SETTING THE STANDARDS
IN GLOBAL RESOURCING

Resources Prima Group Limited
Annual Report 2015

Contents

CORPORATE PROFILE

Resources Prima Group Limited ("Resources Prima" or the "Company", and together with its subsidiaries, the "Group") is a mine owner and primarily engages in the business of coal mining and coal exploration operations in East Kalimantan, Indonesia.

Resources Prima through its Indonesian subsidiary, PT Rinjani Kartanegara ("PT Rinjani"), has been granted a Production Operations (IUP) license to carry out coal mining operations in an area covering 1,933 ha in Kutai Kartanegara Regency, East Kalimantan, Indonesia ("Mining Concession Area"). An IPPKH or "borrow-use" permit for an area covering 308.54 ha ("Rinjani Mine") has been secured and PT Rinjani commenced mining operations in June 2012.

Resources Prima also owns and provides coal mining facilities such as a coal hauling road, coal stockpiles, coal crushers, coal conveyor system, jetty and barge loading facilities to third party mine owners.

Resources Prima (formerly known as Sky One Holdings Limited ("Sky One")) is listed on SGX-ST Catalist Board (stock code "5MM"). The listing follows the acquisition of the entire issued and paid-up share capital of Energy Prima Pte. Ltd. by the Company (the "Acquisition") which was completed on 12 November 2014.

OUR VALUES FOR EXCELLENCE

Performance
Quality
Sustainability
Accountability

CHAIRMAN'S MESSAGE

Dear Shareholders,

On behalf of Resources Prima, it is my pleasure and honour to present to you our first annual report for the financial year ended 31 March 2015 ("FY2015") following the successful completion of the Acquisition in November 2014.

FY2015 was a very eventful year for the Company with the most noteworthy achievement being the completion of the acquisition of Energy Prima Pte. Ltd. (the "Acquisition") and as such, the successful listing of our Company's new shares on the Catalist Board of the Singapore Exchange Securities Trading Limited in November 2014. As part of the Acquisition, the Company issued 83 million new shares at S$0.20, raising gross proceeds of S$16.6 million which was used for, *inter alia*, the partial repayment of an amount owing to our coal mining contractor as well as for general working capital purposes and professional fees. The Company's share base has been enlarged to 1.83 billion shares following completion of the Acquisition.

Performance Review

In FY2015, the business environment remained challenging for the coal industry globally with competitive market conditions and depressed coal prices as oversupply continued to persist in the industry. Despite these conditions, our vertically integrated business model comprising coal mining, coal hauling, stockpile management and coal barging facilities remained resilient as we were able to improve our operating and financial performance on several fronts. In FY2015, I am pleased to report that we were able to increase our revenue, lower our cost per metric tonne ("MT"), and achieve a higher gross profit margin.

Revenue for the Group in FY2015 rose by 40.8% to USD86.9 million for FY2015 from USD61.7 million for the previous financial year ("FY2014") due to higher coal sales volume. The volume of coal sales increased by 48.2% to 1.6 million MT for FY2015 from 1.1 million MT for FY2014, reflecting the on-going development of the coal mine operations in East Kalimantan, Indonesia and the completion of the all-weather road which facilitated logistic flow.

The Group's gross profit surged by 166.6% to USD6.6 million for FY2015 from USD2.5 million for FY2014. The increase in gross profit was due to higher sales volume and better cost management leading to a higher gross profit margin for the Group.

During the fourth quarter ended 31 March 2015 ("4Q2015"), the Group's gross profit margin improved significantly to 31.6% from 6.0% for the same period last financial year ("4Q2014"). In FY2015, the Group's gross profit margin also improved to 7.6% from 4.0% in FY2014. Despite the decrease in average sales price of coal, the gross profit margin for the Group improved in 4Q2015 and FY2015 due to higher sales quantities coupled with lower cost of goods sold per MT as management focused on improving the cost structure and generating operational efficiencies.

In FY2015, we reported a net loss of USD64.3 million largely due to non-cash and non-recurring expenses such as goodwill written off and cost of professional fee paid in shares both of which related to the Acquisition completed in November 2014. Excluding these non-cash and non-recurring charges, adjusted net loss would have decreased significantly by 76.8% to USD2.8 million for FY2015 from USD11.9 million for FY2014.

In 4Q2015, I am delighted to report a turnaround in our bottom-line with a net profit of USD5.7 million as compared to a net loss of USD3.3 million for 4Q2014. The turnaround in the bottom line reflected our aggressive and disciplined approach in improving and managing our integrated operations and related cost structure in response to the challenging macro environment facing the coal industry.

Business Updates

Diversification and additional sources of income

In addition to coal sales, the Group derives additional facility usage income from a third party mine owner. Going forward, management intends to diversify and grow its recurring income through the provision of its coal mining facilities to additional third party mine owners. Separately, on 31 March 2015, the Company announced the acquisition of RPG Trading Pte. Ltd. with the intention of expanding into the trading and marketing of coal.

Cost reduction programmes to continue into FY2016

The Company's Indonesian-incorporated subsidiary, PT Rinjani, commenced a cost reduction programme in FY2015 covering a number of areas and the cost reductions will continue into the financial year ending 31 March 2016 ("FY2016") with a reduction in the waste mining rate. On 2 April 2015, the Company reached an agreement with its waste mining contractor for a reduction in the waste mining rate, which will result in a potential cost reduction of USD0.31 per bank cubic metre. This new waste mining rate will be applicable upon the commencement of drilling and blasting activities, which are expected early second quarter of FY2016.

Submission of application for the second "borrow-use" permit (IPPKH2) which could lead to an increase in coal reserves and resources

As previously disclosed, PT Rinjani has secured a "borrow-use" permit in respect of an area covering 308.54 ha ("IPPKH1") of the total mining concession area of 1,933 ha and the Group has commenced the process to secure a second "borrow-use" permit for the remaining 1,624.46 ha ("IPPKH2").

THE FUTURE OF ENERGY THE WORLD TURNS TO COAL

Today's advanced coal technologies delivers clean, low-cost energy for tens of millions of people around the world, making coal the world's fastest-growing major fuel source.

The process to secure IPPKH2 involves the following 4 (four) major steps:

a. Recommendation by the Mayor of Kutai Kartanegara;
b. Recommendation by the Governor of East Kalimantan;
c. Recommendation by the Directorate General of Coal under the Ministry of Energy and Mineral Resources; and
d. Issuance of a "borrow-use" permit by the Ministry of Forestry.

PT Rinjani has completed steps (a) to (c) and is proceeding with the final step with its application submitted to the Ministry of Forestry. Once IPPKH2 is approved, the Company shall make the necessary announcement and commence further exploration, which could lead to an increase in the Group's coal reserves and resources from the remaining 1,624.46 ha.

Note of appreciation

As Executive Chairman and Chief Executive Officer of Resources Prima, I am extremely proud of our operational and financial achievements, but more than the numbers, I am proud of the team for delivering the commendable performance.

On behalf of the board of directors of Resources Prima, I wish to take this opportunity to express our appreciation and to thank our clients, consultants, suppliers and business associates who have contributed significantly to our smooth operations.

To the management and staff of Resources Prima, your collective hard work, dedication and commitment have been instrumental in the success of our Company in completing the Acquisition and delivering a strong performance especially in 4Q2015. I am delighted to have all of you on board and for giving of your best. Together, I am confident that we can bring Resources Prima to greater heights.

To our valued shareholders, I would like to convey my sincerest appreciation for your continued support. Although our major operations are based in Indonesia, we will strive to maintain an active presence in Singapore and to ensure that corporate information is being conveyed accurately as well as in a timely and consistent manner.

Last but not least, to my fellow Board members, your leadership, commitment and knowledge imparted to the Group has been invaluable, since the successful completion of the Acquisition contributing to the excellent performance from the commencement of the new restructured organisation in November 2014.

