



TRIYARDS HOLDINGS LIMITED (CO. REG. NO.: 201210555Z)

**Financial Statements And Dividend Announcement
For the Financial Year ended 31 August 2015**

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

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

(Amounts expressed in United States dollars)

CONSOLIDATED INCOME STATEMENT

	Group 3 months ended			Group 12 months ended		
	31 August 2015	31 August 2014	Incr/ (decr)	31 August 2015	31 August 2014	Incr/ (decr)
	US\$'000	US\$'000	%	US\$'000	US\$'000	%
Revenue	88,403	48,769	81	270,113	268,620	1
Cost of sales	(69,165)	(35,591)	94	(210,085)	(216,755)	(3)
Gross profit	19,238	13,178	46	60,028	51,865	16
Other (expenses)/income, net	(421)	162	nm	4,929	414	nm
Administrative expenses	(8,591)	(5,812)	48	(30,110)	(16,756)	80
Profit from operations	10,226	7,528	36	34,847	35,523	(2)
Financial income	44	1	nm	57	6	nm
Financial expenses	(859)	(1,222)	(30)	(4,971)	(4,447)	12
Profit before tax	9,411	6,307	49	29,933	31,082	(4)
Tax	(1,006)	(1,010)	(0)	(2,779)	(4,417)	(37)
Profit after tax	8,405	5,297	59	27,154	26,665	2
Attributable to:						
Owners of the Company	8,405	5,297	59	27,154	26,665	2
	8,405	5,297	59	27,154	26,665	2

nm – not meaningful

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Group			Group		
	3 months ended		Incr/ (decr) %	12 months ended		Incr/ (decr) %
	31 August	31 August		31 August	31 August	
	2015	2014		2015	2014	
	US\$'000	US\$'000		US\$'000	US\$'000	
Profit after tax	8,405	5,297	59	27,154	26,665	2
Other comprehensive income:						
Exchange differences on translating foreign operations	(574)	-	nm	(1,124)	-	nm
Fair value changes on cash flow hedges	(253)	-	nm	(126)	-	nm
Other comprehensive income for the financial period/year, net of tax	(827)	-		(1,250)	-	
TOTAL COMPREHENSIVE INCOME FOR THE FINANCIAL PERIOD/YEAR	7,578	5,297	43	25,904	26,665	(3)
Total comprehensive income attributable to:						
Owners of the Company	7,578	5,297	43	25,904	26,665	(3)
	7,578	5,297	43	25,904	26,665	(3)

Profit before tax was stated after (charging)/crediting:-

	Group			Group		
	3 months ended		Incr/ (decr) %	12 months ended		Incr/ (decr) %
	31 August	31 August		31 August	31 August	
	2015	2014		2015	2014	
	US\$'000	US\$'000		US\$'000	US\$'000	
Depreciation of fixed assets	(3,103)	(2,039)	52	(11,925)	(7,785)	53
Gain on disposal of fixed assets	43	-	nm	71	27	nm
Fixed assets written off	(46)	-	nm	(72)	(1)	nm
Amortisation of intangible assets	(1,112)	-	nm	(1,112)	-	nm
Interest income	44	1	nm	57	6	nm
Exchange (loss)/gain, net	(303)	(22)	nm	99	(279)	nm
Bad debts written off, net	(41)	-	nm	(41)	-	nm
Allowance for doubtful debts, net	(8)	-	nm	(8)	-	nm
Inventories written off	(284)	-	nm	(284)	-	nm
Negative goodwill on acquisition of subsidiaries*	(291)	-	nm	3,590	-	nm

* Negative goodwill on acquisition of subsidiaries is finalised as the purchase price allocation exercise is completed in accordance to FRS 103 *Business Combination*.

