(20)
Expenses	(20,053)	(21,438)	(6)
Results from operating activities	(2,820)	158	N.M.
Tax expense	(158)	(195)	(19)
Results from operating activities, net of tax	(2,978)	(37)	N.M.
Gain on disposal of discontinued operation*	1,842	-	N.M.
Loss for the period	(1,136)	(37)	N.M.

* Contingent on closing adjustments in accordance with the sales and purchase agreement

(ii) Loss from continuing operations for the period is arrived at after crediting/(charging) the following:

	30.09.2017	Group S\$'000 30.09.2016
Depreciation of property, plant and equipment	(16)	(14)
Foreign exchange gain/(loss)	31	(2)
Allowance for inventory obsolescence	(73)	(32)
Impairment loss on receivables	(26)	-

Consolidated Statement of Comprehensive Income

	30.09.2017 S\$'000	Group 30.09.2016 S\$'000	Increase/ (Decrease) %
Loss for the period	(1,828)	(178)	N.M.
Other comprehensive income			
Items that are or may be reclassified subsequently to profit or loss:			
Foreign currency translation differences - foreign operations	(203)	51	N.M.
Foreign currency translation reserves realized upon disposal of subsidiaries	2,357	-	N.M.
Other comprehensive income for the year, net of tax	2,154	51	N.M.
Total comprehensive income for the period	326	(127)	N.M.

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

	Note	Group S\$'000		Company S\$'000	
		30.9.2017	31.3.2017	30.9.2017	31.3.2017
Non-current assets					
Property, plant and equipment	1	82	4,337	-	-
Goodwill on consolidation		77	77	-	-
Lease prepayment	1	-	149	-	-
Intangible assets	1	-	78	-	-
Subsidiaries	1	-	-	663	10,140
Long-term trade receivables	1	-	764	-	-
Deferred tax assets	1	-	43	-	-
		159	5,448	663	10,140
Current assets					
Inventories	1	1,748	9,988	-	-
Trade and other receivables	1/2	17,248	24,236	16,013	10
Amounts due from subsidiaries		-	-	1,816	1,220
Cash and cash held with financial institutions	1	755	3,019	156	22
		19,751	37,243	17,985	1,252
Total assets		19,910	42,691	18,648	11,392
Equity					
Share capital		19,264	19,264	19,264	19,264
Reserves		(4,573)	(4,899)	(2,805)	(8,014)
Total equity		14,691	14,365	16,459	11,250
Non-current liabilities					
Deferred tax liabilities	1	-	50	-	-
Loans and borrowings	1	-	559	-	-
		-	609	-	-
Current liabilities					
Trade and other payables	1/3	5,219	21,637	2,189	142
Finance lease liabilities	1	-	4	-	-
Loans and borrowings	1	-	3,373	-	-
Bank overdraft	1	-	2,309	-	-
Current tax payable	1	-	394	-	-
		5,219	27,717	2,189	142
Total liabilities		5,219	28,326	2,189	142
Total equity and liabilities		19,910	42,691	18,648	11,392

Note

- On 18 May 2017, the Company entered into a conditional sale and purchase agreement with Chint Electrics (Hong Kong) Limited ("**Purchaser**"), whereby the Company has agreed to sell, and the Purchaser has agreed to purchase, all the issued and paid-up capital of Sunlight Electrical Pte Ltd ("**SEPL**") (which also includes its wholly-owned subsidiaries, Sunlight Switchgear Sdn Bhd, Sunlight Electrical (Vietnam) Co., Ltd and Sunlight Electrical International Pte. Ltd.) ("**Disposal**"). The Disposal was completed on 30 September 2017.

Consequently, the assets and liabilities as at 30 September 2017 relate to the continuing operations. Hence, the decreases are mainly due to the Disposal.
- Included in the trade and other receivables of \$17,248k as at 30 September 2017 is the remaining purchase consideration receivable from the Purchaser of \$13.1 million.

3. Included in the trade and other payables of \$5,219k as at 30 September 2017 is the accruals of an ex-gratia payment of S\$1,000,000 to the employees, senior management and executive directors (where applicable) of the discontinued operation.

1(b)(ii) Aggregate amount of group's borrowings and debt securities.

Amount repayable in one year or less, or on demand

As at 30.9.2017		As at 31.3.2017	
Secured S\$	Unsecured S\$	Secured S\$	Unsecured S\$
-	-	282,879	5,403,982

Amount repayable after one year

As at 30.9.2017		As at 31.3.2017	
Secured S\$	Unsecured S\$	Secured S\$	Unsecured S\$
-	-	558,634	-

Details of any collateral

As at 31.3.2017

A 10-year term loan of approximately S\$2.8 million was entered into by a wholly owned subsidiary with UOB Bank in the year 2009. The subsidiary's building with a net carrying amount of S\$2.0 million was charged to UOB Bank and a corporate guarantee was given by the Company. The term loan outstanding as at 31 March 2017 amounted to S\$0.84 million.

