

#### **NORDIC GROUP LIMITED**

(Company Registration Number: 201007399N)

#### **Q2 FY2014 Financial Statement and Dividend Announcement**

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

1(a) A statement of comprehensive income for the group together with a comparative statement for the corresponding period of the immediately preceding financial year

#### **UNAUDITED RESULTS FOR THE PERIOD ENDED 30 JUNE 2014**

STATEMENT OF COMPREHENSIVE INCOME	Q2 FY2014	Q2 FY2013	Change	Half year ended 30/06/2014	Half year ended 30/06/2013	Change
	\$'000	\$'000	%	\$'000	\$'000	%
Revenue	17,816	15,555	15	32,237	27,762	16
Cost of Sales	(11,080)	(10,674)	4	(20,710)	(18,720)	11
Gross profit	6,736	4,881	38	11,527	9,042	27
Interest income	5	5	-	11	15	(27)
Finance costs	(182)	(184)	(1)	(313)	(387)	(19)
Marketing and Distribution costs	(159)	(157)	1	(369)	(317)	16
Administrative Expenses	(3,585)	(3,330)	7	(7,080)	(6,521)	9
Other Credits / (Charges)	(3)	131	nm	32	412	nm
<b>Profit Before Tax from Continuing Operations</b>	2,812	1,346	109	3,808	2,244	70
Income Tax Expense	(366)	(179)	104	(461)	(225)	105
Profit from Continuing Operations, Net of Tax	2,446	1,167	110	3,347	2,019	66
Other comprehensive income: Items that may be reclassified subsequently to Profit or Loss: Available-for-sale Financial Assets - Fair value changes arising during the period Exchange Differences on Translating Foreign Operations, Net of Tax	(1,198) 20	- (9)	nm	(2,721)	(17)	nm
Other Comprehensive Income, Net of Tax	(1,178)	(9)	nm	(2,715)	(17)	nm
Total Comprehensive Income	1,268	1,158	9	632	2,002	(68)
Profit Attributable to:						
Owners of the Parent, Net of Tax Non-Controlling Interests, Net of Tax	2,446	1,167	110 nm	3,347 -	2,019 -	66 Nm
Profit Net of Tax	2,446	1,167	110	3,347	2,019	66
Total Comprehensive Income Attributable to: Owners of the Parent	1,268	1,158	10	632	2,002	(68)
Non-Controlling Interests	-	-	nm	-	-	nm
Total Comprehensive Income	1,268	1,158	10	632	2,002	(68)
nm: not mooningful						

nm: not meaningful

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

The Group's total comprehensive income for the financial period is derived after (charging)/crediting:

		Q2 FY2014 \$'000	Q2 FY2013 \$'000	Change %	Half year ended 30/06/2014 \$'000	Half year ended 30/06/2013 \$'000	Change %
1	Interest income	5	5	-	11	15	(27)
2	Interest on borrowings	(182)	(184)	(1)	(313)	(387)	(19)
3	Depreciation and amortisation	(808)	(738)	9	(1,494)	(1,412)	6
4	Foreign exchange gain/(loss)	(28)	98	nm	(192)	324	nm

nm: not meaningful

## 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

#### STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2014

	Gı	Group		pany
	30/06/2014 \$'000	31/12/2013 \$'000	30/06/2014 \$'000	31/12/2013 \$'000
Assets				
Current assets				
Inventories	7,421	7,820	-	
Trade and Other Receivables	26,724	27,728	12,821	15,471
Other Financial Asset (1)	6,300	-	6,300	-
Other Assets	821	1,311	-	-
Cash and Cash Equivalents	13,741	14,852	3,909	8,483
Total current assets	55,007	51,711	23,030	23,954
Non-current assets				
Property, Plant and Equipment	13,578	14,033	_	_
Investment in Subsidiaries	- 10,010	- 1	1,350	1,350
Intangible asset	380	570	-	
Goodwill	12,292	12,292	_	_
Total non-current assets	26,250	26,895	1,350	1,350
Total non current accord	20,200	20,000	1,000	1,000
Total assets	81,257	78,606	24,380	25,304
Liabilities and Equity				
Current liabilities				
Income Tax Payable	978	884	-	6
Trade and Other Payables	9,710	9,713	3,049	453
Other Financial Liabilities	20,622	19,344	-	-
Total current liabilities	31,310	29,941	3,049	459
Non-current liabilities				
Other Financial Liabilities	3,885	2,195	_	_
Deferred Tax Liabilities	240	280	_	_
Total non-current liabilities	4,125	2,475	-	
	.,	_,		
Shareholders' equity				
Share capital	22,439	22,439	22,439	22,439
Retained earnings	25,685	23,338	1,613	2,406
Other reserves	(2,302)	413	(2,721)	-
Total equity	45,822	46,190	21,331	24,845
Total liabilities and assisted	04.057	70.000	04.000	05.004
Total liabilities and equity	81,257	78,606	24,380	25,304