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

(Amounts expressed in United States dollars)

	Group		Company	
	31 August 2015 US\$'000	31 August 2014 US\$'000	31 August 2015 US\$'000	31 August 2014 US\$'000
Non-current assets				
Fixed assets	138,319	107,220	-	-
Intangible assets	8,370	7,633	-	-
Investments in subsidiaries	-	-	182,468	182,468
Available-for-sale ("AFS") investments	37	-	-	-
Deferred tax assets	699	201	-	-
Current assets				
Inventories and work-in-progress	51,703	30,979	-	-
Trade receivables	148,435	156,860	-	-
Other receivables	7,942	4,193	7	50
Other current assets	20,664	4,866	236	488
Derivative financial instruments	177	-	-	-
Balances due from				
- subsidiaries	-	-	44,670	33,599
- ultimate holding company	1,363	37	38	37
- related companies	9,001	23,205	420	382
- affiliated companies	-	3,556	-	42
Cash and cash equivalents	40,523	22,779	78	198
Cash pledged	2,938	-	-	-
	<u>282,746</u>	<u>246,475</u>	<u>45,449</u>	<u>34,796</u>
Current liabilities				
Trade payables	31,450	27,102	-	-
Other payables	75,669	37,872	593	838
Balances due to				
- subsidiaries	-	-	4,109	18,067
- ultimate holding company	734	1,725	-	-
- related companies	2,968	11,444	-	-
- affiliated companies	893	-	-	-
Derivative financial instruments	126	-	-	-
Bills payable to banks	39,316	20,411	-	-
Lease obligations	351	23	-	-
Bank term loans	49,111	83,380	-	-
Provision for tax	3,340	4,396	-	-
	<u>203,958</u>	<u>186,353</u>	<u>4,702</u>	<u>18,905</u>
Net current assets	78,788	60,122	40,747	15,891
Non-current liabilities				
Lease obligations	(1,121)	(91)	-	-
Bank term loans	(14,221)	(5,597)	-	-
Deferred tax liabilities	(2,458)	(241)	-	-
NET ASSETS	<u>208,413</u>	<u>169,247</u>	<u>223,215</u>	<u>198,359</u>
EQUITY				
Share capital	209,544	193,802	209,544	193,802
Accumulated profits	179,466	154,792	13,671	4,557
Merger reserve	(179,347)	(179,347)	-	-
Translation reserve	(1,124)	-	-	-
Hedging reserve	(126)	-	-	-
TOTAL EQUITY	<u>208,413</u>	<u>169,247</u>	<u>223,215</u>	<u>198,359</u>

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

	31 August 2015		31 August 2014	
	Secured US\$'000	Unsecured US\$'000	Secured US\$'000	Unsecured US\$'000
Amount repayable in one year or less, or on demand	54,387	34,391	77,107	26,707
Amount repayable after one year	14,191	1,151	3,091	2,597

Details of any collaterals

The group's borrowings are primarily secured by way of legal mortgages on the property, plant and machinery and assignment over the benefits arising from shipbuilding contract including the work in progress, first ranking security over the earnings account vessel under construction and cash deposits of the Group.

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

(Amounts expressed in United States dollars)