Looking Ahead

Despite the challenges resulting from the competitive environment and price decline, coupled with cautious sentiment with respect to the coal industry in Indonesia, our senior management team is positive and remains confident of our long term growth prospects. This confidence results from our fundamentally strong integrated business model, cost saving initiatives and the diversification of our revenue stream through the provision of our coal mining facilities to third party mine owners.

I am personally excited and believe the Group is ready to fulfill its potential for the benefit of all stakeholders, through our competitive strengths, which include the location of our mine, supply chain advantages, supportive vendors, strong relationships with local government and a committed and dedicated management team. We are therefore poised for growth both organically and through possible future merger and acquisition opportunities.

Agus Sugiono
Executive Chairman and CEO

BOARD OF DIRECTORS

standing from left to right: **Mr Giovani Sugiono, Mr Russell Joseph Kelly, Mr Mihir Taparia, Mr Giang Sovann, Mr Low Yew Shen**
sitting down: **Mr Agus Sugiono, Mr Rozano Satar**

Agus Sugiono

Executive Chairman of the Board and Chief Executive Officer
Appointed on 12th November 2014

Mr Agus Sugiono is the Executive Chairman of the Board and Chief Executive Officer of the Group. He is responsible for the strategic planning and development of the Group's business, and spearheading the expansion and growth of the Group. From 1994 to 2014, Agus Sugiono served in different positions as either the chief executive officer, chief operating officer, chief financial officer of, or advisor to PT Polytama Propindo. He has over 27 years of experience in the oil, gas and petrochemicals industry. Agus Sugiono holds a Bachelor of Science degree in Petroleum Engineering from the University of Texas at Austin and a Master in Business Administration (International Management) from the University of Indonesia. He is also a registered public accountant in Alberta, Canada and a member of the Texas Board of Professional Engineers.

Giovani Sugiono

Executive Director (Investor and Stakeholder Relations)
Appointed on 12th November 2014

Mr Giovani Sugiono is the Executive Director (Investor and Stakeholder Relations) of the Company. He is responsible for creating and presenting a consistently applied investment message to the stakeholders and investment community on behalf of the Company and for monitoring and presenting to management the opinions of the stakeholders and investment community regarding performance of the Company. He started his career in 2011 with Kolmar Group AG-Switzerland working as a member of its operations department and progressed to different entities within the Kolmar Group, the last being a petroleum and petrochemical products trader. He holds a Bachelor of Science degree in Chemistry and a Business Foundation Certificate from the University of Texas at Austin.

Low Yew Shen

Non-Executive Director
Appointed on 12th November 2014

Mr Low Yew Shen is the Non-Executive Director of the Company. Low Yew Shen started his career with M/S Ng Chong & Hue LLC as an associate in August 2000 and left in June 2010. Low Yew Shen is currently a partner at Elitaire Law LLP and has over 11 years of experience in the legal industry. He was previously the company secretary for Seroja Investments Limited from June 2006 to July 2010 and an independent director of China Ouhua Winery Holdings Limited. Low Yew Shen holds a Bachelor of Law (Honours) degree from the National University of Singapore and is a practising Advocate and Solicitor in Singapore.

Giang Sovann

Lead Independent Director
Appointed on 12th November 2014

Mr Giang Sovann is the Lead Independent Director, Chairman of the Audit and Risk Management Committee, and member of the Nominating Committee and Remuneration Committee of the Company. Giang Sovann is a senior director at RSM Ethos, a leading governance, risk and consulting firm in Singapore. He also serves as independent director, chairman of audit committee and member of risk oversight committee of the Cambodia Post Bank PLC. Giang Sovann was the executive director of the Singapore Institute of Directors and has served as executive director, independent director and chief financial officer of a number of listed companies. He started his career as a public accountant with a Big-4 firm in Canada and Singapore. He also has many years of experience in business management, having served as a senior executive at a multinational company and a regional conglomerate, and has managed companies in many industries including aerospace, food and beverage, flexible packaging, mining, oil and gas, real estate, telecommunications as well as trading and distribution. Giang Sovann holds a Bachelor of Administration degree from the University of Regina, Canada and is a Chartered Accountant, Singapore, a Chartered Accountant, Canada, and a member of the Singapore Institute of Directors.

Russell Joseph Kelly

Independent Director
Appointed on 12th November 2014

Mr Russell Joseph Kelly is the Independent Director, Chairman of the Nominating Committee, and member of the Audit and Risk Management Committee and Remuneration Committee of the Company. He has been involved in the restructuring of several petrochemical companies since his arrival in Indonesia in 1997, focusing primarily on legal and financial issues with both domestic and international creditors. From 2002 to 2007, he was the technical operations director of PT Trans-Pacific Petrochemical Indotama in Indonesia. From 2007 to 2013, Russell Joseph Kelly was the technical operations director of PT Tuban Petrochemical Industries, a petrochemical holding company based in Indonesia. He has been the managing director of Polytama International Finance B.V. since 2004 and is a member of the board of commissioners of PT Tuban LPG Indonesia. On 1 November 2014, he was appointed as chief executive officer of PT Sulfindo Adiusaha and chief executive officer of PT Merak Energi Indonesia. Later, on 16 March 2015, he was also appointed to the additional role of President Director of PT Sulfindo Adiusaha. Russell Joseph Kelly obtained his Bachelor of Science (Honours) degree in Chemical Engineering from the University of Newcastle-Upon-Tyne, United Kingdom.

Mihir Taparia

Independent Director
Appointed on 12th November 2014

Mr Mihir Taparia is the Independent Director, Chairman of the Remuneration Committee, and member of the Audit and Risk Management Committee and Nominating Committee of the Company. From 1996 to 2012, Mihir Taparia held several senior management roles at a major petrochemical and refining group in Indonesia including chief financial officer and managing director. Prior to that he worked in a variety of managerial roles in Canada and Indonesia at a major Canadian independent oil & gas producer which is now part of ConocoPhillips. Mihir Taparia is currently the managing director of Java Energy Resources (Pte.) Limited, a company involved in raising capital from strategic and private equity investors, for the acquisition of Indonesia based assets. He holds a Bachelor of Science (Honours) degree from the Birla Institute of Technology & Science, India. He is also a Chartered Accountant and a member of the Institute of Chartered Accountants of England & Wales and the Institute of Chartered Accountants of Alberta, Canada.

Rozano Satar

Independent Director
Appointed on 12th November 2014

Mr Rozano Satar is the Independent Director and member of the Audit and Risk Management Committee, Nominating Committee, and Remuneration Committee of the Company. He was a drilling and blasting superintendent at PT Kaltim Prima Coal from 1987 until his retirement in 2002. He is currently a shareholder and director of CV Papa Charlie and Edna Consulting, a company providing consultancy services in engineering, survey and procurement of technical equipment. He is also currently an independent consultant to various companies. He has over 15 years of experience in the coal mining industry. Rozano Satar holds a Bachelor in Mining Engineering degree from PTPN "Veteran" Yogyakarta and a Master of Business Administration degree from Jakarta Institute of Management Studies.

KEY MANAGEMENT

John Allan Watson
Chief Financial Officer

Mr John Allan Watson is the Chief Financial Officer of the Group. He is responsible for overseeing the financial and accounting management and reporting of the Group including risk management. From 2005 to 2013, John Allan Watson was the controller of Tuban Petrochemical Industries Group where he was responsible for all accounting and reporting functions. He joined the Group in 2013 and is currently a director of PT Pilar Mas Utama Perkasa (a subsidiary of the Company) since June 2014. He has over 35 years of business and financial management experience in the professional accounting, oil and gas, petrochemical and plantation industries. He holds a Bachelor of Economics degree majoring in Accountancy from the University of Tasmania and is a member of the Australian Institute of Chartered Accountants.

