


**GSH CORPORATION LIMITED**
**Full Year Financial Statements for the Period Ended 31/12/2014**
**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.**
**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
 for the fourth quarter and twelve months ended 31 December

	Fourth Quarter			Full Year		
	31.12.2014 Unaudited S\$'000	31.12.2013 Unaudited (*Represented) S\$'000	+/- %	31.12.2014 Unaudited S\$'000	31.12.2013 Audited (*Represented) S\$'000	+/- %
Revenue	13,923	-	>100%	42,677	-	>100%
Cost of sales	(5,041)	-	>100%	(17,560)	-	>100%
<b>Gross profit</b>	<b>8,882</b>	<b>-</b>		<b>25,117</b>	<b>-</b>	
<b>Gross profit margin</b>	<b>64%</b>	<b>N/A</b>		<b>59%</b>	<b>N/A</b>	
Other operating income	6,618	18	>100%	11,011	18	>100%
Distribution and selling income/(expenses), net	(514)	(9)	>100%	(1,844)	(42)	>100%
Administrative expenses	(5,100)	(1,485)	>100%	(21,190)	(5,133)	>100%
Other expenses	(1,512)	47	>100%	(1,512)	(31)	>100%
<b>Operating profit/(loss)</b>	<b>8,374</b>	<b>(1,429)</b>		<b>11,582</b>	<b>(5,188)</b>	
Amortisation and depreciation	(2,399)	-	>100%	(8,798)	-	Nm
Exchange loss	(2,232)	(2,046)	9%	(4,964)	(195)	>100%
Finance expenses	(4,402)	153	>100%	(11,289)	-	>100%
Finance income	816	977	-16%	2,381	1,782	34%
Negative goodwill arising from acquisition	(9,305)	-	>100%	65,937	-	>100%
<b>(Loss)/profit before tax</b>	<b>(9,148)</b>	<b>(2,345)</b>		<b>54,849</b>	<b>(3,601)</b>	
Taxation	(2,129)	(1)	>100%	(2,054)	(9)	>100%
<b>Profit/(loss) from continuing operations</b>	<b>(11,277)</b>	<b>(2,346)</b>		<b>52,795</b>	<b>(3,610)</b>	
<b>Discontinued operation</b>						
Profit/(loss) from discontinued operation (net of tax)	4,330	539	>100%	4,754	2,080	>100%
<b>Profit for the year</b>	<b>(6,947)</b>	<b>(1,807)</b>		<b>57,549</b>	<b>(1,530)</b>	
<b>Attributable to:</b>						
Owners of the Company	(7,610)	(1,807)	>100%	58,396	(1,530)	>100%
Non-controlling interests	663	-	Nm	(847)	-	Nm
	<b>(6,947)</b>	<b>(1,807)</b>		<b>57,549</b>	<b>(1,530)</b>	

\*Figures were represented due to change of functional currency and disposal of trading and distribution segment.

Nm - Not meaningful

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
for the fourth quarter and twelve months ended 31 December

	Full Year		
	31.12.2014 Unaudited S\$'000	31.12.2013 Audited (*Represented) S\$'000	+/- %
<b>Net profit/(loss) for the period</b>	<b>57,549</b>	<b>(1,530)</b>	
<b>Other comprehensive income:</b>			
<b><u>Items that may be reclassified subsequently to profit or loss:</u></b>			
Translation differences relating to financial statements of foreign subsidiaries	(9,953)	(2)	>100%
Foreign currency translation differences realised on disposal of subsidiaries	136	-	Nm
Capital reserve realised on disposal of subsidiaries	(784)	-	Nm
<b><u>Items that will not be reclassified to profit or loss:</u></b>			
Net surplus on revaluation of leasehold office building	-	1,007	Nm
<b>Total comprehensive income for the period</b>	<b>46,948</b>	<b>(525)</b>	<b>Nm</b>
<b>Attributable to:</b>			
Owners of the Company	49,153	(525)	>100%
Non-controlling interests	(2,205)	-	Nm
	<b>46,948</b>	<b>(525)</b>	<b>Nm</b>

\*Figures were represented due to change of functional currency and disposal of trading and distribution segment.