	Group		Group	
	3 months ended 31 August 2015	3 months ended 31 August 2014	12 months ended 31 August 2015	12 months ended 31 August 2014
	US\$'000	US\$'000	US\$'000	US\$'000
Cash flows from operating activities				
Profit before tax	9,411	6,307	29,933	31,082
Adjustments:				
Depreciation of fixed assets	3,103	2,039	11,925	7,785
Gain on disposal of fixed assets	(43)	-	(71)	(27)
Fixed assets written off	46	-	72	1
Amortisation of intangible assets	1,112	-	1,112	-
Unrealised exchange loss/(gain)	412	(8)	753	(114)
Interest expense	859	1,222	4,971	4,447
Interest income	(44)	(1)	(57)	(6)
Bad debts written off, net	41	-	41	-
Allowance for doubtful debts, net	8	-	8	-
Inventories written off	284	-	284	-
Negative goodwill on acquisition of subsidiaries	291	-	(3,590)	-
Operating profit before working capital changes	15,480	9,559	45,381	43,168
(Increase)/decrease in:				
Inventories and work-in-progress	9,082	10,085	(17,955)	6,562
Trade receivables	(54,323)	16,055	32,166	(48,670)
Other receivables and other current assets	7,983	(1,852)	(11,336)	(2,819)
Due from ultimate holding company	(1,329)	27	(1,326)	(37)
Due from related companies	7,887	6,222	14,204	19,769
Due from affiliated companies	7	(9)	3,556	(3,508)
Increase/(decrease) in:				
Trade payables	11,780	8,570	(5,914)	6,113
Other payables	15,805	(7,774)	18,838	11,492
Due to ultimate holding company	(1,720)	(1,173)	(991)	(821)
Due to related companies	(9,386)	(10,668)	(8,476)	(15,507)
Due to affiliated companies	86	-	893	-
Cash generated from operations	1,352	29,042	69,040	15,742
Interest paid	(859)	(1,222)	(4,971)	(4,447)
Interest income received	44	1	57	6
Tax paid	(864)	(207)	(5,771)	(3,578)
Net cash (used in)/generated from operating activities	(327)	27,614	58,355	7,723
Cash flows from investing activities				
Purchase of fixed assets	(1,200)	(6,482)	(16,995)	(13,187)
Additions to intangible assets	-	(433)	(548)	(433)
Proceeds from disposal of fixed assets	45	-	82	35
Increase in cash pledged	(276)	-	(2,938)	-
Acquisition of subsidiaries, net of cash paid	-	-	(15,656)	-
Net cash used in investing activities	(1,431)	(6,915)	(36,055)	(13,585)
Cash flows from financing activities				
(Repayment)/proceeds from lease obligations, net	(89)	(7)	1,571	112
Proceeds from issuance of placement shares, net of transaction costs	-	-	15,742	-
Proceeds from bank term loans and bills payable to banks	44,522	31,872	170,120	170,347
Repayment of bank term loans and bills payable to banks	(41,309)	(37,158)	(189,095)	(152,688)
Dividends paid on ordinary shares	-	-	(2,480)	(4,628)
Net cash generated from/(used in) financing activities	3,124	(5,293)	(4,142)	13,143
Net increase in cash and cash equivalents	1,366	15,406	18,158	7,281
Effects of exchange on cash and cash equivalents	(131)	(21)	(414)	38
Cash and cash equivalents at beginning of financial period/year	39,288	7,394	22,779	15,460
Cash and cash equivalents at end of financial period/year	40,523	22,779	40,523	22,779

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

(Amounts expressed in United States dollars)

Group	Attributable to owners of the Company					Total equity attributable to owners of the Company US\$'000
	Share capital US\$'000	Accumulated profits US\$'000	Merger reserve US\$'000	Translation reserve US\$'000	Hedging reserve US\$'000	
Group						
Balance at 1 September 2013	193,802	132,755	(179,347)	-	-	147,210
Total comprehensive income for the financial year	-	26,665	-	-	-	26,665
Dividends on ordinary shares	-	(4,628)	-	-	-	(4,628)
Balance at 31 August 2014	193,802	154,792	(179,347)	-	-	169,247
Balance at 1 September 2014	193,802	154,792	(179,347)	-	-	169,247
Total comprehensive income for the financial year	-	27,154	-	(1,124)	(126)	25,904
Issuance of shares by way of placement	16,243	-	-	-	-	16,243
Share issuance expense	(501)	-	-	-	-	(501)
Dividends on ordinary shares	-	(2,480)	-	-	-	(2,480)
Total transactions with owners in their capacity as owners	15,742	(2,480)	-	-	-	13,262
Balance at 31 August 2015	209,544	179,466	(179,347)	(1,124)	(126)	208,413
Company	Attributable to owners of the Company					
	Share capital US\$'000	Accumulated profits US\$'000	Total Equity US\$'000			
Balance at 1 September 2013	193,802	6,368	200,170			
Total comprehensive income for the financial year	-	2,817	2,817			
Dividends on ordinary shares	-	(4,628)	(4,628)			
Balance at 31 August 2014	193,802	4,557	198,359			
Balance at 1 September 2014	193,802	4,557	198,359			
Total comprehensive income for the financial year	-	11,594	11,594			
Issuance of shares by way of placement	16,243	-	16,243			
Share issuance expense	(501)	-	(501)			
Dividends on ordinary shares	-	(2,480)	(2,480)			
Total transactions with owners in their capacity as owners	15,742	(2,480)	13,262			
Balance at 31 August 2015	209,544	13,671	223,215			

- 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**

Share Placement Exercise

On 29 September 2014, the Company issued and allotted 29,500,000 new ordinary shares in the capital of the Company ("the Placement Shares") pursuant to a private placement at an issue price of S\$0.70 for each Placement Share to raise gross proceeds of S\$20.65 million. The utilisation of the proceeds was announced on SGXnet on 8 January 2015 and 13 January 2015.