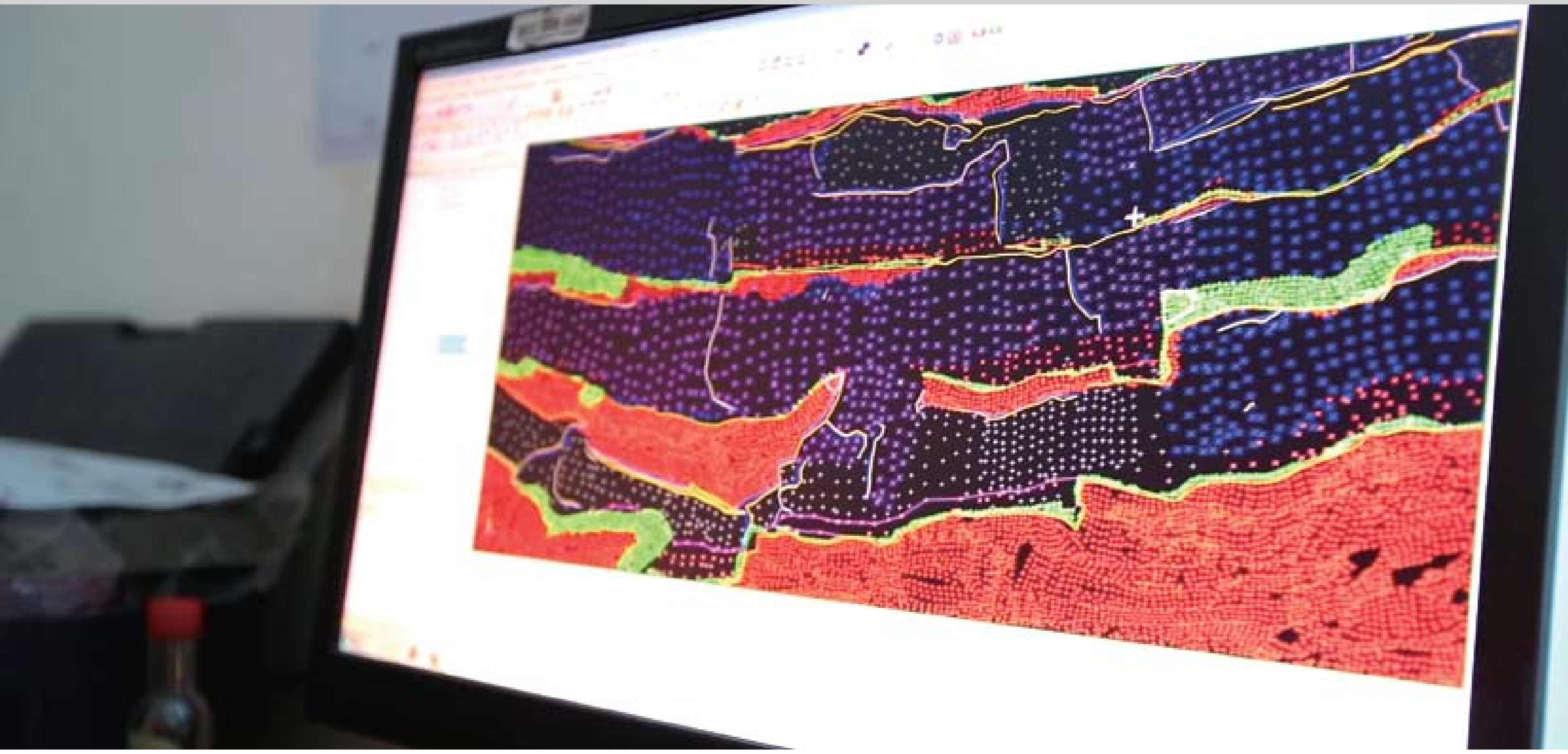
Nordiansyah Nasrie
Chief Operating Officer

Mr Nordiansyah Nasrie is the Chief Operating Officer of the Group. He is responsible for the overall management and operations of the Group and ensuring that its operational activities are in accordance with policies, goals and objectives of the Group. He joined the Group as the director of PT Rinjani (a subsidiary of the Company) in 2008. Prior to joining the Group, Nordiansyah Nasrie was appointed as a director in various energy companies including PT Kutai Etam Petroleum and PT Kutai Energy Resources. He is currently a director of PT Energy Indonesia Resources, PT Faisal Sampurna, PT Kembang Janggut Sawit Sejahtera, PT Muara Kaman Sawit Sejahtera and PT Kota Bangun Sawit Sejahtera. He is also the commissioner of PT Pancaran Berkat Adidaya. Nordiansyah Nasrie graduated with a Diploma of Academy Hotel and Tourism from International College Bandung.

Bhondan Suryo Bhroto
Vice President (Operations)

Mr Bhondan Suryo Bhroto is currently the Vice President (Operations) of PT Rinjani (a subsidiary of the Company). He oversees the mining operations of the PT Rinjani covering the coal production plan, geological and mine modeling as well as business and risk analysis in the development of the coal mine with oversight over a team of safety officers. Bhondan Suryo Bhroto has worked for various coal companies, including PT Riau Bara Harum from 2004 to 2006 as deputy manager (mine plan), PT Straits Asia Resources, now known as Sakari Resources Limited, from 2006 to 2009 as deputy manager (technical services) and PT Barasentosa Lestari from 2010 to 2012 as business development manager. His responsibilities included the coal production plan, geological and mine modeling as well as business and risk analysis in the coal mining development. He has over 10 years of experience as a technical expert in the coal mining industry. He joined the Group in September 2011 as a technical consultant and as general manager (operations) of PT Rinjani from May 2014. Bhondan Suryo Bhroto holds a Bachelor in Geology Engineering degree from Universitas Pembangunan Nasional "Veteran" Yogyakarta and is a member of the Indonesia Geologist Association. He also holds a Master of Management – Risk Financial Management from Sekolah Tinggi Manajemen PPM-Jakarta.

FINANCIAL HIGHLIGHTS



USD'000	4Q2015 ended 31.03.15	4Q2014 ended 31.03.14	change %	FY2015 ended 31.03.15	FY2014 ended 31.03.14	change %
Revenue	18,395	16,446	11.90%	86,868	61,690	40.80%
Gross profit	5,807	983	>100%	6,624	2,485	>100%
Gross margin	31.60%	6.00%	25.6ppt^	7.60%	4.00%	3.6ppt^
Other expenses*	(2,751)	(382)	>100%	(64,368)*	(5,380)	>100%
Profit/(Loss) for the Period/Year	5,722	(3,349)	N.M.	(64,291)	(11,879)	>100%
Adjusted earnings**	5,722	(3,349)	N.M.	(2,758)**	(11,879)	(76.80)%

USD'000	31.03.15	31.03.14
Current assets	29,983	11,539
Non-current assets	21,462	32,767
Total assets	51,445	44,306
Current liabilities	18,175	34,371
Non-current liabilities	20,171	30,634
Total liabilities	38,346	65,005
Total equity	13,099	(20,699)
Cash and bank balances	5,535	166

^ ppt refers to percentage points

* Other expenses for FY2015 included non-recurring and non-cash charges such as goodwill written off and cost of professional fee paid in shares totalling USD61.5m as a result of the Acquisition in November 2014

** Adjusted earnings excluded the impact of non-recurring non-cash charges such as goodwill written off and cost of professional fee paid in shares

OPERATIONS AND FINANCIAL REVIEW

Resources Prima Group Limited is a mine owner and primarily engages in the business of coal exploration and coal mining. We are dedicated to create long-term shareholder value through the discovery, acquisition, development and sale of natural coal resources.

OUR COMPETITIVE STRENGTHS: A LEADER IN SUSTAINABLE MINING

With our mining concession area of 1,933 ha in East Kalimantan, we have the leading presence in the low-cost, major coal producing region, where the Company can benefit most from strengthening markets.

EMPOWERING OUR PEOPLE: VALUING PEOPLE & COMMUNITY

Valuing people is embedded in the Group's culture, from our safety initiatives to our staff capabilities upgrading. Whether it's our safety record or our tradition of community giving, we strive to protect and uplift our greatest asset—people.

