



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. ("Sponsor"), 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 are:

Name: Ms. Amanda Chen, Registered Professional, RHT Capital Pte. Ltd.
Address: Six Battery Road #10-01, Singapore 049909
Tel: (65) 6381 6757

Half Year Unaudited Financial Statements for the Period Ended 30 September 2014

**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.

	Note	Group 30.09.2014 S\$'000	30.09.2013 S\$'000	Change %
Revenue		17,792	21,620	(18)
Cost of sales		(13,913)	(17,450)	(20)
Gross profit		3,880	4,170	(7)
Other operating income		206	426	(52)
Distribution expenses		(1,150)	(1,359)	(15)
Administrative expenses		(2,989)	(3,283)	(9)
Other operating expenses		(46)	(138)	(67)
Finance expense		(88)	(106)	(17)
Share of results of associates, net of tax		(27)	(54)	(50)
Loss before income tax		(214)	(344)	(38)
Income tax expense		(95)	(89)	7
Loss for the period	(i)	(309)	(433)	(29)
Other comprehensive income				
Foreign currency translation differences - foreign operations		15	33	(55)
Total comprehensive income for the period, net of tax		(294)	(400)	(27)
Loss per share				
Basic loss per share (cents)		(0.06)	(0.11)	
Diluted loss per share (cents)		(0.06)	(0.11)	

Notes:

- (i) Profit for the period is arrived at after (charging)/crediting the following:

	Group S\$'000	
	30.09.2014	30.09.2013
Allowance for inventory obsolescence	(26)	(27)
Amortisation of lease prepayment	(3)	(2)
Amortisation of intangible assets	(80)	(64)
Depreciation of property, plant and equipment	(290)	(270)
Foreign exchange loss	(34)	(76)
Impairment loss on trade receivables	15	(35)
Inventories written down	(30)	(28)

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.

	Group S\$'000		Company S\$'000	
	30.9.2014	31.3.2014	30.9.2014	31.3.2014
Assets				
Property, plant and equipment	5,190	5,435	-	-
Lease prepayment	158	159	-	-
Intangible assets	394	450	-	-
Subsidiaries	-	-	4,236	4,236
Associates	266	293	294	294
Deferred tax assets	43	80	-	-
Long-term trade receivables	213	569	-	-
Non-current assets	6,264	6,986	4,530	4,530
Inventories	6,037	7,304	-	-
Trade and other receivables	11,227	12,031	4,172	4,431
Advances for exploration and evaluation activities	6,336	6,336	6,336	6,336
Cash and cash held with financial institutions	5,847	5,626	3,139	3,110
Other financial assets	9	9	-	-
Current assets	29,456	31,306	13,647	13,877
Total assets	35,720	38,292	18,177	18,407
Equity				
Share Capital	18,709	18,709	18,709	18,709
Reserves	4,442	4,736	(597)	(452)
Total equity	23,151	23,445	18,112	18,257
Liabilities				
Finance lease liabilities	20	26	-	-
Deferred tax liabilities	13	-	-	-
Loans and borrowings	1,339	1,579	-	-
Non-current liabilities	1,372	1,605	-	-
Trade and other payables	7,498	9,441	65	150
Current portion of				
- finance lease liabilities	12	17	-	-
- loans and borrowings	3,517	3,592	-	-
Current tax payable	170	192	-	-
Current liabilities	11,197	13,242	65	150
Total liabilities	12,569	14,847	65	150
Total equity and liabilities	35,720	38,292	18,177	18,407

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

Amount repayable in one year or less, or on demand

As at 30.9.2014		As at 31.3.2014	
Secured	Unsecured	Secured	Unsecured
S\$	S\$	S\$	S\$
401,457	3,127,466	355,532	3,252,750

Amount repayable after one year

As at 30.9.2014		As at 31.3.2014	
Secured	Unsecured	Secured	Unsecured
S\$	S\$	S\$	S\$
1,359,205	-	1,604,953	-

Details of any collateral

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 ultimate holding company for an outstanding term loan of S\$0.2 million.

A 10-year term loan of approximately S\$2.8 million was entered into by a wholly owned subsidiary with UOB Bank. The subsidiary's building with a net carrying amount of S\$2.6 million was charged to UOB Bank and a corporate guarantee was given by the ultimate holding company.