A subsidiary's land and building with a net carrying amount of S\$1.1 million was charged to RHB Bank and a corporate guarantee was given by the Company. Its outstanding term loan is Nil.

As at 30.9.2017

As these borrowings relates to the discontinued operation, they are no longer reported. However, both corporate guarantees given by the Company have yet to be discharged. Please refer to the Circular to Shareholders dated 23 June 2017 for further details.

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

		Group	
		30.9.2017	30.9.2016
	Note	S\$'000	S\$'000
Cash flows from operating activities			
Loss for the period		(1,828)	(178)
Adjustments for:			
Allowance/(write-back) for inventories obsolescence		79	97
Amortisation for lease prepayment		2	3
Amortisation of intangible assets		36	61
Depreciation of property, plant and equipment		294	285
Allowance for impairment loss on trade receivables		27	1
Income tax expense		158	195
Interest expense		125	97
Inventories written down		47	44
Net change in fair value of quoted equity securities, held for trading		(2)	-
Gain on disposal of discontinued operation	1/pg 7	(1,842)	-
		<u>(2,904)</u>	<u>605</u>
Change in inventories	1/pg 4	2,002	(1,663)
Change in trade and other receivables	1/pg 4	5,839	(4,395)
Change in trade and other payables	1/pg 4	(4,664)	3,625
Cash generated from/(used in) operations		<u>273</u>	<u>(1,828)</u>
Income tax paid		<u>(168)</u>	<u>(113)</u>
Net cash generated from/(used in) operating activities		<u>105</u>	<u>(1,941)</u>
Cash flows from investing activities			
Acquisition of property, plant and equipment		(169)	(261)
Acquisition of subsidiary		-	124
Proceeds from disposal of discontinued operation, net of cash disposed	1/pg 7	216	-
Net cash from/(used in) investing activities		<u>47</u>	<u>(137)</u>
Cash flows from financing activities			
Fixed deposits with banks pledged as security		-	(1)
Payment of finance lease liabilities		(7)	(5)
Proceeds from loans and borrowings	1/pg 4	3,047	2,628
Repayment of bank borrowings		(3,237)	(2,190)
Interest paid		(124)	(97)
Proceeds from loan from a director/shareholder		350	200
Net cash generated from financing activities		<u>29</u>	<u>535</u>
Net increase/(decrease) in cash and cash equivalents		<u>181</u>	<u>(1,543)</u>
Cash and cash equivalents at beginning of the period		710	364
Effect of exchange rate fluctuations on cash held		(136)	34
Cash and cash equivalents at end of the period		<u>755</u>	<u>(1,145)</u>

For purposes of the consolidated cash flow statement, the period end consolidated cash and cash equivalents comprised the following:

	Group	
	30.9.2017	30.9.2016
	S\$'000	S\$'000
Cash and cash equivalents held with financial institutions	755	2,146
Bank overdraft	-	(2,206)
	<u>755</u>	<u>(60)</u>
Fixed deposits with banks pledged as security	-	(1,085)
Cash and cash equivalents at end of the period	<u>755</u>	<u>(1,145)</u>

Note:

(1) Effect of disposal of discontinued operation:

	Group Period Ended 30 September 2017 S\$'000
Property, plant and equipment	4,106
Lease prepayment	142
Intangible assets	42
Deferred tax assets	43
Long term receivables	645
Inventories	6,110
Trade and other receivables	14,272
Other financial assets	2
Cash and cash equivalents	3,562
Trade and other payables	(13,056)
Loans and borrowings	(5,517)
Provision for tax	(365)
Deferred tax liabilities	(51)
Net assets disposed	9,935
Provision for ex-gratia payment	1,000
Foreign currency translation reserves realized upon disposal of subsidiaries	2,357
Gain on disposal of discontinued operation*	1,842
Purchase Consideration*	15,134
Less: Remaining purchase consideration receivable*	(13,134)
Consideration received, satisfied in cash	2,000
Cash and cash equivalents disposed of	(1,784)
Net cash inflow	216

* Contingent on closing adjustments in accordance with the sales and purchase agreement

- 1(d) (i) A statement (for the issuer and group) showing either (i) all changes in equity or
(ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