Issuance of 29,500,000 warrants to Ezion Holdings Limited

On 10 November 2014, the Company issued 29,500,000 warrants (the "Warrants") to Ezion Holdings Limited, subject to exercise conditions. Each Warrant carrying the right to subscribe for one fully paid new ordinary share.

On 6 July 2015, the Warrants were vested with the fulfillment of exercise conditions. The Warrants are exercisable commencing on 6 July 2015 and shall expire on 6 July 2018.

As at date of this announcement, no warrant has been exercised.

As at 31 August 2015, the Company's total issued shares is 324,508,913 (31 August 2014: 295,008,913). The Company does not hold any treasury shares.

- 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 Company's total issued shares excluding treasury shares is 324,508,913 as at 31 August 2015 (31 August 2014: 295,008,913).

- 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 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 auditors.

- 3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter)**

Not applicable.

- 4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied**

The Group has applied the same accounting policies and methods of computation in the preparation of the financial statements for the financial year ended 31 August 2015 as the most recently audited financial statements for the financial year ended 31 August 2014 ("FY14").

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 has adopted the new and revised FRSs and Interpretation of FRS (INT FRS) that are effective for annual periods beginning on or after 1 September 2014. The adoption of these new/revised FRS and INT FRSs did not have material effect on the financial performance or position of the Group.

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: -

	12 months ended 31 August 2015	12 months ended 31 August 2014
Net profit attributable to owners of the Company (US\$'000)	27,154	26,665
Weighted average number of ordinary shares on issue for calculation of ('000):		
- Basic earnings per share	322,246	295,009
- Diluted earnings per share	322,246	295,009
Earnings per ordinary share ("EPS") (US cents) of the Group:		
(a) Based on the weighted average number of ordinary shares on issue	8.43	9.04
(b) On a fully diluted basis	8.43	9.04

7. Net asset value (for the issuer and group) per ordinary share based on total number of issued shares excluding treasury shares of the issuer at the end of the (a) current financial period reported on and (b) immediately preceding financial year

	Group		Company	
	As at 31 August 2015	As at 31 August 2014	As at 31 August 2015	As at 31 August 2014
Net asset value per ordinary share (US cents)	64.32	57.37	68.79	67.24

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

Acquisition Exercise Completed in October 2014

Pursuant to the acquisition exercise completed in October 2014, whereby the Group had acquired 100% of the issued share capital of Strategic Marine (S) Pte. Ltd. and the charter capital of Strategic Marine (V) Company Limited (collectively, the "SM Group"), the assets and liabilities of both target companies were consolidated in the Group's statement of financial position as at 31 August 2015. This represents one of the reasons for respective increases in assets and liabilities of the Group as at 31 August 2015, as compared to 31 August 2014. The post-acquisition results were consolidated in the Group's income statement for the financial year ended 31 August 2015.

REVIEW OF PERFORMANCE:

Revenue

Financial year ended 31 August 2015 (“FY15”)

Group’s revenue increased marginally by US\$1.5 million (1%) for the financial year ended 31 August 2015 (“FY15”), when compared to the corresponding period for the financial year ended 31 August 2014 (“FY14”).

The increase was mainly due to:

- (i) Two units of self-elevating units (“SEUs”) – one from BH335 series and one from BH300 L4T – which had reached advanced stages of construction as at 31 August 2015;
- (ii) Contributions from the acquisition of SM Group;
- (iii) Four units of SEU, contracts of which were awarded in FY15, had made significant contributions during the financial year; and
- (iv) Certain industrial and offshore fabrication projects.

The increases were partially offset by lower revenue recognised from *Lewek Constellation* and three units of self-elevating units (“SEUs”) – two units from BH450 series and one from BH335 series, which contributed significantly in FY14, were delivered to the clients during FY15.