<sup>(1)</sup> Being available-for-sale financial asset of 7.76% interest in PSL Holdings Limited.

#### 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	June 2014	As at 31 December 2013		
Secured \$'000	Unsecured \$'000	Secured \$'000	Unsecured \$'000	
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406	20,216	8,755	10,589	

#### Amount repayable after one year

As at 30	June 2014	As at 31 December 2013		
Secured \$'000	Unsecured \$'000	Secured \$'000	Unsecured \$'000	
1,875	2,010	2,075	120	

#### **Details of any collateral**

- 1. Borrowings drawn down in relation to the acquisition of the Multiheight Group is secured against shares of Multiheight Scaffolding Pte Ltd (discharged since 15 April 2014)
- 2. Charge mortgage on the motor vehicles for finance lease liabilities
- 3. Borrowings drawn down in relation to the acquisition of the leasehold property is secured against mortgage on the property.

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

#### COMBINED STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 30 JUNE 2014

	Q2 FY2014	Q2 FY2013	Half year ended 30/06/2014	Half year ended 30/06/2013
	\$'000	\$'000	\$'000	\$'000
Cash flows from operating activities:				
Profit before tax	2,812	1,346	3,808	2,244
Adjustments for:				
Depreciation expense	713	643	1,304	1,222
Amortization of intangible assets	95	95	190	190
Interest income	(5)	(5)	(11)	(15)
Interest expense	182	184	313	387
Unrealised foreign exchange (gain)/loss	(225)	(82)	(129)	(298)
Operating cash flows before changes in working capital	3,572	2,181	5,475	3,730
Trade and other receivables	(2,276)	(556)	1,004	(908)
Other assets	(80)	(300)	490	(432)
Inventories	95	(1,092)	399	109
Trade and other payables	1,352	3,558	(3)	3,022
Cash generated from operations	2,663	3,791	7,365	5,52
Income tax paid	(265)	(340)	(407)	(573
Net cash generated from operating activities	2,398	3,451	6,958	4,948
Cash flows from investing activities:				
Acquisition of subsidiaries	-	-	-	(3,064)
Purchase of property, plant and equipment	(288)	(1,050)	(868)	(2,096
Other Financial Assets	-	-	(9,023)	
Interest received	5	5	11	15
Net cash (used in) investing activities	(283)	(1,045)	(9,880)	(5,145)
Cash flows from financing activities:				
Other financial liabilities	(864)	(2,705)	2,984	(4,754)
Decrease in finance leases	(7)	-	(16)	(6
Dividends paid	(1,000)	(1,000)	(1,000)	(1,000
Interest paid	(182)	(184)	(313)	(387
Net cash (used in) generated from financing activities	(2,053)	(3,889)	1,655	(6,147)
Net increase / (decrease) in cash	62	(1,483)	(1,267)	(6,344)
Effect of Foreign Exchange Rate Adjustments	266	86	156	99
Cash balance at beginning of period	13,413	19,117	14,852	23,965
Cash at end of period	13,741	17,720	13,741	17,720