Nm - Not meaningful

**Notes to Group profit and loss account**

1 a(i) Pre-tax profit of the Group is arrived at after charging/ (crediting) the following:

	Fourth Quarter			Full Year		
	31.12.2014	31.12.2013	+/-	31/12/2014	31/12/2013	+/-
	Unaudited	Unaudited		Unaudited	Unaudited	
	(*Represented)			(*Represented)		
	S\$'000	S\$'000	%	S\$'000	S\$'000	%
Personnel expenses	5,241	731	>100%	19,429	4,452	>100%
Operating lease expenses	333	412	(19.2%)	1,968	1,606	22.5%
Change in fair value of investment property	(472)	-	Nm	(472)	-	Nm
Gain on sale of discontinued operations, net of tax	(4,657)	-	Nm	(4,657)	-	Nm
Non-executive directors' fees	75	68	10.3%	306	271	12.9%
Executive directors' remuneration	1,436	274	>100%	4,126	1,037	>100%
Net change in fair value of financial derivatives	-	78	Nm	-	78	Nm
Depreciation of property, plant & equipment	2,416	(32)	>100%	8,933	292	>100%
Foreign exchange loss/(gain)	2,073	(2,542)	>100%	4,812	507	>100%
Negative goodwill arising from acquisition <sup>2</sup>	9,305	-	Nm	(65,937)	-	Nm
Rental income	(5,469)	(4)	>100%	(8,137)	(20)	>100%
Provision/(write back)						
- Inventories	172	14	>100%	159	37	>100%
- Doubtful debts	(415)	3	Nm	(708)	4	Nm

\*Figures were represented due to change of functional currency and disposal of trading and distribution segment.

Nm - Not meaningful

Commentary:

<sup>1</sup>On 31 December 2014, the Group has disposed its entire trading and distribution segment to Serial System Ltd, resulting a one off gain on disposal of trading and distribution segment of \$4.6m was recognised in the Income Statement.

<sup>2</sup>The Group acquired 77.5% of the Sutera Harbour Resort Group. This acquisition was completed on 26 March 2014. A non-recurring negative goodwill of \$65.9m was recognised and this was reflected in the Income Statement.

As at 31 December 2014, the fair value of identifiable assets and liabilities of the Sutera Harbour Resort Group were determined on a provisional basis as the Group is still in the process of performing the purchase price allocation exercise.

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

**CONSOLIDATED FINANCIAL POSITION as at 31 December**

	Group		Company	
	31.12.2014 Unaudited S\$'000	31.12.2013 Audited S\$'000	31.12.2014 Unaudited S\$'000	31.12.2013 Audited S\$'000
<b>Non-Current Assets</b>				
Property, plant and equipment	449,685	5,229	157	-
Investment property	5,370	-	-	-
Investment in subsidiaries	-	-	193	193
Investment in associated company	-	8	-	-
Deferred tax assets	-	183	-	-
	<u>455,055</u>	<u>5,420</u>	<u>350</u>	<u>193</u>
<b>Current Assets</b>				
Investment securities	-	8	-	-
Property development costs	767,827	-	-	-
Inventories	1,051	8,262	-	-
Trade receivables	1,796	7,069	-	-
Other receivables, deposits and prepayments	16,135	37,766	11,590	2,677
Due from subsidiaries (trade)	-	-	-	15,983
Due from subsidiaries (non-trade)	-	-	257,614	250,397
Fixed deposits	360,773	481,000	303,179	260,775
Cash and bank balances	25,114	5,914	9,263	181
	<u>1,172,696</u>	<u>540,019</u>	<u>581,646</u>	<u>530,013</u>
<b>Current Liabilities</b>				
Trade payables	2,732	418	-	-
Trust receipts	-	2,889	-	-
Loans and borrowings	270,882	211,353	254,025	211,330
Other payables and accruals	25,891	2,791	4,195	1,007
Due to subsidiaries (non-trade)	-	-	914	4,752
Due to related parties	84,712	-	-	-
Provision for taxation	887	175	-	-
Derivatives financial liabilities	434	502	434	502
	<u>385,538</u>	<u>218,128</u>	<u>259,568</u>	<u>217,591</u>
<b>Net Current Assets</b>	787,158	321,891	322,078	312,422
<b>Non-Current Liabilities</b>				
Loan and borrowings	687,611	29	6	-
Due to related parties	19,787	-	-	-
Redeemable preference shares	488	-	-	-
Deferred tax liabilities	67,508	-	-	-
	<u>775,394</u>	<u>29</u>	<u>6</u>	<u>-</u>
<b>Net Assets</b>	<u><u>466,819</u></u>	<u><u>327,282</u></u>	<u><u>322,422</u></u>	<u><u>312,615</u></u>
<b>Equity attributable to equity holders of the Company</b>				
Share capital	343,458	343,458	343,458	343,458
Reserves	32,977	(16,176)	(21,036)	(30,843)
	<u>376,435</u>	<u>327,282</u>	<u>322,422</u>	<u>312,615</u>
Non-controlling interests	90,384	-	-	-
<b>Total Equity</b>	<u><u>466,819</u></u>	<u><u>327,282</u></u>	<u><u>322,422</u></u>	<u><u>312,615</u></u>