Statement of Changes in Equity

Group

	Share capital S\$'000	Translation reserve S\$'000	Accumulated (losses)/profit S\$'000	Total equity S\$'000
At 1 April 2017	19,264	(2,154)	(2,745)	14,365
Total comprehensive income for the period				
Loss for the period	-	-	(1,828)	(1,828)
Other comprehensive income				
Foreign currency translation Differences	-	(203)	-	(203)
Exchange differences on disposal of discontinued operation	-	2,357	-	2,357
Total comprehensive income for the period	-	2,154	(1,828)	326
At 30 September 2017	19,264	-	(4,573)	14,691
At 1 April 2016	18,709	(2,229)	(2,444)	14,036
Total comprehensive income for the period				
Loss for the period	-	-	(178)	(178)
Other comprehensive income				
Foreign currency translation differences	-	51	-	51
Total comprehensive income for the period	-	51	(178)	(127)
Transactions with owners, recognized directly in equity				
Issue of ordinary shares	555	-	-	555
Total contribution by and distributions to owners	555	-	-	555
At 30 September 2016	19,264	(2,178)	(2,622)	14,464

Company	Share capital S\$'000	Capital reserve S\$'000	Accumulated losses S\$'000	Total equity S\$'000
At 1 April 2017	19,264	-	(8,014)	11,250
Total comprehensive income for the period				
Profit for the period	-	-	3,993	3,993
Reserve arising from restructuring exercise ⁽¹⁾	-	1,216	-	1,216
Total comprehensive income for the period	-	1,216	3,993	5,209
At 30 September 2017	<u>19,264</u>	<u>1,216</u>	<u>(4,021)</u>	<u>16,459</u>
At 1 April 2016	18,709	-	(7,678)	11,031
Total comprehensive income for the period				
Loss for the period	-	-	(207)	(207)
Total comprehensive income for the period	-	-	(207)	(207)
Transactions with owners, recognized directly in equity				
Issue of ordinary shares	555	-	-	555
Total contribution by and distributions to owners	555	-	-	555
At 30 September 2016	<u>19,264</u>	<u>-</u>	<u>(7,885)</u>	<u>11,379</u>

Note:

- (i) This relates to the excess of net assets acquired over the consideration paid by P5 Capital Holdings Ltd. to SEPL in respect of the lighting business.

1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on.

State also the number of shares that may be issued on conversion of all the outstanding convertibles, as well as the number of shares held as treasury shares, if any, against the total number of issued shares excluding treasury shares of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

None.

The Company has no outstanding convertibles as at 30 September 2017 (31 March 2017: Nil).

1(d)(iii) To show the number of issued shares excluding treasury shares as at the end of the current financial period and as the end of the immediately preceding year.

The number of ordinary shares issued excluding treasury shares as at 30 September 2017 is 557,524,443 (31 March 2017: 557,524,443). The Company has no treasury shares as at 30 September 2017 (31 March 2017: Nil).

1(d)(iv) A statement showing all sales, transfers, disposal, cancellation and/use of treasury shares 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.**

Except for the adoption of the new/revised Financial Reporting Standards (FRSs) that became effective for the financial period beginning 1 April 2017, the Group and the Company have adopted the same accounting policies and methods of computation in the financial statements for the current financial period as compared with the audited financial statements for the year ended 31 March 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.**

The Group adopted the new/or revised Financial Reporting Standards (FRSs) and interpretations that are effective for annual periods beginning 1 April 2017. Presently, the Group does not expect the adoption of the new/and or revised FRS and the interpretation to have any material impact on the financial statements of the Group for the current reporting period.

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	
	30.9.2017	30.9.2016
Net loss attributable to shareholders – continuing operations (S\$'000)	(692)	(141)
Weighted average number of ordinary shares in issue – basic & diluted	557,524,443	535,321,651
Basic and diluted loss per share (cents)	(0.12) cents	(0.03) cents
Net loss attributable to shareholders – discontinued operation (S\$'000)	(1,136)	(37)
Weighted average number of ordinary shares in issue – basic & diluted	557,524,443	535,321,651
Basic and diluted loss per share (cents)	(0.20) cents	(0.01) cents

7. **Net asset value (for the issuer and group) per ordinary share based on issued share capital of the issuer at the end of the:-**
(a) current financial period reported on; and
(b) immediately preceding financial year.

	Group		Company	
	30.9.2017	31.3.2017	30.9.2017	31.3.2017
Net asset value per ordinary share based on 557,524,443 shares as at 30 September 2017 and 31 March 2017 respectively	2.64 cents	2.58 cents	2.95 cents	2.02 cents

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.

Following the completion of the sale of the low voltage switchgear business, the Group's businesses now comprise (i) sales and distribution of designer furniture, kitchen and wardrobe systems under P5 Pte Ltd; and (ii) the provision of lighting automation, architectural and lighting products under P5 Luminaire Pte Ltd.