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

#### STATEMENT OF CHANGES IN EQUITY

	Attributable to shareholders of the company						
	Issued Capital \$'000	Foreign Currency Translation Reserve \$'000	Retained Earnings \$'000	Other Reserves \$'000	Fair Value Reserves \$'000	Parent Sub-Total \$'000	
Group - Q2							
Balance at 1 April 2014	22,439	203	24,239	196	(1,523)	45,554	
Total comprehensive income for the period Dividends paid	-	20	2,446 (1,000)	-	(1,198)	1,268 (1,000)	
Balance at 30 June 2014	22,439	223	25,685	196	(2,721)	45,822	
Balance at 1 April 2013 Total comprehensive income for the period Dividends paid	22,439 - -	(176) (9)	19,088 1,167 (1,000)	196 - -	- - -	41,547 1,158 (1,000)	
Balance at 30 June 2013	22,439	(185)	19,255	196	-	41,705	
Group - 6 months Balance at 1 January 2014	22,439	217	23,338	196	_	46,190	
Total comprehensive income for the period Dividends paid	-	6 -	3,347 (1,000)	-	(2,721)	632 (1,000)	
Balance at 30 June 2014	22,439	223	25,685	196	(2,721)	45,822	
Balance at 1 January 2013 Total comprehensive income for the period Dividends paid	22,439 - -	(168) (17)	18,236 2,019 (1,000)	196 - -	- - -	40,703 2,002 (1,000)	
Balance at 30 June 2013	22,439	(185)	19,255	196	-	41,705	

	Issued Capital \$'000	Retained Earnings \$'000	Fair Value Reserves \$'000	Total equity \$'000
Company - Q2				
Balance at 1 April 2014	22,439	2,459	(1,523)	23,375
Total comprehensive income for the period	-	154	(1,198)	(1,044)
Dividends paid	-	(1,000)	-	(1,000)
Balance at 30 June 2014	22,439	1,613	(2,721)	21,331
Balance at 1 April 2013	22,439	3,347	_	25,786
Total comprehensive income for the period	-	(29)	_	(29)
Dividends paid	_	(1,000)	_	(1,000)
Balance at 30 June 2013	22,439	2,318	_	24,757
Datance at 30 dane 2013	22,400	2,010		24,101
Company - 6 months				
Balance at 1 January 2014	22,439	2,406	-	24,845
Total comprehensive income for the period	-	207	(2,721)	(2,514)
Dividends paid	-	(1,000)	, ,	(1,000)
Balance at 30 June 2014	22,439	1,613	(2,721)	21,331
Balance at 1 January 2013	22,439	2.220	_	24.659
Total comprehensive income for the period		1,098	-	1,098
Dividends paid	-	(1,000)	-	(1,000)
Balance at 30 June 2013	22,439	2,318	-	24,757
	,	, ,		, -

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 or 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

Not applicable.

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

The share capital of the Company as at the end of the period was 400,000,000 ordinary shares (31 December 2013: 400,000,000 ordinary shares).

As at 30 June 2014, the Company does not hold any treasury shares.

1(d)(iv) A statement showing all sales, transfer, disposals, cancellations 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 standard (e.g. the Singapore Standard on Auditing 910 (Engagements to Review Financial Statements), or an equivalent standard)

The figures have not been audited or reviewed.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of 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 unaudited financial statements have been prepared by applying policies and methods of computation consistent with those used in the preparation of the most recently audited financial statements.

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

There were no changes in accounting policies and methods of computation used in the preparation of the financial information in this announcement.

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

	Q2 FY2014	Q2 FY2013	Half year ended 30/06/2014	Half year ended 30/06/2013
The Group  Net profit after tax attributable to equity holders of the Company (\$'000)	2,446	1,167	3,347	2,019
Number of ordinary shares ('000)	400,000	400,000	400,000	400,000
Earnings per share - basic/fully diluted	0.6	0.3	0.8	0.5

The Company had no dilutive equity instruments as at 30 June 2014.

## 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 period reported on and (b) immediately preceding financial year

	Group		Com	npany	
	30/06/2014	31/12/2013	30/06/2014	31/12/2013	
Net asset value (\$'000)	45,822	46,190	21,331	24,845	
Number of ordinary shares ('000)	400,000	400,000	400,000	400,000	
Net asset value per share (cents)	11.5	11.5	5.3	6.2	

8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. The review must discuss 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. It must also discuss any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on

#### Review of performance for quarter ended 30 June 2014 ("2Q2014")

#### Revenue

Our revenue increased by approximately \$2.2 million or 14.1%, from approximately \$15.6 million in 2Q2013 to approximately \$17.8 million in 2Q2014. The increase was mainly due to higher revenue from the Systems Integration business segment.