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

	Note	Group	
		30.9.2014	30.9.2013
		S\$'000	S\$'000
Cash flows from operating activities			
Loss for the period		(309)	(433)
Allowance for inventories obsolescence		26	27
Amortisation for lease prepayment		3	2
Amortisation of intangible assets		80	64
Depreciation of property, plant and equipment		290	270
Impairment loss on trade receivables		(15)	35
Income tax expense		95	88
Interest expense		88	10
Interest income		(32)	(106)
Inventories written down		30	28
Share of results of associates, net of tax		27	54
		283	39
Change in inventories		1,228	1,309
Change in trade and other receivables		1,200	(1,675)
Change in trade and other payables		(1,952)	1,177
Cash generated/(used in) from operating activities		759	850
Income taxes paid		(89)	(284)
Net cash generated from operating activities		670	566
Cash flows from investing activities			
Acquisition of intangible assets		(24)	(22)
Acquisition of property, plant and equipment		(38)	(114)
Interest received		32	106
Proceeds from maturity of fixed deposits		-	102
Advances for exploration and evaluation activities	2	-	(3,086)
Net cash used in investing activities		(30)	(3,014)
Cash flows from financing activities			
Fixed deposits with banks pledged as security		(308)	-
Interest paid		(88)	(10)
Payment of finance lease liabilities		(11)	(32)
Proceeds from loans and borrowings		813	975
Proceeds on issuance of shares	1 {	-	4,940
Expenses incurred on issuance of shares	1 {	-	(226)
Repayment of bank borrowings		(1,331)	(1,427)
Net cash (used in)/generated from financing activities		(925)	4,220
Net (decrease)/increase in cash and cash equivalents		(285)	1,772
Cash and cash equivalents at beginning of the year		2,823	(1,002)
Effect of exchange rate fluctuations on cash held		(5)	2
Cash and cash equivalents at end of the period		2,533	772

Note

1. The Company completed a share placement of 130,000,000 new ordinary shares at an issue price of S\$0.038 for each placement share on 18 April 2013. The net proceeds were approximately S\$4.71 million.
2. The Company had disbursed \$3 million on 27 May 2013 being part of the costs to engage an independent qualified person and other relevant specialists or professionals in association with the preparation of the independent technical report and for payment of ancillary expenses.

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

	Group	
	30.9.2014	30.9.2013
	S\$'000	S\$'000
Cash and cash equivalents held with financial institutions	5,847	3,683
Bank overdraft	(2,314)	(2,018)
Fixed deposits with banks pledged as security	(1,000)	(893)
Cash and cash equivalents per consolidated cash flow statement	<u>2,533</u>	<u>772</u>

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	Translation reserve	Accumulated (losses) / profits	Total attributable to owners of the Company	Total equity
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
At 1 April 2013	7,849	(2,301)	7,891	13,439	13,439
Total comprehensive income for the period					
Loss for the period	-	-	(433)	(433)	(433)
Other comprehensive income					
Foreign currency translation differences	-	33	-	33	33
Total other comprehensive income	-	33	-	33	33
Total comprehensive income for the period	-	33	(433)	(400)	(400)
Transactions with owners, recognized directly in equity					
Contributions by and distributions to owners					
Issue of ordinary shares	4,714	-	-	4,714	4,714
Total contributions by and distributions to owners	4,714	-	-	4,714	4,714
At 30 September 2013	<u>12,563</u>	<u>(2,268)</u>	<u>7,458</u>	<u>17,753</u>	<u>17,753</u>

Group	Share capital	Translation reserve	Accumulated (losses) / profits	Total attributable to owners of the Company	Total equity
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
At 1 April 2014	18,709	(2,272)	7,008	23,445	23,445
Total comprehensive income for the period					
Loss for the period	-	-	(309)	(309)	(309)
Other comprehensive income					
Foreign currency translation differences	-	15	-	15	15
Total other comprehensive income	-	15	-	15	15
Total comprehensive income for the period	-	15	(309)	(294)	(294)
At 30 September 2014	18,709	(2,257)	6,699	23,151	23,151

Company	Share capital S\$'000	Accumulated (losses) S\$'000	Total S\$'000
At 1 April 2013	7,849	(181)	7,668
Total comprehensive income for the period			
Loss for the period	-	(138)	(138)
Transactions with owners, recognized directly in equity			
Contributions by and distributions to owners			
Issue of ordinary shares	4,714	-	4,714
Total contributions by and distributions to owners	4,714	-	4,714
At 30 September 2013	12,563	(319)	12,244
At 1 April 2014	18,709	(452)	18,257
Total comprehensive income for the period			
Loss for the period	-	(145)	(145)
At 30 September 2014	18,709	(597)	18,112

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 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.

There were no changes in the company's share capital during the period.

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 as at 30 September 2014 is 521,246,666 (31 March 2014: 521,246,666).

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.

The Company has no treasury shares.

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 2014, the Group and the Company have adopted the same accounting policies and methods of computation in the financial statements for the current financial period compared with the audited financial statements for the year ended 31 March 2014.

5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.

Not applicable.