3 months ended 31 August 2015 (“4Q15”)

Group’s revenue increased by US\$39.6 million (81%) for the three months ended 31 August 2015 (“4Q15”), when compared to the corresponding period for the three months ended 31 August 2014 (“4Q14”).

The increase was mainly due to significant contributions from the four units of SEU as mentioned above, which have progressed into advanced stages of construction during 4Q15, and partly due to contributions from SM Group.

The increase was partially offset by three units of BH335 series and two units of BH450 series, which make significant contribution in FY14, were either at final completion stage or delivered to the clients at end of 4Q15.

Gross profit

Financial year ended 31 August 2015 (“FY15”)

The improvement of gross margins in FY15 from its comparative period was mainly due to higher margin from certain industrial and offshore fabrication projects and different mix of projects.

3 months ended 31 August 2015 (“4Q15”)

The increase in gross profit in 4Q15 from its comparative period was due to increase in revenue derived mainly from the four units of SEU as explained above and contributions from SM Group.

This was partially offset by lower gross margins resulting from different mix of projects.

Other income, net

Financial year ended 31 August 2015 (“FY15”)

Other income for FY15 increased by US\$4.5 million, compared to FY14. The increases were mainly due to negative goodwill of US\$3.6 million recognised on acquisition of the SM Group and increase in sales of scrap from fabrication projects.

3 months ended 31 August 2015 (“4Q15”)

The decrease in other income in 4Q15 from its comparative period was mainly due to reduction in negative goodwill resulting from finalisation of purchase price allocation exercise and foreign exchange loss incurred.

REVIEW OF PERFORMANCE (CONT'D):

Administrative expenses

Administrative expenses for FY15 and 4Q15 increased by US\$13.4 million and US\$2.8 million respectively, compared to FY14 and 4Q14. The increases were mainly due to additions from the SM Group as well as increase in marketing related expenses.

Financial expenses

Financial year ended 31 August 2015 ("FY15")

Financial expenses for FY15 increased by US\$0.5 million (12%), compared to FY14. The increase was due to higher amount of loan drawdowns to finance the working capital of the various projects especially during the first half of FY15 and additions from the SM Group.

3 months ended 31 August 2015 ("4Q15")

Financial expenses for 4Q15 decreased by US\$0.4 million (30%), compared to 4Q14. The decrease was mainly due to repayment of bank term loans and bills payable to banks during 4Q15.

Profit before tax

Financial year ended 31 August 2015 ("FY15")

Profit before tax for FY15 decreased slightly by US\$1.1 million (4%), compared to FY14. The decrease was mainly due to the increase in administrative expenses and finance expenses, which was partially offset by the increase in gross profit and other income as explained above.

3 months ended 31 August 2015 ("4Q15")

Profit before tax for 4Q15 increased by US\$3.1 million (49%), compared to 4Q14. The increase was mainly due to the increase in gross profit, which was partially offset by the increase in administrative expenses as explained above.

Tax

Financial year ended 31 August 2015 ("FY15")

The decrease in tax expense in FY15 was in line with the decrease in profit before tax and partly due to one-off adjustment in 3Q15 for certain tax incentive derived from Singapore operation.

3 months ended 31 August 2015 ("4Q15")

No material change in 4Q15 from its comparative period.

REVIEW OF STATEMENT OF FINANCIAL POSITION AND CASH FLOWS:

Non-current assets

The increase in non-current assets was mainly due to the acquisition of SM Group, purchase of operating equipment and upgrade of facilities at one of the yards in Vietnam.

Current assets

The increase in current assets was mainly due to:-

- (i) Increase in inventories and work-in-progress reflecting higher stockholding mainly to support some SEU projects, construction of aluminium crew boats and wind farm vessels of SM Group towards end of 4Q15;
- (ii) Increase in other receivables arising from higher amount of value added tax and import tax claimable for purchase of materials and equipment in Vietnam;
- (iii) Increase in other current assets, mainly as a result of downpayments made to certain equipment suppliers; and
- (iv) Increase in cash pledged, cash and cash equivalents.

The above increases were partially offset by receipts from customers, related and affiliated companies.