Business Segment	2Q2014	2Q2013	Change	Change (%)
Systems Integration	\$7.3m	\$4.5m	\$2.8m	62.2
MRO & Trading	\$0.3m	\$0.8m	(\$0.5m)	(62.5)
Precision Engineering	\$3.3m	\$2.9m	\$0.4m	13.8
Scaffolding Services	\$6.9m	\$7.4m	(\$0.5m)	(6.8)
Total	\$17.8m	\$15.6m	\$2.2m	14.1

#### Gross profit and gross profit margin

Gross profit for 2Q2014 increased approximately \$1.9 million or 38.0% from \$4.8 million in 2Q2013 to \$6.7 million in 2Q2014 and gross profit margin increased from 31.4% in 2Q2013 to 37.8% in 2Q2014.

Gross profit for 2Q2014 is higher than 2Q2013 mainly due to higher gross profits from the Systems Integration and Scaffolding Services business segments for the quarter under review.

#### Interest expense

Interest expense remained relatively constant at approximately \$0.2million.

#### Marketing and distribution costs

Marketing and distribution costs remained relatively constant at \$0.2 million.

#### Administrative expenses

Administrative expenses increased approximately \$0.3 million or 7.7% from \$3.3 million in 2Q2013 to \$3.6 million in 2Q2014. This is due to rising operating costs faced by all business segments.

#### Other credits / (charges)

Other charges of approximately \$3,000 were recorded in 2Q2014, arising from foreign exchange losses of approximately \$32,000, partially offset by other income of approximately \$24,000.

#### Review of performance for half-year ended 30 June 2014 ("1H2014")

Our revenue increased by approximately \$4.4 million or 15.8%, from approximately \$27.8 million in 1H2013 to approximately \$32.2 million in 1H2011. The increase was mainly due to higher revenue from the Systems Integration business segment.

Business Segment	1H2014	1H2013	Change	Change (%)
Systems Integration	\$12.3m	\$8.1m	\$4.2m	51.9
MRO & Trading	\$0.9m	\$1.4m	(\$0.5m)	(35.7)
Precision Engineering	\$5.8m	\$5.2m	\$0.6m	11.5
Scaffolding Services	\$13.2m	\$13.1m	\$0.1m	0.8
Total	\$32.2m	\$27.8m	\$4.4m	15.8

#### Gross profit and gross profit margin

Gross profit for 1H2014 increased approximately \$2.5 million or 27.5% from \$9.0 million in 1H2013 to \$11.5 million in 1H2014 and gross profit margin increased from 32.6% in 1H2013 to 35.8% in 1H2014.

Gross profit for 1H2014 is higher than 1H2013 mainly due to higher gross profits from the Systems Integration and Scaffolding Services business segments.

#### Interest expense

Interest expense decreased approximately \$74,000 or 19.1%, from approximately \$387,000 in 1H2013 to approximately \$313,000 in 1H2014. This is mainly due to lower interest incurred on lower paid down balance of the acquisition loan for Multiheight.

#### **Administrative expenses**

Administrative expenses increased approximately \$0.6 million or 8.6% from \$6.5 million in 1H2013 to \$7.1 million in 1H2014. This is due to rising operating costs faced by all business segments.

#### Other credits / (charges)

Other charges of approximately \$32,000 were recorded in 1H2014, arising from government grants received of approximately \$178,000, partially offset by foreign exchange losses of approximately \$191,000.

#### Statement of Financial Position Review (as at 30 June 2014 compared to 31 December 2013)

#### Non-current assets

Non-current assets remained relatively consistent at approximately \$26.0 million as at 30 June 2014 compared to \$26.9 million as at 31 December 2013.

#### **Current assets**

Current assets increased approximately \$3.3 million or 6.4%, from approximately \$51.7 million as at 31 December 2013 to approximately \$55.0 million as at 30 June 2014. The increase was mainly due to acquisition of 7.76% interest in PSL Holdings Limited.

#### **Current liabilities**

Current liabilities increased approximately \$1.4 million or 4.6%, from approximately \$29.9 million as at 31 December 2013 compared to \$31.3 million as at 30 June 2014. The increase was mainly due to increase in utilization of short term bank borrowings during the period under review.

#### Non-current liabilities

Non-current liabilities increased by approximately \$1.7 million or 66.7%, from approximately \$2.5 million as at 31 December 2013 to approximately \$4.1 million as at 30 June 2014. The increase was mainly due to refinancing of the Multiheight acquisition loan for a further 25 months to April 2016, which resulted in increase in the amounts classified under non-current liabilities.