**1(b)(ii) Aggregate amount of group's borrowings and debt securities.****Amount repayable in one year or less, or on demand**

As at 31 December 2014		As at 31 December 2013	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
270,882	-	211,353	2,889

**Amount repayable after one year**

As at 31 December 2014		As at 31 December 2013	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
687,611	-	29	-

**Details of any collateral**

As at 31 December 2014, the Group's borrowings were secured by legal charges on certain of the Group's development land and hotel properties, pledge of fixed deposits of S\$254,819,000 (FY2013: S\$261,089,000) and motor vehicles with carrying amount of S\$9,700 (FY2013: S\$48,000)

**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 CONSOLIDATED STATEMENT OF CASH FLOWS**

	<b>GROUP Full Year</b>	
	<b>2014</b>	<b>2013</b>
	<b>Unaudited</b>	<b>Unaudited</b>
	S\$'000	S\$'000
<b>Cash flows from operating activities</b>		
<b>Profit for the year</b>	57,549	(1,530)
Adjustment for:		
Depreciation of property, plant & equipment	8,933	292
Net change in fair value of financial derivatives	-	78
Negative goodwill arising from acquisition (Note 1)	(65,937)	-
Allowance for doubtful receivables, net	(708)	4
Allowance for inventory obsolescence	159	37
Loss/(gain) on disposal of property, plant & equipment	75	(50)
Gain on sales of discontinued operations, net of tax	(4,657)	-
Change in fair value of investment properties	(472)	-
Unrealised fair value (gain)/loss on derivative financial liabilities	(67)	504
Finance expense	11,329	412
Finance income	(2,905)	(2,832)
Tax expense	2,054	9
Operating profit/(loss) before working capital changes	5,353	(3,076)
Decrease/(increase) in:		
Inventories	261	2,636
Property development costs	(625,464)	-
Trade receivables	2,939	(2,538)
Other receivables, deposits and prepayments	25,978	(32,093)
Increase/(decrease) in:		
Trade payables	(2,315)	365
Other payable and accruals	9,700	(99)
	(583,548)	(34,805)
Finance expense paid (including amount capitalised in development property)	(16,246)	(412)
Tax paid	(1,108)	(12)
Net cash flow used in operating activities	(600,902)	(35,229)

	<b>GROUP</b>	
	<b>Full Year</b>	
	<b>2014</b>	<b>2013</b>
	<b>Unaudited</b>	<b>Unaudited</b>
	<b>S\$'000</b>	<b>S\$'000</b>
<b>Cash flows from investing activities</b>		
Net cash outflow on business combination (Note 1)	(194,491)	-
Net cash outflow on acquisition of subsidiaries	(22,484)	-
Purchase of property, plant and equipment	(6,821)	(237)
Disposal of discontinued operation, net of cash disposed of (Note 2)	(480)	-
Proceeds from disposal of property, plant and equipment	220	74
Purchase of investment securities	-	490
Finance income	2,905	1,049
	<u>(221,151)</u>	<u>1,376</u>
<b>Net cash (used in)/from investing activities</b>		
<b>Cash flows from financing activities</b>		
Proceeds from shares issuance	-	292,906
Capital contribution by non-controlling interest	22,540	-
Proceeds from borrowings	699,676	211,330
Increase in fixed deposits pledged	6,270	(260,775)
Repayment of finance lease obligations	(26)	(23)
Proceeds from trust receipts	10,080	1,203
Payment of trust receipts	(10,990)	-
	<u>727,550</u>	<u>244,641</u>
<b>Net cash from financing activities</b>		
<b>Net (decrease)/increase in cash and cash equivalents</b>	(94,503)	210,788
Effect of exchange rate changes on balances hold in foreign currencies	(253)	(1)
<b>Cash and cash equivalents at beginning of the period</b>	225,824	15,037
<b>Cash and cash equivalents at end of the period (Note A)</b>	<u>131,068</u>	<u>225,824</u>