Continuing Operations

The turnover of the continuing operations of the Group for the 6 months ended 30 September 2017 ("1HFY2018") amounted to S\$3.9 million, comprising sales of furniture and lighting products. The increase in revenue of the Group is mainly a result of smaller turnover contribution recorded in the prior period, as P5 Pte Ltd was acquired in July 2016 and only contributed 2 months of revenue in 1HFY2017. Further, it was operating on a smaller scale in the Purvis Street showroom previously and has since shifted and now operates from its premises at Mohamed Sultan Road.

Discontinued Operation

Revenue from its discontinued operation, comprising of the Group's low voltage switchgear business, continued to decline and has incurred an operating loss after tax of approximately S\$3.0 million. Consequently, the Completion Date Target NAV (as defined in the company's announcement dated 19 May 2017 (the "SPA Announcement")) was approximately S\$9.9 million as at 30 September 2017. As stated in the SPA Announcement, if the Completion Date Target NAV is less than S\$11.8 million, the Company shall pay to the Purchaser an amount equal to the deficit of the Completion Date Target NAV below S\$11.8 million. Thus, the estimated shortfall of approximately S\$1.9 million based on the unaudited pro forma net assets of the Target Group (as defined in the SPA Announcement) on the Completion Date (as defined in the SPA Announcement) (subject to the finalization of the review of the Closing Statement) is expected to reduce both the purchase consideration received by the Company pursuant to the Disposal and the profit on sale of the discontinued operation.

The accumulated foreign currency translation reserve loss of approximately S\$2.4 million as at 30 September 2017 was reclassified to the profit and loss upon the sale of the discontinued operation. This further reduced the profit on sale of the discontinued operation to S\$1.8 million which supercedes the disclosures on net gain on the Disposal in paragraph 2.7 of the Circular dated 23 June 2017.

Hence, the loss from discontinued operation amounted to approximately S\$1.1 million. Overall, the Group's loss for the period amounted to S\$1.8 million.

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

No forecast has been disclosed.

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 property price index (PPI) in Singapore seems to have stabilised in 2Q17 and may have a more positive demand in 2H17 based on new property launches at higher prices and, a view that the price will rise between 6-10% over the next 2 years. (*DBS Group Research – Residential Market. Asian Insights Office – 28 Aug 2017*). Although there are signs of improving market sentiments, including the recent surge in collective en-bloc sales, the Group remains cautious of the outlook albeit the positive trend.

The Group is continuing its efforts to work with new brand partners in furniture and lighting businesses, develop new markets and product offers whilst fine-tuning business models to stay competitive and relevant. The Group is also exploring 'bespoke solutions' that integrate design, craftsmanship and quality in cabinetry making in its foray into the project market. Apart from the premium brands that the Group works with, it will also explore mid-tier brands suitable for the contract business in commercial and hospitality markets.

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

Nil

- (b) (i) Amount per share cents**

Nil

- (ii) Previous corresponding period cents**

Nil

- (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 5.00 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 had been declared for the half year ended 30 September 2017.

- 13. If the group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 921(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.**

The Company has not obtained a general mandate from shareholders for interested person transactions.

There were no interested person transactions entered into under shareholders' mandate or otherwise during the financial year under review that were \$100,000 or more pursuant to Rule 921(1)(a)(ii) of the Listing Manual.

- 14. Disclosure of persons occupying managerial positions in the issuer or any of its principal subsidiaries who are relatives of a director, chief executive officer or substantial shareholder of the Company pursuant to Rule 704(10). If there are no such persons, the issuer must make an appropriate negative statement.**

There is no person occupying a managerial position in the Company or any of its principal subsidiaries who is a relative of a director, chief executive officer or substantial shareholder of the Company during the 6 months ended 30 September 2017.

- 15. Undertakings from Directors and Executive Officers**

Pursuant to amended Listing Rule 720(1) and in the form set out at Appendix 7H, the Company had procured its directors and relevant executive officers' undertakings as at 14 November 2017.

BY ORDER OF THE BOARD

Ong Bee Hoon
Company Secretary

14 November 2017

NEGATIVE ASSURANCE ON INTERIM RESULTS

Confirmation by the Board on announcement of results for the half year ended 30 September 2017

We, Mr Lim Fong Yee Roland and Mr Sung Puay Kiang, being Directors of **P5 Capital Holdings Ltd.** ("**Company**"), do hereby confirm, for and on behalf of the Board of the Company that, to the best of our knowledge, nothing has come to the attention of the Board which may render the financial results for the half year ended 30 September 2017 to be false or misleading in any material aspect.

On behalf of the Board of Directors

Lim Fong Yee Roland
Director

Sung Puay Kiang
Director

14 November 2017