Current liabilities

The increase in current liabilities was mainly due to:-

- (i) Purchase of materials and equipment from supplier;
- (ii) Increase in other payables resulting from increase in advance billings to customers as well as accruals for costs of certain equipment delivered during the financial period; and
- (iii) Increase in bills payable to banks arising from higher borrowings for working capital.

The above increases were partially offset by:

- (i) Payments made to related companies;
- (ii) Repayment of bank term loans; and
- (iii) Lower provision for tax.

Non-current liabilities

The increase in non-current liabilities was mainly due to reclassification from current liabilities to non-current liabilities for the bank loans and increase in deferred tax liabilities resulting from excess of capital allowances over depreciation.

Equity

The increase in shareholders' equity was due to profit generated during the financial period and net proceeds from share placement. This was partially offset by dividends paid during the period.

REVIEW OF STATEMENT OF FINANCIAL POSITION AND CASH FLOWS (CONT'D):

Cash flows

The Group recorded net cash inflow from operating activities of US\$58.4 million in FY15, mainly due to receipts from customers. These were partially offset by increase in inventories and work-in-progress and payments to suppliers. Net cash outflow from operating activities in 4Q15 was US\$0.3 million.

Net cash used in investing activities was US\$36.1 million in FY15 and US\$1.4 million in 4Q15 respectively, spent mainly for acquisition of the SM Group, increase in cash pledged, purchase of operating equipment and upgrade of the facilities at one of the yards in Vietnam.

Net cash used in financing activities was US\$4.1 million in FY15, as a result of net loan repayments and dividends paid. These were partially offset by net proceeds from issuance of placement shares.

Net cash generated from financing activities was US\$3.1 million in 4Q15 due to net proceeds from bank loans.

Financial ratios

The Group's net debt to equity ratio (defined as ratio of total external indebtedness (net of cash and cash equivalents and cash pledged) owing to bank and financial institutions to shareholders' equity) decreased from 0.51 to 0.29 times, in 4Q15 compared to FY14. Approximately 91% of the Group borrowings as at 31 August 2015 relates to working capital financing.

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

Not applicable.

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

Weakened oil prices since the beginning of 2015 had led to reduction or delay of oil & gas capital expenditure especially for exploration activities. However the primary business of TRIYARDS focuses on full value chain – fabricating assets which are involved in construction, production and decommissioning, to inspection and maintenance of offshore infrastructure servicing the existing offshore fields. Therefore the Group believes that there will be continued demand for its offering, notwithstanding competitive and challenging environment which the Group anticipates in next 12 months.

11. Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

Name of dividend	Proposed final dividend
Dividend type	Cash
Dividend rate (S\$)	1.0 cent per ordinary share
Tax rate	Tax exempt (one-tier)

(b) Corresponding Period of the Immediately Preceding Financial Year

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

Yes.

Name of dividend	Proposed final dividend
Dividend type	Cash
Dividend rate (S\$)	1.0 cent per ordinary share
Tax rate	Tax exempt (one-tier)

(c) Date payable

The payment of the proposed final dividend will be announced at a later stage.

(d) Books closure date

The book closure date will be announced at a later stage.

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

Not applicable.

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.**

Aggregate value of interested person transactions, pursuant to the IPT mandate renewed on 31 December 2014, is as follows.

Name of interested person	Aggregate value of all interested person transactions during FY2015 (excluding transactions less than US\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920 of the SGX-ST Listing Manual)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 of the SGX-ST Listing Manual during FY2015 (excluding transactions less than US\$100,000)
	US\$'000	US\$'000
<u>Revenue (Recognised)</u>		
Lewek Constellation Pte Ltd	—	13,683
Ezra Marine Services Pte Ltd	—	6,122
Emas Offshore Services Pte Ltd	—	870
Emas Energy Services (Thailand) Limited	—	401
Emas-AMC Pte Ltd	—	173
London Marine Consultants Limited	—	2,772
<u>Purchase of Goods and Services</u>		
Ezra Holdings Ltd	—	1,459
Ezra Marine Services Pte Ltd	208	3,242
Emas Offshore Services Pte Ltd	—	112
EMAS IT Solutions Pte Ltd	—	434
Lewek Victory Shipping Pte Ltd	3,976	—

14. **Negative confirmation pursuant to Rule 705(5). (Not required for announcement on full year results)**

Not applicable.