	<b>GROUP</b>	
	<b>Full Year</b>	
	<b>2014</b>	<b>2013</b>
	<b>Unaudited</b>	<b>Unaudited</b>
	<b>S\$'000</b>	<b>S\$'000</b>
<b>Note A: Cash and cash equivalents comprise:</b>		
Fixed deposits	360,773	481,000
Cash on hand and at bank	25,114	5,914
	<u>385,887</u>	<u>486,914</u>
Less: fixed deposits pledged	(254,819)	(261,090)
<b>Cash and cash equivalents</b>	<u>131,068</u>	<u>225,824</u>

**Note 1**

On 26 March 2014 ("the acquisition date"), the Group acquired the Sutera Harbour Resort Group ("SHR"). The fair value of the identified assets and liabilities of the SHR at the acquisition date were:

	<b>Fair value recognised on acquisition S\$'000</b>
Property, plant and equipment	460,467
Trade receivables	2,561
Other receivables	6,230
Inventories	1,193
Cash and cash equivalents	1,213
	<hr/> 471,664
Trade creditors	3,407
Other creditors	190,957
Deferred tax liabilities	68,598
Redeemable preference shares	491
	<hr/> 263,453
Total identifiable net assets at fair value	208,211
Non-controlling interest measured at the non-controlling interest's proportionate share of SHR's fair value	(46,847)
Assumption of secured creditors' loans	100,277
Negative goodwill arising from acquisition	(65,937)
	<hr/> <hr/> 195,704
 <u>Effect of the acquisition of SHR on cash flows</u>	 <b>S\$'000</b>
Consideration settled in cash	95,427
Assumption of secured creditors' loans	100,277
Purchase consideration	<hr/> 195,704
Less: cash and cash equivalents of subsidiary acquired	(1,213)
Net cash outflow on acquisition	<hr/> <hr/> 194,491



**Note 2**

On 31 December 2014, the Group has disposed its entire trading and distribution segment to Serial System Ltd ("the buyer").

The value of assets and liabilities of trading and distribution segment recorded in the consolidated financial statements as at 31 December 2014 and the cash flow effect of the disposal were:

	<b>2014</b>
	<b>S\$'000</b>
Property, plant and equipment	188
Inventories	7,958
Investment in securities	8
Investment in associate	8
Trade and other receivables	9,188
Cash and cash equivalents	2,461
Deferred tax assets	182
Trade and other payables	(20,037)
Net assets	<u>(44)</u>
Transfer from capital reserve	(784)
Transfer from translation reserve	134
	<u>(694)</u>
Total consideration	3,963
Less: Deferred payment from the buyer	<u>(1,982)</u>
Consideration received, satisfied in cash	1,981
Cash and cash equivalents disposed of	<u>(2,461)</u>
Net cash outflow from disposal of the trading and distribution segment	<u>(480)</u>

1(d)(i) A statement (for the company 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 as at 31 December 2014**