#### Equity

Our capital and reserves decreased by approximately \$0.4 million or 0.8% from \$46.2 million as at 31 December 2013 to \$45.8 million as at 30 June 2014 mainly due to (i) fair value changes arising during the period under review on available-for-sale financial assets recorded through fair value reserves and (ii) distribution of dividend, partially offset by retention of net profit for 1H2014.

#### **Statement of Cash Flows Review**

#### 2Q2014

We continued to maintain a healthy cash position with approximately \$13.7 million in cash and bank balances as at the end of 2Q2014.

In 2Q2014, net cash generated from operating activities amounted to approximately \$2.4 million compared with approximately \$3.5 million in the corresponding period in FY2013. We generated net cash of approximately \$3.6 million from operating profits before working capital changes. Net cash used in working capital amounted to approximately \$0.9 million. This was mainly due to (i) cash outflow from increase in trade and other receivables of approximately \$2.3 million and (ii) cash inflow from increase in trade and other payables of approximately \$1.4 million. Our operating cash flow from operations was reduced by income taxes payment of approximately \$0.3 million.

Net cash of approximately \$0.3 million was used in investing activities for the purchase of plant and equipment.

Net cash of approximately \$3.9 million was used in financing activities. This was due to (i) net decrease in bank borrowings of approximately \$2.7 million and (ii) dividend payment of \$1.0 million.

#### 1H2014

In 1H2014, net cash generated from operating activities amounted to \$7.0 million compared with approximately \$4.9 million in the corresponding period in FY2013. We generated net cash of approximately \$5.5 million from operating profits before working capital changes. Net cash generated from working capital amounted to approximately \$1.9 million. This was mainly due to (i) cash inflow from decrease in trade and other receivables of approximately \$1.0 million, (ii) cash inflow from decrease in other assets of approximately \$0.5 million and (iii) cash inflow from decrease in inventories of \$0.4 million.

Net cash of approximately \$9.9 million was used in investing activities mainly for acquisition of 7.76% interest in PSL Holdings Limited.

Net cash of approximately \$1.7 million was generated from financing activities. This was mainly due to net increase in bank borrowings of approximately \$3.0 million, partially offset by dividend payment of \$1.0 million.

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

No profit forecast or profit guarantee has been issued for the year under review.

# 10. A commentary at the date of the announcement of the 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

Currently, our Group has outstanding orders amounting to approximately \$34.8 million. The deliveries for these orders will spread within the next 24 months and as such, we expect to derive sustained revenue streams from these orders up to FY2016. These confirmed orders are however, subjected to possible cancellation, deferral, rescheduling or variations by customers.

The Systems Integration business segment has launched new products in the recent quarter and has expanded our product offering to cover power management solutions for marine vessels. With our strong sales network and established base of clientele, our Systems Integration business segment is poised for growth with this new product expansion.

With a healthy order book, the Precision Engineering business segment continues to generate steady revenue and profits.

Initiatives by the Scaffolding Services business segment to improve productivity and efficiency have enabled it to maintain healthy margins despite operating in an environment of rising manpower costs and labour shortage. These initiatives will continue to be refined to prepare the business for the next cycle of peak season where our customers carry out their major maintenance works.

The Group remains positive over the long term prospects in the marine, offshore oil & gas industries and petrochemical sectors.

#### 11. Dividend

- (a) Current Financial Period Reported on 30 June 2014
  - (i) Any dividend declared for the current financial period reported on? No.
  - (ii) Any dividend recommended for the current financial period reported on? No.

Name Of Dividend	NA
Dividend Type	NA
Dividend Amount Per Share	NA
Tax Rate	NA

#### (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/recommended, a statement to that effect

No dividend has been declared for the guarter ended 30 June 2014.

#### 13. Interested Person Transactions

The Company has not obtained a general mandate from shareholders for interested person transactions. The Company did not have any interested person transactions during the period under review (excluding transactions less than \$100,000).

#### 14. Confirmation by the Board pursuant to Rule 705(5) of the Listing Manual

The Board of Directors hereby confirm that, to the best of their knowledge, nothing has come to its attention of which may render the interim financial statement for the financial period ended 30 June 2014 to be false or misleading in any material aspect.

BY ORDER OF THE BOARD

CHANG YEH HONG CHAIRMAN 12 AUGUST 2014