FY2015 has been a commendable year for Resources Prima considering the challenging environment in the coal industry. The Group's performance is a reflection of the management team's capabilities in improving its operational and financial performances, especially in turning around the bottom line during 4Q2015. The management team is committed to improving the Group's operational performance further despite the challenges ahead.

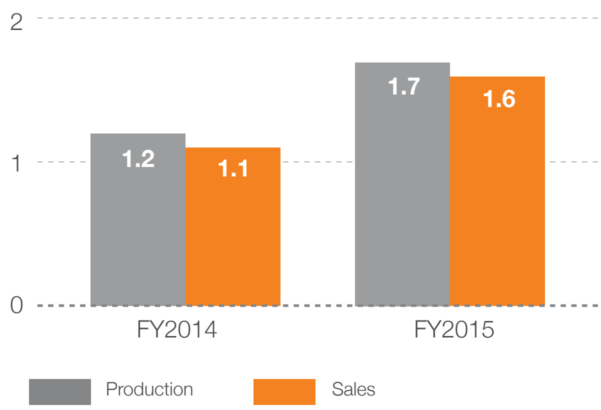
The Group's revenue was generated primarily by its Indonesia-incorporated subsidiary, PT Rinjani, through the sale of medium to high quality sub-bituminous coal with an average calorific value of 5,600 kcal/kg GAR (gross-as-received) from its coal mining activities. PT Rinjani has an offtake agreement with a single trader and the sales price of such coal was based on international prices for FOB barge. Separately, the Group also generates additional revenue from the use of PT Rinjani's facilities such as its coal hauling road, coal stockpile, coal crushers, conveyor system and jetty facilities by a third party mine owner.

In FY2015, coal sales increased by 43.1% to USD84.6 million from USD59.1 million for FY2014 as a result of higher coal sales volume.

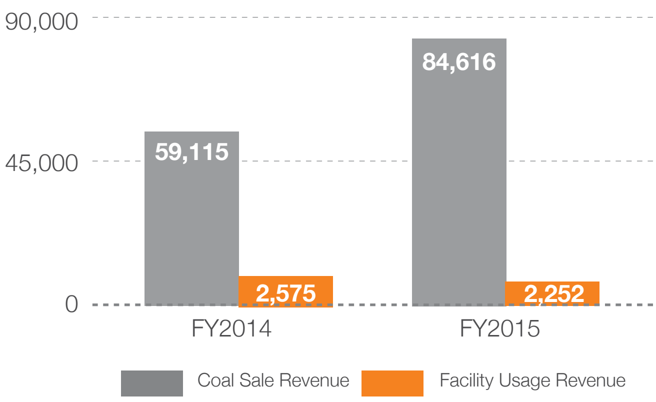
The coal sales volume increased by 48.2% to 1.6 million MT for FY2015 from 1.1 million MT for FY2014 while coal production volume also increased by 41.0% to 1.7 million MT for FY2015 from 1.2 million MT for FY2014. The increase in sales and production volumes reflected the on-going development of the coal mine operations in East Kalimantan, Indonesia and the completion of the all-weather road connecting the Group's own mine and port stockpile which facilitated a more efficient logistic flow. Facilities usage income decreased by 12.5% to USD2.3 million for FY2015 from USD2.6 million for FY2014 due to lower throughput of coal from the third party mine owner. The strong growth in coal sales was more than enough to offset the decrease in facility usage income leading to an increase in overall Group sales of 40.8% to USD86.9 million for FY2015 from USD61.7 million for FY2014.

The increase in cost of goods sold by 35.5% to USD80.2 million for FY2015 from USD59.2 million for FY2014 was in line with the rise in coal sales revenue. Cost of goods sold increased in FY2015 primarily due to increases in depreciation and amortisation charges, waste mining costs and coal hauling costs.

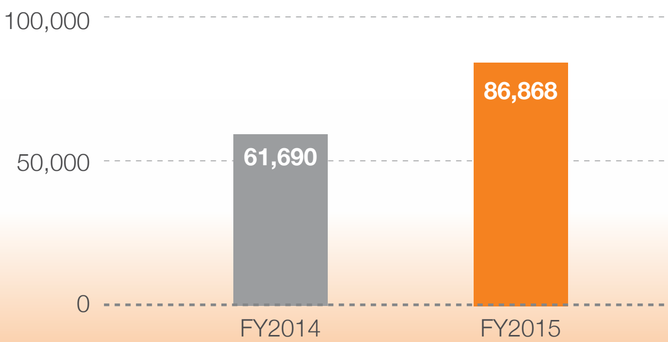
Production & Sales Volume (million tonnes)

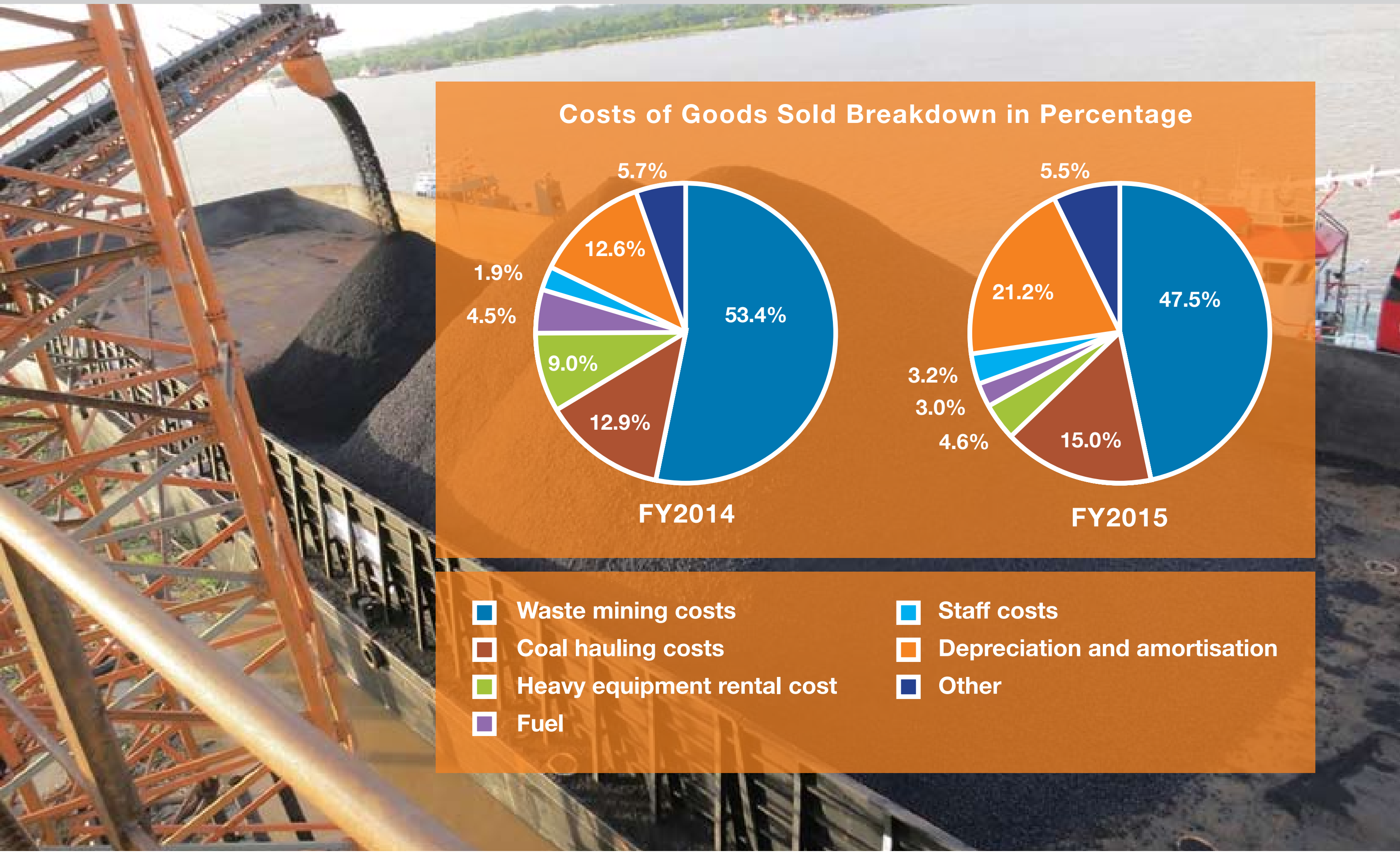


Coal Sales and Facility Usage Revenue (USD'000)