Group	Attributable to owners of Company					Total	Non-controlling interest	Total Equity
	Share capital	Capital reserves	Asset revaluation reserves	Translation reserves	Accumulated (losses)/profits			
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<b>At 1 January 2014</b>	<b>343,458</b>	<b>784</b>	<b>4,133</b>	<b>(136)</b>	<b>(20,957)</b>	<b>327,282</b>	<b>-</b>	<b>327,282</b>
<b>Total comprehensive income for the year</b>								
Profit for the period	-	-	-	-	58,396	58,396	(847)	57,549
<b>Other comprehensive income</b>								
Foreign currency translation differences relating to foreign operations	-	-	-	(8,595)	-	(8,595)	(1,358)	(9,953)
Foreign currency translation differences realised on disposal of subsidiaries	-	-	-	136	-	136	-	136
Capital reserve realised on disposal of subsidiaries	-	(784)	-	-	-	(784)	-	(784)
Total other comprehensive income, net of tax	-	(784)	-	(8,459)	-	(9,243)	(1,358)	(10,601)
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>(784)</b>	<b>-</b>	<b>(8,459)</b>	<b>58,396</b>	<b>49,153</b>	<b>(2,205)</b>	<b>46,948</b>
<b>Transaction with owners, recognised directly in equity</b>								
<b>Contributions by and distributions to owners</b>								
Capital contribution by non-controlling interests	-	-	-	-	-	-	22,540	22,540
<b>Total contribution by and distribution to owners</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>22,540</b>	<b>22,540</b>
<b>Changes in ownership interests in subsidiaries</b>								
Acquisition of subsidiaries with non-controlling interests	-	-	-	-	-	-	70,049	70,049
<b>Total changes in ownership interests in subsidiaries</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>70,049</b>	<b>70,049</b>
<b>Total transactions with owners</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>92,589</b>	<b>92,589</b>
<b>As at 31 December</b>	<b>343,458</b>	<b>-</b>	<b>4,133</b>	<b>(8,595)</b>	<b>37,439</b>	<b>376,435</b>	<b>90,384</b>	<b>466,819</b>

**Statement of changes in Equity as at 31 December 2013**

Group	Attributable to owners of Company						Total Equity S\$'000
	Share capital S\$'000	Capital reserves S\$'000	Asset			Total S\$'000	
			revaluation reserves S\$'000	Translation reserves S\$'000	Accumulated losses S\$'000		
<b>At 1 January 2013</b>	50,552	784	3,126	(134)	(19,427)	34,901	34,901
<b>Total comprehensive income for the year</b>							
Loss for the period	-	-	-	-	(1,530)	(1,530)	(1,530)
<b>Other comprehensive income</b>							
Foreign currency translation differences relating to foreign operations	-	-	-	(2)	-	(2)	(2)
Revaluation of property, plant and equipment	-	-	1,007	-	-	1,007	1,007
Total other comprehensive income, net of tax	-	-	1,007	(2)	-	1,005	1,005
<b>Total comprehensive income for the year</b>	-	-	1,007	(2)	(1,530)	(525)	(525)
<b>Transaction with owners, recognised directly in equity</b>							
<b>Contributions by and distributions to owners</b>							
Issue of ordinary shares, net of expenses	292,906	-	-	-	-	292,906	292,906
<b>Total transactions with owners</b>	292,906	-	-	-	-	292,906	292,906
<b>As at 31 December</b>	343,458	784	4,133	(136)	(20,957)	327,282	327,282

**Statements of changes in Equity****Company**

	<b>Share capital S\$'000</b>	<b>Accumulated losses S\$'000</b>	<b>Total S\$'000</b>
<b>2014</b>			
<b>As at 1 January</b>	343,458	(30,843)	312,615
<b>Total comprehensive income for the period</b>			
Profit for the period	-	9,807	9,807
<b>Total comprehensive income for the period</b>	<b>-</b>	<b>9,807</b>	<b>9,807</b>
<b>As at 31 Dec</b>	<b>343,458</b>	<b>(21,036)</b>	<b>322,422</b>
<b>2013</b>			
<b>As at 1 January</b>	50,552	(31,376)	19,176
<b>Transaction with owners directly recognised in equity</b>			
<b>Contributions by and distribution to owners</b>			
Issuance of new shares	292,906	-	292,906
<b>Total contributions by and distributions to owners</b>	<b>292,906</b>	<b>-</b>	<b>292,906</b>
<b>Total comprehensive income for the period</b>			
Profit for the period	-	533	533
<b>Total comprehensive income for the period</b>	<b>-</b>	<b>533</b>	<b>533</b>
<b>As at 31 Dec</b>	<b>343,458</b>	<b>(30,843)</b>	<b>312,615</b>