6. Earnings per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.

	Group	
	30.9.2014	30.9.2013
Loss per ordinary share for the period based on net loss attributable to shareholders		
(i) Based on weighted average number of ordinary shares in issue	(0.06) cents	(0.11) cents
(ii) On a fully diluted basis	(0.06) cents	(0.11) 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	
	30.9.2014	31.3.2014	30.9.2014	31.3.2014
Net asset value per ordinary share based on 521,246,666 shares	4.44 cents	4.50 cents	3.47 cents	3.50 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.

The turnover of the Group for the 6 months ended 30 September 2014 ("1HFY2015") was S\$17.8 million, approximately 18% lower than \$21.6 million registered for the 6 months ended 30 September 2013 ("1HFY2014"). Major projects undertaken for 1HFY2015 included Big Box, Novartis-Meccano, Watertown Park, Airport Pump House and Sky Habitat. Major projects undertaken for 1HFY2014 included a data centre project for ST Electronics, Fusionpolis (Tower A & B), Leedon Heights, Lucky Plaza and Biopolis.

Through better project selection, the Group managed to improve its gross profit margin from 19.3% in 1HFY2014 to 21.8% in 1HFY2015. However, due to the lower turnover, it generated a lower gross profit of \$0.3 million. This was more than offset by lower distribution (\$0.2 million) and general and administrative expenses (\$0.3 million) in 1HFY2015. The Group suffered a lower rental income of \$0.1 million on a remaining lease after its subtenant vacated its premises at Ubi.

As a result, the Group reduced its loss before income tax to approximately S\$214,000 in 1HFY2015 from a loss before tax of approximately S\$344,000 in 1HFY2014.

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 Group is streamlining its operations and processes to improve responsiveness and competitiveness by re-engineering its manufacturing, sales, service and human resource capabilities. The emphasis is to improve productivity across all processes via standardization of products and parts. The Group aims to consolidate its market on government projects, including public residential housing, commercial and industry segments. The Group is also exploring a few new market segments both locally and regionally. The Group remains committed to work with major partners like ABB, CHINT, Schneider and Siemens for the Singapore and regional markets.

As announced on 6 May 2013, the Company has entered into a non-binding term sheet ("Term Sheet") with Alexander Resources Pte Ltd (the "Vendor") to acquire the entire issued and paid-up share capital of Alexander Resource Limited ("ARL") (the "Proposed Acquisition"). ARL, in turn, holds the entire issued and paid-up share capital of Alexander Mining Limited ("AML"). AML holds an Exploration Licence (No.: 1857) (the "EL 1857 Licence") in northern Papua New Guinea covering 222 square kilometres (renewed from 23 January 2014 to 20 January 2016). In addition, AML had also been awarded an Exploration Licence (No.: EL 2212) (the "EL 2212 Licence") over an area near Wewak – East Sepik Province of Papua New Guinea, covering 525 square kilometres.

On the Vendor's recommendation, the Company has directed the Vendor to engage PT GMT Indonesia to prepare an independent technical report to ascertain the indicated resources contained within the areas covered by the EL 1857 Licence ("EL 1857 ITR"). In the event that the indicated resources contained within the areas covered by the EL 1857 Licence is not less than 800,000 ounces of gold, the Company will continue further due diligence work on the Proposed Acquisition. In addition, PT GMT Indonesia will also prepare an independent technical report in relation to the indicated gold resources under the EL 2212 Licence.

As announced on 28 August 2014, the Company has signed a letter of extension and amendment with the Vendor to, inter alia, extend the expiry of the Term Sheet to 27 February 2015 (or such other date as the Company and the Vendor may agree in writing), as they are awaiting the issuance of the EL 1857 ITR as part of the Company's due diligence for the Proposed Acquisition and in order to negotiate the terms of the Sale and Purchase Agreement. The Company will provide further update as and when there are material developments on the Proposed Acquisition.

11. Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

Nil.

(b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year?

Nil.

(c) Date payable

Not applicable.

(d) Books closure date

Not applicable.

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

Not applicable.

13. Interested party transactions

The Group has not obtained a general mandate by shareholders for Interested Persons Transactions.

There were no interested person transactions entered into during the 6 months under review that were \$100,000 or more pursuant to Rule 920(1)(a)(ii) of the Listing Manual.

BY ORDER OF THE BOARD

Ong Bee Hoon
Company Secretary
13/11/2014



NEGATIVE ASSURANCE ON INTERIM RESULTS

Confirmation by the Board on announcement of results for the half year ended 30 September 2014

We, Mr Sung Puay Kiang and Mr Tan Boon Seng, being Directors of the **Sunlight Group Hldg Ltd** (the "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 period ended 30 September 2014 to be false or misleading.

On behalf of the Board of Directors

Sung Puay Kiang
Director

Tan Boon Seng
Director

13 November 2014