Total Revenue (USD'000)



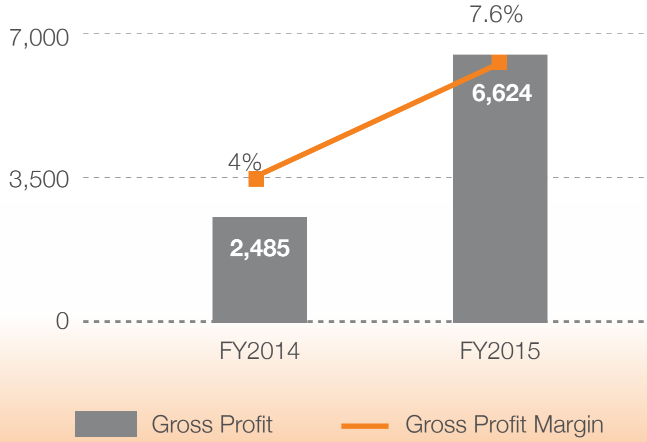


The single largest component of cost of goods sold for the Group was waste mining costs which increased by 20.6% to USD38.1 million for FY2015 from USD31.6 million for FY2014. Waste mining costs accounted for 47.5% of the cost of goods sold for FY2015 rose due to an increase in the quantity of overburden removed as the Group ramped up production to meet higher sales volume. The other main cost of goods sold components included coal hauling costs and depreciation and amortisation costs which together accounted for 36.2% of cost of goods sold. Waste mining and coal hauling activities were contracted through specific agreements.

Depreciation and amortisation charges increased by 128.1% to USD17.0 million for FY2015 from USD7.5 million for FY2014 largely due to higher amortisation of deferred stripping costs as the actual stripping ratio was lower than the average life of mine stripping ratio. Coal hauling costs rose 57.9% to USD12.0 million for FY2015 from USD7.6 million for FY2014 as a result of a higher volume of coal being transported from pit to port stockpile following completion of the all-weather road. Heavy equipment rental costs decreased by 30.9% to USD3.7 million for FY2015 from USD5.3 million for FY2014 due to the purchase in February 2015 of certain heavy equipment previously rented. This change formed part of the cost savings programme. In addition, there was a reduction in the number of heavy equipment required for road maintenance following the upgrading and completion of the all weather road.

The Group's gross profit jumped 166.6% to USD6.6 million for FY2015 from USD2.5 million for FY2014. In 4Q2015, the Group's gross profit surged 490.7% to USD5.8 million from approximately USD1.0 million for 4Q2014. The increases in gross profit were due to higher revenue and better cost management leading to improvements in gross profit margins for the Group for FY2015 and 4Q2015.

Gross Profit & Gross Profit Margin (USD'000)



The Group's gross profit margin improved to 7.6% for FY2015 from 4.0% for FY2014 despite a decrease in average coal sales price to USD51.6/MT for FY2015 from USD53.5/MT for FY2014. The gross profit improvement was a result of higher sales quantities coupled with lower cost of goods sold per MT. In 4Q2015, the Group's gross profit margin surged to 31.6% from 6.0% in 4Q2014. The significant improvement in gross profit margin for 4Q2015 was primarily due to lower cost of goods sold per MT. The improvement arose from a decrease in waste mining costs due to a lower stripping ratio, a reduction in heavy equipment rental costs as part of cost reduction programme and lower depreciation and amortisation as a result of the full amortisation of deferred stripping cost in the previous quarter.

Other income for the Group increased by 465.0% to US$7.9 million for FY2015 from US$1.4 million for FY2014 as a result of the write back of a standby claim from the waste mining contractor, gain on foreign exchange, waiver of interest payable on convertible bonds and gain on waiver of amount due to a former subsidiary.

Selling and distribution expenses for the Group comprise mainly royalties calculated at 5% to 7% of sales revenue. Such royalties are payable to the Indonesian government. Other selling and distribution expenses include freight charges, coal analysis fees as well as port and clearance charges. In line with the increase in sales revenues, selling and distribution expenses increased by 46.3% to USD5.6 million for FY2015 from USD3.8 million for FY2014.

The Group's administrative expenses comprise mainly staff costs, professional fees, travelling and transportation, office rental, listing fees, sponsorship fees and investor relations costs. Administrative expenses rose by 79.2% to USD4.8 million for FY2015 from USD2.7 million for FY2014 partly due to professional fees incurred for the Acquisition and fees in relation to maintaining the listing status of the Company.

Finance costs comprise interest expenses incurred mainly in relation to the convertible bonds, the debt due to PT Rinjani's waste mining contractor, the debt due to a bondholder and interest expense on the loan from a related party. As a result of the full conversion of the convertible bonds, full repayment of debt due to a bondholder and partial settlement of the amount due to PT Rinjani's waste mining contractor, finance costs decreased by 21.7% to USD3.5 million for FY2015 from USD4.5 Million for FY2014.

Other expenses for the Group surged to USD64.4 million for FY2015 from USD5.4 million for FY2014 mainly due to non-cash and non-recurring expenses such as goodwill written off and a professional fee paid in shares related to the RTO exercise completed in November 2014.

As a result of the significant increase in the Acquisition related expenses, net loss for the Group rose to USD64.3 million for FY2015 from USD11.9 million for FY2014. Excluding the non-cash and non-recurring charges related to the Acquisition, adjusted net loss would have decreased significantly by 76.8% to USD2.8 million for FY2015 from USD11.9 million for FY2014.

The Group is pleased to exit FY2015 on a positive note with a strong performance in the 4Q2015.

Financial Position Review

Current assets of the Group increased by USD18.4 million to USD30.0 million as at 31 March 2015 from USD11.5 million as at 31 March 2014 due to higher cash and bank balances higher trade and other receivables, and inclusion of available-for-sale-investment. The Group's trade and other receivables increased by USD11.8 million to USD20.6 million as at 31 March 2015 from USD8.8 million as at 31 March 2014, mainly due to an increase in trade receivables of USD10.2 million and advances to third parties amounting USD2.2 million. The higher trade receivables balance was due to an increase in revenue and trade receivables turnover days. The increase in trade receivables turnover days resulted from a tighter coal market and the introduction of a new regulation by the Government of Indonesia requiring a letter of credit facility as a form of payment for export sales which became effective on 1 April 2015. As a result of the implementation of this new regulation, collections due to be received near the financial year-end on 31 March 2015 were delayed.

Inventories of the Group include coal on hand, fuel and spare parts and are stated at the lower of cost and net realisable value. Inventories decreased by USD1.6 million to USD1.0 million as at 31 March 2015 from USD2.6 million as at 31 March 2014, due to lower coal production costs. Coal production costs decreased due to the full amortisation of stripping costs in November 2014 and the cost reduction programmes being implemented in FY2015.

The Group's non-current assets decreased by USD11.3 million to USD21.5 million as at 31 March 2015 from USD32.8 million as at 31 March 2014 mainly due to full amortisation of deferred stripping costs amounting to USD12.5 million.

As at 31 March 2015, the balance of mining properties decreased by USD2.4 million to USD7.1 million from USD9.5 million as at 31 March 2014 due to the normal amortisation of such costs.

During FY2015, property, plant and equipment ("PP&E") increased by USD4.0 million for the completion of the all-weather road, the acquisition of vehicles and heavy equipment, additional PP&E acquired as part of the Acquisition as well as upgrading of existing mine facilities which included the conveyor, jetty and other infrastructure. Most of these investments were made to support our cost improvement programs and also to improve our competitive advantage and production efficiencies.