**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 to the Company's share capital since 31 Dec 2013.

**Status on the use of proceeds raised from the issue of securities in the past two years**

Date	Type of Securities Issued	Net Proceeds Raised (\$\$ 'million)	Intended Use		Proceeds Used (\$\$ 'million)
			Description	(\$\$ 'million)	
10-Jul-12	Issue of Subscription	13.8	Working Capital	5.8	5.8 *
7-Mar-13	Issue of Subscription	37.5	Property and Construction Businesses	292.3	292.3 **
3-Jun-13	Rights Issue	246.8			
		<b>298.1</b>		<b>298.1</b>	<b>298.1</b>

\* - Proceeds was used entirely for the purchase of inventories

\*\* - S\$73.1m was invested in Malaysia and Singapore property development projects. S\$219.2m was used for the Sutera Harbour Resorts Group and Sutera Harbour land parcels acquisition/investment.

The proceeds were used for the intended purposes.

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

	<u>As at 31 December 2014</u>	<u>As at 31 December 2013</u>
Total Number of issued shares	9,885,180,250	9,885,180,250

**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 Company's auditors. The Negative Goodwill as disclosed under clause 1(a) is subjected to Purchase Price Allocation review from 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.**

From 1 December 2014, the Company had changed its functional currency from US Dollar to Singapore Dollar and accordingly the financial statements of the Group had been presented in Singapore Dollar instead of US Dollar.

Apart from the above change and as disclosed in paragraph 5 below, the Group has applied the same accounting policies and methods of computation in the preparation of the financial statements for the current reporting period compared with the audited financial statements as at 31 December 2013.

**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 following are changes in accounting standards applicable and effective for the Group for the financial year beginning 1 January 2014.

1. Revised FRS 27 Separate Financial Statements
2. Revised FRS 28 Investments in Associates and Joint Ventures
3. FRS 110 Consolidated Financial Statements
4. FRS 111 Joint Arrangements
5. FRS 112 Disclosure of Interests in Other Entities
6. Amendments to FRS 32 Offsetting Financial Assets and Financial Liabilities
7. Amendments to FRS 36 Recoverable Amount Disclosures for Non-financial Assets
8. Amendments to FRS 39 Novation of Derivatives and Continuation of Hedge Accounting
9. INT FRS 121 Levies
10. Amendments to FRS 19 Defined Benefit Plans: Employee Contributions

The changes in accounting standards above have no significant impact on 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.**

	Fourth Quarter			Twelve Months		
	31.12.2014	31.12.2013	+/- %	31.12.2014	31.12.2013	+/- %
Earnings per ordinary share of the Group based on net profit attributable to shareholders:-						
i) Based on weighted average number of shares	(0.08) cts	(0.02) cts	>100%	0.59 cts	(0.02) cts	>100%
-Weighted average number of shares ('000)	9,885,180	7,742,980		9,885,180	7,742,980	
ii) On a fully diluted basis	(0.08) cts	(0.02) cts	>100%	0.59 cts	(0.02) cts	>100%
-Adjusted weighted average number of shares ('000)	9,885,180	7,742,980		9,885,180	7,742,980	

**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		
	31.12.2014 (S\$ cents)	31.12.2013 (S\$ cents)	+/- %	31.12.2014 (S\$ cents)	31.12.2013 (S\$ cents)	+/- %
Net asset value per ordinary share *	3.81	3.31	15.1%	3.26	3.16	3.2%

\* Based on share capital of 9,885,180,250 ordinary shares as at end of the period (31 Dec 2013: 9,885,180,250).

**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.**

**Profit and Loss**

***Continuing operations***

For the 12 months period ended 31 December 2014, the Group recorded a revenue of S\$42.7 million, operating profit (before depreciation, exchange gain/loss, finance income/expense and negative goodwill) of S\$11.6 million and net profit after tax of S\$52.8 million.

In Q42014, the Group recorded a revenue of S\$13.9 million, operating profit (before depreciation, exchange gain/loss, finance income/expense and negative goodwill) of S\$8.4 million and net loss after tax of S\$11.3 million.