15. **Confirmation that the issuer has procured undertakings from all its directors and executive officers under Rule 720(1)**

Pursuant to Rule 720(1) of the Listing Manual, the Company has procured undertakings from all its directors and executive officers.

PART II – ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT
(This part is not applicable to Q1, Q2, Q3 or Half Year Results)

- 16. Segmented revenue and results for business or geographical segments (of the group) in the form presented in the issuer's most recently audited annual financial statements, with comparative information for the immediately preceding year**

Business segments

Financial year ended 31 August 2015	Engineering and Fabrication Services US\$'000	Group US\$'000
Revenue		
Sales to external customers	270,113	270,113
Profit from operations	34,847	34,847
Financial income		57
Financial expenses		(4,971)
Tax		(2,779)
Net profit for the financial year		<u>27,154</u>
Assets		
Segment assets	418,693	418,693
Unallocated assets		11,478
Total assets		<u>430,171</u>
Liabilities		
Segment liabilities	219,237	219,237
Unallocated liabilities		2,521
Total liabilities		<u>221,758</u>
Other information		
Capital expenditure	16,982	16,982
Unallocated capital expenditure		13
Total capital expenditure		<u>16,995</u>
Depreciation and amortisation	13,036	13,036
Unallocated depreciation and amortisation		1
Total depreciation and amortisation		<u>13,037</u>

Business segments (cont'd)

Financial year ended 31 August 2014	Engineering and Fabrication Services US\$'000	Group US\$'000
Revenue		
Sales to external customers	268,620	268,620
Profit from operations	35,523	35,523
Financial income		6
Financial expenses		(4,447)
Tax		(4,417)
Net profit for the financial year		<u>26,665</u>
Assets		
Segment assets	353,242	353,242
Unallocated assets		8,287
Total assets		<u>361,529</u>
Liabilities		
Segment liabilities	187,895	187,895
Unallocated liabilities		4,387
Total liabilities		<u>192,282</u>
Other information		
Capital expenditure	13,187	<u>13,187</u>
Depreciation	7,785	<u>7,785</u>

Geographical segments

Revenue ⁽¹⁾	Group 31 August 2015 US\$'000	31 August 2014 US\$'000
Americas	571	22,046
Asia	102,459	197,261
Europe	141,168	49,313
Other countries ⁽²⁾	25,915	–
	<u>270,113</u>	<u>268,620</u>

(1) Revenue is based on the location of customers.

(2) Other countries include Australia, Egypt, Marshall Islands, and New Zealand.

Non-current assets (comprising fixed assets and intangible assets) are based on the location of the companies that own those assets.

Non-Current Assets	Group 31 August 2015 US\$'000	31 August 2014 US\$'000
Vietnam	91,782	70,960
America	17,975	18,234
Singapore	36,932	25,659
	<u>146,689</u>	<u>114,853</u>

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

No material changes in contributions to turnover and earnings by the business segments. In terms of geographical segments, there was a change in composition of revenue contribution by Americas, Europe and Other Countries, as a result of the Group's effort to diversify its clientele base and product offering to different regions. Decrease in revenue contribution from Asia was mainly due to lower revenue recognized from Lewek Constellation.

18. A breakdown of sales

	Group 31 August 2015 US\$'000	31 August 2014 US\$'000	Increase / (Decrease) %
Sales reported for first half year	117,805	164,562	(28)
Operating profit after tax for first half year	13,325	15,078	(12)
Sales reported for second half year	152,308	104,058	46
Operating profit after tax for second half year	13,829	11,587	19

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

Total Annual Dividend

	Latest Full Year US\$'000	Previous Full Year US\$'000
Ordinary	2,298	2,597
Preference	—	—
	<u>2,298</u>	<u>2,597</u>

20. Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(13). If there are no such persons, the issuer must make an appropriate negative statement.

Pursuant to Rule 704(13) of the Listing Manual, there is no person occupying a managerial position in the Company or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the Company.