Cash Flow Review

The Group generated cash from operating activities before working capital of USD18.1 million for FY2015. The cash generated was used for working capital purposes, primarily for payment to PT Rinjani's waste mining contractor and for operational expenditures.

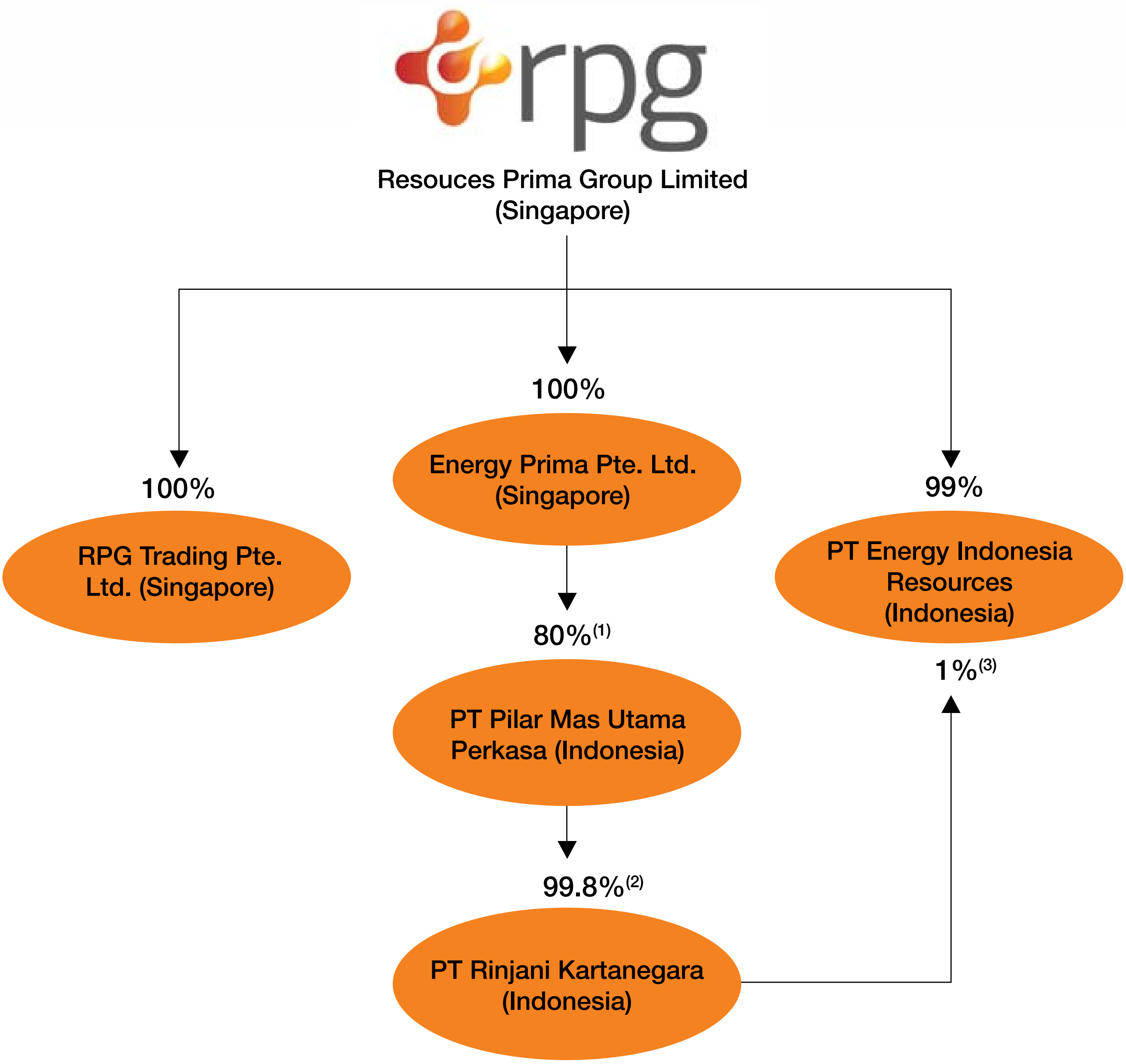
Net cash used in investing activities of USD1.2 million in FY2015 was primarily for the construction of the all-weather road, upgrading of the mine facilities and acquisition of heavy equipment, partially off-set by proceeds from disposal of available-for-sale-investment.

Net cash generated from financing activities of USD11.3 million for FY2015 mostly resulted from the issuance of 83 million new shares of the Company at S$0.20 upon acquisition completion and proceeds from a related party loan of USD1.4 million, partially offset by repayments of loan to a bondholder of USD1.4 million and finance leases of USD0.6 million.

Stronger balance sheet

The Group exited the year with a stronger balance sheet with cash and bank balances rising to USD5.5 million as at 31 March 2015 from USD0.2 million as at 31 March 2014. Net assets also improved significantly to USD13.1 million as at 31 March 2015 compared with net liabilities of USD20.7 million as at 31 March 2014. The improvement was largely attributed to positive cash flow from operating profit before working capital changes of USD18.1 million as well as issuance of 83 million new shares at S$0.20 raising proceeds of S$16.6 million.

CORPORATE STRUCTURE



(1) The remaining 20% of the issued and paid-up share capital of PT Pilar Mas Utama Perkasa is currently owned by Mr Nordiansyah Nasrie, who is the Chief Operating Officer of the Group.

(2) The remaining 0.2% of the issued and paid-up share capital of PT Rinjani Kartanegara is currently owned by Mr Agus Sugiono, who is the Executive Chairman and Chief Executive Officer of the Group.

(3) The 1% shareholding previously held by Sky One Network (Holding) Ltd was transferred to PT Rinjani Kartanegara subsequent to 31 March 2015. Completion of such transfer is pending approval from the relevant authorities in Indonesia.

MILESTONES

Journey to First Production and Sales

Demonstrated execution capabilities by ramping up from greenfield to production in 6 months

2011

Greenfield-Dec'11

2012

Hauling road-Feb'12

Jetty-Feb'12

Conveyor-May'12

1st production-Jun'12

1st sales-Nov'12

Business and Corporate

Business and Corporate Development exceeds expectation

2009-2011

- Nov' 09 Granted Production Operation IUP for 1,933 ha
- Dec' 11 Granted IPPKH or "borrow use" permit for 308.54 ha of the Rinjani Mine

2012-2013

- Jun' 12 Commenced mining operations at the Rinjani Mine
- Jul' 12 Obtained approval to operate jetty facilities
- Oct' 12 Coal hauling road ready for transporting coal from pit to port (stockpile)
- Nov' 12 First coal shipment of approximately 8,000 MT from the Rinjani Mine
- Mar' 13 Completed construction of coal mining facilities

2014-2015

- Nov' 14 Listed on SGX-ST Catalist Board
- Nov' 14 As part of the Acquisition, acquired PT Energy Indonesia Resources and its coal hauling truck fleet to further integrate operations
- Mar' 15 Acquisition of RPG Trading Pte Ltd for coal trading and marketing
- Mar' 15 Achieved shipment of approximately 2.8 MT of coal from the Rinjani Mine
- Apr' 15 Revised waste mining rate was agreed which will result in future cost reduction of US$0.31 per bank cubic metre

CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility

As a publicly listed company, our management team firmly believes that good corporate governance goes hand in hand with corporate social responsibility ("CSR"). Our employees are driven by our principles and are rewarded for delivering value-based results. Overseeing this effort is our Board, which includes 7 Directors who possess extensive leadership experience in the energy industry. We recognize the importance of incorporating economic, environmental and social considerations in our overall strategies and daily operations and we are committed to operate ethically and contribute to the economic development of the workforce, their families, the local community and society at large while also preserving the environment for future generations. We believe that our business must be both profitable and responsible and therefore non-financial measurements form an important part in measuring the success of our Group. Social and environmental considerations are always an integrated part of our process in reviewing and assessing our business risks and opportunities.