The Group divested its trading and distribution business and the income statement of the business is presented under discontinued operations for FY2014 and FY2013.

The income statement for FY2014 relates to the newly acquired businesses comprising of the Sutera Harbour Resort Group ("SHR"), 3 plots of development land in Malaysia and GSH Plaza (formerly Equity Plaza) in Singapore.

Other operating income of S\$11.0 million, mainly comprised of rental income of S\$8.5 million, which arose from the acquisition of GSH Plaza and the leasing of Dubai leasehold building.

Administrative expenses of S\$21.2 million, consisted of S\$10.5 million and S\$3.8 million expenses incurred from the hospitality and property segments respectively.

Arising from the Group's investment in Malaysia and with the weakening of the Malaysian Ringgit, the Group incurred a net exchange loss of S\$5.0 million.

Finance expenses of S\$11.3 million, were incurred due to loans taken by the Group to finance the acquisitions.

The Group acquired 77.5% of the SHR and the acquisition was completed on 26 March 2014. A non-recurring gain arising from a negative goodwill of S\$65.9 million, was recognized in the income statement.

### ***Discontinued operations***

For the 12 months period ended 31 December 2014, the Group registered a net profit of S\$4.8 million for its trading and distribution segment, which included a one-off S\$4.7 million gain on disposal of the trading and distribution business.

### **Balance Sheet**

The substantial increase of the Group's property, plant and equipment, property development costs, loans and borrowings, and deferred tax liabilities, was due to the acquisition of the SHR, the 2 adjoining plots of development land in Sabah, Malaysia, a plot of development land in Kuala Lumpur, Malaysia and the GSH Plaza in Singapore.

The amount due to related parties (current and non-current) of S\$104.4 million, consisted mainly of shareholders' loans in the Group's subsidiaries.

During the year, the entire Dubai leasehold building was leased out and the asset was reclassified from property, plant and equipment to investment property.

The decrease in inventories, trade receivables and other receivables was mainly due to the disposal of the trading and distribution business in FY2014.

### **Cash flow Analysis**

In FY2014, the Group acquired development properties which resulted in a net cash outflow of S\$625.5 million from operating activities. The Group also invested in Sutera Harbour Resort Group and the 2 adjoining plots of development land in Sabah, which resulted in a net cash outflow of S\$217.0 million from investing activities. Such activities were partially financed by banks, which resulted in a net cash inflow of S\$699.7million from financing activities.

**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.**

This will be the first year that the Group has exited the distribution business and will be in the property development, hospitality and related businesses.

Barring unforeseen circumstances, the hospitality business which saw a slowdown of tourist arrivals from China in the region for FY2014, is likely to see some recovery.



**11. Dividend*****(a) Current Financial Period Reported On*****Any dividend recommended for the current financial period reported on?**

Name of Dividend	Final (Proposed)
Dividend Type	Cash
Dividend Amount per Share (in SGD cents)	0.05 cent per ordinary share
Tax Rate	One-Tier Tax exempt

***(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***

Date of proposed final dividend payment will be announced at a later date.

***(d) Books closure date***

Notice of books closure date will be announced at a later date.

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

The proposed final dividend as stated in 11(a) above is subject to shareholders' approval at the forthcoming Annual General Meeting.

**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.,**

There was no IPT mandate obtained.

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

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

**SEGMENT ANALYSIS**

Financial Year Ended 31 Dec 2014

	<u>Hospitality</u> S\$'000	<u>Property</u> S\$'000	<u>Trading and distribution (Discontinued operation)</u> S\$'000	<u>Corporate</u> S\$'000	<u>Adjustment and Elimination</u> S\$'000	<u>Total</u> S\$'000
<b>Revenue</b>						
External customers	42,677	-	87,100	-	-	129,777
Inter-segment	39	-	9,762	3,304	(13,105)	-
Total revenue	42,716	-	96,862	3,304	(13,105)	129,777
<b>Results:</b>						
Finance income	117	98	524	2,204	(38)	2,905
Finance expenses	(5,953)	(3,522)	(41)	(1,834)	21	(11,329)
Depreciation and amortisation	(8,758)	(1)	(135)	(39)	-	(8,933)
Exchange (loss)/gain	97	(1,887)	86	(3,104)	(71)	(4,879)
Segment (loss)/profit	(1,750)	5,366	4,754	10,875	38,304	57,549
Other Information:						
Segment assets	469,794	950,700	-	585,961	(378,704)	1,627,751
Segment liabilities	(371,373)	(878,095)	-	(259,575)	348,111	(1,160,932)
Net assets	98,421	72,605	-	326,386	(30,593)	466,819