Valuing people is embedded in our Group's culture, from our safety initiatives to the upgrading of our staff capabillty. Whether it's our safety record or our tradition of community support, we strive to protect and enhance one of our greatest assets, our people. We are firm believers in the concept that good corporate citizenship is a central tenet of long-term success. The Company's foundation is built on three key pillars: safety, environmental stewardship and shareholder value.

Our Vice President of Operations works closely with our project managers, supervisors and foremen at the Rinjani Mine to plan, monitor, manage and execute our CSR activities. We are fully committed to achieving and maintaining high safety standards for our workforce. We constantly strive for a safe workplace as our management team believes that work-related accidents and injuries are preventable. Our goal is to operate the region's safest coal mine. We're proud to say that our safety and environmental performance has been one of the best among coal industry peers in the region. We also recognise there is more work to do to reach our safety goal of achieving zero injuries and zero environmental violations. Through constant upgrading of skill-sets, training courses and emergency drills, we intend to build upon our safety standards to protect our employees and their immediate families.

At the same time, we are keen to work with local communities and governments to achieve and maintain a sustainable environment, which means minimising our impact on the land and rehabilitating it comprehensively where possible.

Environment

Resources Prima's management believes that environmental management is one of the critical aspects of a good corporate governance which indeed has to be diligently and properly managed to enhance the overall success and performance of the Company and to ensure long term sustainability and a competitive edge.

The Group has established procedures and plans related to the post-mining reclamation and rehabilitation of the land in the mining areas where the Company has operated taking into consideration all aspects of the geological characteristics so as to optimise land rehabilitation and future use.

As part of the Company's commitment and contribution to create a better environment, the Company's policy is to reclaim and rehabilitate land after completion of mining activities. The reclamation of land in the areas affected by our mining operation is carried out in a number of phases, i.e. before, during and after mining operations cease. We attempt to keep disturbed areas to a minimum. Land affected by operations is reclaimed progressively with reshaping and replanting undertaken soon after the disturbed land is ready.

In FY2015, we rehabilitated 10.58 hectares of reclaimed land, bringing the total rehabilitation to 28.64 hectares to date or approximately 21% of disturbed land. Our rehabilitation programme includes our own nursery area where seedlings are grown for future planting. During the year, we cultivated and planted approximately 11 thousand seedlings in the reclamation areas.

We ensure that proper controls and environmental management systems are in place to monitor or restrict contaminants from polluting the air, ground and/or water. Our key objective is to control pollution of all forms at all levels in all our operating sites and make it our priority to abide by all local and international laws and guidelines relating to the handling and disposal of hazardous substances and waste. We have put in place a series of systems, processes and metrics that create awareness and drive change across our workforce with the objective of successfully building competencies and integrating effective systems and processes that will complement the company's goals.

In 2015, PT Rinjani received a "Blue" grading as issued by the Environment and Forestry Ministry. A "Blue" grading is issued based on the implementation of activities and programmes

addressing environmental management in accordance with the prevailing rules and regulations. The grading programme aims to encourage companies to adhere to environmental regulations and achieve environmental excellence through, among others, energy efficiency, safety and conservation of resources.

In FY2015, the Company did not encounter any major issues in relation to the environment.

Safety and Health

Resources Prima is committed to ensure appropriate measures are in place to provide a healthy and safe workplace and in preventing work related accidents, injuries and illnesses or labor risks including instilling a strong safety culture at every level of the organisation. Through the implementation of Environmental, Health and Safety ("EHS") measures and policies, our goal is to preserve our employees' physical integrity, which includes educating employees on health and safety issues, reaction to emergencies situations, how to deal with hazardous materials as well as personal health care and hygiene. In addition to the provision of safety and protective uniforms, our operations site is also well equipped with fire suppression apparatus and first aid equipment.

Our Health and Safety policies are directed to ensure the Company has a well developed and robust process to identify and prevent health and safety risks to compliment the Company's safety management rules, regulations, codes of conducts and practices that have to be adhered to by all employees and business associates. In FY2015, the Group had one onsite fatality, which was that of a third party vendor. No other major safety and health issues or incidents were recorded. In the coming financial year, FY2016, the company has set a goal of zero fatality rates and has developed initiatives and plans to achieve the goal and these include ongoing emphasis on safety awareness from all the employees, education, training plus continuous monitoring. The Company and its management team commit to the maintenance of a safe working environment for the betterment of all employees.

Community

As part of our commitment to good corporate governance and in fulfilling our corporate social responsibility, Resources Prima is committed to building positive and long term relationships within the local community where we operate through establishing mutual respect, trust, understanding and effective communications. We will continue to collaborate with various organizations to effect change for the greater good of the local communities. The emphasis will be on programme that serve the needs of the communities of our employees and business associates.

Resources Prima's community involvement at our mining site is evidenced by the fact that in FY2015, 78% of our workforce is sourced from the site's local area and region, thus making a direct and tangible economic contribution to the local communities. Furthermore, we also invest in our employees' potential and believe empowering employees is brought about through skill development and training. Our continuous training and development programmes are designed to enhance and broaden employees' key skills and knowledge. We offer a diverse range of on-going training which includes basic training, skill development and upgrading, tactical education, computer skills and technical workshops. Employee development is a key responsibility of the Group, as such development will provide career advancement opportunities thus yielding higher income, and a better quality of life.

Other tangible contributions to the local community include the prioritisation of local suppliers for goods and services wherever possible. In FY2015 more than half of our goods and services are sourced from local suppliers in East Kalimantan.

RESERVES AND RESOURCES STATEMENT

Independent Qualified Person's Report

An Independent Qualified Person's Report (the "IQPR2015") has been prepared by an independent consultant, PT SMG Consultants, pursuant to Rule 1204(23) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual, Section B: Rules of Catalist ("Catalist Rules"), and is dated 30 June 2015. An Update of the Independent Qualified Persons Report, Coal Reserves and Coal Resources Estimates as at 31 March 2015 was announced by the Company via SGXNet on 30 June 2015, and a full copy of the IQPR2015 is attached to the annual report 2015.

A summary of the Coal Reserves and Coal Resources as at 31 March 2015, as reported in the IQPR2015, is shown below.

Summary of Coal Reserves and Coal Resources as at 31 March 2015

The following information is provided for each asset of the Group and should be read in conjunction with the IQPR2015.

Name of Asset/Country: PT Rinjani/Indonesia

		Gross Attributable to Licence[1]		Net Attributable to the Company		
Category	Mineral Type	Tonnes (millions)	Grade	Tonnes (millions)	Grade	Change from previous update[2] (%)
RESERVES						
Proved	Coal	3.3	Sub-bituminous B	2.6	Sub-bituminous B	-44%
Probable	Coal	1.1	Sub-bituminous B	0.9	Sub-bituminous B	12%
Total	**Coal**	**4.4**	**Sub-bituminous B**	**3.5**	**Sub-bituminous B**	**-36%**
RESOURCES[3]						
Measured	Coal	14.0	Sub-bituminous B	11.2	Sub-bituminous B	-8%
Indicated	Coal	4.0	Sub-bituminous B	3.2	Sub-bituminous B	–
Inferred	Coal	4.7	Sub-bituminous B	3.8	Sub-bituminous B	-2%
Total	**Coal**	**22.7**	**Sub-bituminous B**	**18.2**	**Sub-bituminous B**	**-5%**

Notes:

(1) Licence refers to PT Rinjani's Production Operation IUP.

(2) Previous coal reserves and coal resources estimates were reported as at 31 March 2014.

(3) Resources are inclusive of Reserves.

Details of Exploration (including geophysical surveys), Development and/or Production Activities

Although PT Rinjani has been granted a Production Operation IUP (a production operations mining business licence) to carry out coal mining operations in the mining concession area covering 1,933 ha, currently only an area covering 308.54 ha of the total mining concession area has secured a "borrow-use" permit ("IPPKH1") from the Indonesian Minister of Forestry. The "borrow-use" permit is required in order for the Group to clear forested land to commence mining operations at the mine site in East Kalimantan, Indonesia. Currently, the Group is at the final stage of the application process to secure a "borrow-use" permit for the remaining 1,624.46 ha of the total mining concession area ("IPPKH2").