**Geographical Information**

	<u>Malaysia</u> S\$'000	<u>Central Asia</u> S\$'000	<u>Singapore</u> S\$'000	<u>Vietnam</u> S\$'000	<u>Others</u> S\$'000	<u>Total</u> S\$'000
External customers	42,677	21,608	17,200	20,655	27,637	129,777
Non-current assets	449,520	5,374	161	-	-	455,055

**SEGMENT ANALYSIS**  
**Financial Year Ended 31 Dec 2013**

	<u>Hospitality</u> S\$'000	<u>Property</u> S\$'000	<u>Trading and distribution (Discontinued operation)</u> S\$'000	<u>Corporate</u> S\$'000	<u>Adjustment and Elimination</u> S\$'000	<u>Total</u> S\$'000
<b>Revenue</b>						
External customers	-	-	116,613	-	-	116,613
Inter-segment	-	-	12,430	3,337	(15,767)	-
Total revenue	-	-	129,043	3,337	(15,767)	116,613
<b>Results:</b>						
Finance income	-	-	1,051	1,782	-	2,833
Finance expenses	-	-	(411)	-	-	(411)
Depreciation and amortisation	-	-	(292)	-	-	(292)
Exchange (loss)/gain	-	-	(313)	(195)	-	(508)
Segment (loss)/profit	-	-	2,080	(3,610)	-	(1,530)
Other Information:						
Segment assets	-	-	260,359	564,619	(279,539)	545,439
Segment liabilities	-	-	(262,107)	(252,175)	296,125	(218,157)
Net assets	-	-	(1,748)	312,444	16,586	327,282

**Geographical Information**

	<u>Malaysia</u> S\$'000	<u>Central Asia</u> S\$'000	<u>Singapore</u> S\$'000	<u>Vietnam</u> S\$'000	<u>Others</u> S\$'000	<u>Total</u> S\$'000
External customers	-	28,492	37,986	24,987	25,148	116,613
Non-current assets	-	4,960	417	-	43	5,420

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

In FY2014, the Group diversified into property and hospitality businesses.

The hospitality business, which operates in Malaysia contributed 33% of the Group's revenue in FY2014 and registered a segment loss of S\$1.8 million.

The property business is in the preliminary stages of development and has not contributed to revenue from the sale of properties. However, due to the rental income from GSH Plaza and leasehold building in Dubai, the segment registered a segment profit of S\$5.4 million.

**16. A breakdown of sales.****A breakdown for Revenue**

	<b>GROUP</b>		
	<b>Full Year Ended 31 December</b>		
	<b>2014</b> <b>Unaudited</b> S\$'000	<b>2013</b> <b>Audited</b> S\$'000	<b>Increase/ (Decrease)</b> %
<b><u>First Half</u></b>			
Revenue reported for the first half year	62,751	65,617	-4%
Profit/(loss) after tax reported for the first half year	71,199	(1,064)	>100%
<b><u>Second Half</u></b>			
Revenue reported for the second half year	67,026	50,996	31%
Loss after tax reported for the second half year	(13,650)	(466)	>100%

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

	<b>GROUP</b>	
	<b>Full Year Ended 31 December</b>	
	<b>2014</b> <b>Unaudited</b> S\$'000	<b>2013</b> <b>Audited</b> S\$'000
Ordinary	4,943	Nil
Preference	Nil	Nil
	4,943	-

**18. 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) in the format below. If there are no such persons, the issuer must make an appropriate negative statement.**

Pursuant to Rule 704(13) of the Listing Manual, we confirm that there is no other person occupying managerial positions 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.

**BY ORDER OF THE BOARD**

**Ng Tze Lee**  
**Company Secretary**  
 27 February 2015