However, due to a delay in the approval process, it has been necessary for PT Rinjani to dump overburden outside the area designated in the life of mine plan. This dumping has resulted in the sterilisation of coal amounting to approximately 1.0 million MT and, together with depletion as a result of production, explains the lower Reserves reported as at 31 March 2015. The dumping locations for this overburden were carefully selected so that the coal sterilised was the lowest value coal in the deposit, which would otherwise have been mined at the end of the mine's life.

Exploration within the PT Rinjani mining concession area is limited by the IPPKH1, and no additional exploration, save for the coal production from the mining concession area that has secured a "borrow-use" permit, has been undertaken since the Resources and Reserve estimates were last reported. Once IPPKH2 is approved, the Group shall commence further exploration, which could lead to an increase in coal reserves and coal resources from the remaining 1,624.46 ha.

Name of Qualified Person: Keith Whitchurch
Date: 30 June 2015
Professional Society Affiliation/Membership: BE(Hons) MengSci MAusIMM CP(min) RPEQ. PERHAPI

RPG INVESTOR RELATIONS

Resources Prima, has established an investor relations ("IR") program with the principal goal of building trust and understanding with the investment community and shareholders through the dissemination of timely and balanced information. Our goal is to maintain active interaction and regular engagement with all capital market participants, including analysts, institutional investors, potential investors, bankers, existing shareholders and the media. We place a great deal of emphasis on engaging in direct dialogue with capital market participants so that they are well-informed about the Company's existing operations, latest developments and strategic vision.

To ensure that corporate information is being conveyed accurately and in a timely and consistent manner, IR maintains a close working relationship with and enjoys active support from the different information sources and departments within the Group, including Finance, Legal, Marketing, Operations, Procurement and Business Development. As the main liaison between the Company and the capital market, IR also communicates with all members of the Board of Directors. We believe the development of a strong culture of internal communication is essential for good external disclosure.

Corporate Website & Newsletter

In addition to our direct interaction, IR also communicates through electronic mail, phone and video conferencing with the investment community. Resources Prima also has its own corporate website (www.resourcesprima.com.sg) which contains comprehensive information about our company, including a corporate video, factsheet, corporate presentation, circular to shareholders, key policies, announcements and press releases. Our website offers an additional channel for the investment community to source information about our Company in addition to that published on the website of the SGX-ST. Investors and visitors to the website can also sign up for news updates to be automatically sent to their email addresses.

IR Activities

When Resources Prima attends an investor meeting or roadshow, or hosts site visits by investors, key management are present to provide investors or shareholders with an in-depth analysis of our operations, past performance, business model and the growth prospects of our Company.

Support for IR initiatives from the Board of Directors and the rest of the Company was evident in their participation in several meetings and presentations held in our Jakarta Head Office, mine site, stock brokers' offices and fund managers' offices in 2015. Our Executive Chairman and CEO Mr Agus Sugiono and Executive Director Mr Giovani Sugiono were present in Singapore to attend a lunch presentation and to present to dealer's representatives at the office of CIMB Securities Singapore in March 2015. They also took part in roadshows to meet with fund managers in Singapore in April 2015 and subsequently in Kuala Lumpur, Malaysia in May 2015.

In addition to attending investor meetings and roadshows, key management also travel to Singapore regularly to attend results briefings in order to present financial highlights and discuss the outlook of the Company with analysts and investors. We believe maintaining regular contact with the investment community serves to enhance their knowledge and therefore confidence in the mining industry and our business model.

We are committed to maintaining transparency and good corporate governance by adopting an open door policy and regularly invite business associates, analysts, fund managers, stock brokers and bankers to visit our Head Office in Jakarta as well as our mine site in East Kalimantan, Indonesia.

IR's objective through its communications and interaction with the investment community is to seek knowledgeable and committed partners who will join us in our long-term goal of value creation for all stakeholders. This objective will be achieved by being proactive and maintaining close and trusted relationships with potential investors and fund managers such that when expansion or M&A opportunities present, the best suited investors can quickly deliver optimal funding based on the needs of the Company.

During FY2015, Resources Prima share price moved within the price range of S$0.079 and S$0.265. The closing price on 31 March 2015, being the last day of FY2015 was S$0.112, down 13.8% compared with S$0.13 on 31 March 2014, giving us a market capitalization of approximately S$205.3 million based on 1,832,999,998 shares on issue.

CORPORATE INFORMATION

Company Name
Resources Prima Group Limited

Incorporated in
SINGAPORE

Stock Code
5MM

ISIN Code
SG1W50939246

Registered Office
333 North Bridge Road
#08-00 KH KEA Building
Singapore 188721

Telephone
+65 6837 2133

Fax
+65 6339 0218

Board of Directors
Agus Sugiono
(Executive Chairman and Chief Executive Officer)

Gabriel Giovani Sugiono
(Executive Director)

Low Yew Shen
(Non-Executive Director)

Giang Sovann
(Lead Independent Director)

Russell Joseph Kelly
(Independent Director)

Mihir Taparia
(Independent Director)

Rozano Satar
(Independent Director)

Audit and Risk Management Committee
Giang Sovann (Chairman)
Russell Joseph Kelly
Mihir Taparia
Rozano Satar

Nominating Committee
Russell Joseph Kelly (Chairman)
Giang Sovann
Mihir Taparia
Rozano Satar

Remuneration Committee
Mihir Taparia (Chairman)
Giang Sovann
Russell Joseph Kelly
Rozano Satar

Company Secretary
Foo Soon Soo

Share Registrar
Boardroom Corporate & Advisory Services Pte Ltd
50 Raffles Place
Singapore Land Tower #32-01
Singapore 048623

Auditors
Baker Tilly TFW LLP
600 North Bridge Road
#05-01 Parkview Square
Singapore 188778

Audit Partner-in-Charge
Khor Boon Hong
(appointed since the financial year ended 31 March 2015)

Sponsor
Canaccord Genuity Singapore Pte. Ltd.
77 Robinson Road
#21-02
Singapore 068896

FINANCIAL CONTENTS

The Board of Directors (the "Board" or "Directors") of Resources Prima Group Limited (the "Company", and together with its subsidiaries, the "Group") recognizes the importance of and is committed to maintaining a high standard of corporate governance to safeguard the interests of the Company's shareholders and to enhance corporate value and accountability by complying with the principles and guidelines contained in the Code of Corporate Governance 2012 (the "Code").

This report sets out the corporate governance practices that have been adopted by the Group during the financial year ended 31 March 2015 ("FY2015") with specific reference to each of the principles of the Code. The Board confirms that, for FY2015, the corporate governance practices adopted by the Group are in line with the recommendations of the Code. Where there are deviations from the Code, appropriate explanations are provided.

BOARD MATTERS

The Board's Conduct of Affairs

Principle 1: Every company should be headed by an effective Board to lead and control the company. The Board is collectively responsible for the long-term success of the company. The Board works with the Management to achieve this objective and the Management remains accountable to the Board.

The Board has overall responsibility for the corporate governance of the Company including promoting long-term shareholder value and taking decisions in the interests of the Company objectively. Apart from its statutory responsibilities, the Board is responsible for:

(1) reviewing the financial performance and condition of the Group;

(2) approving the Group's strategic plans, key operational initiatives, major investments and funding decisions;

(3) identifying principal risks of the Group's business and implementing systems to manage the risks; and

(4) setting the tone of management via example and leadership, thereby communicating standards of corporate responsibility and objective decision-making.

Regular meetings are held to deliberate corporate and strategic policies of the Company including significant acquisitions and disposals, review performance of the business and approve the release of periodic financial results.

In addition, to schduled Bond meetings, the Chairman and Chief Executive Officer also held informal meetings with non-executive directors to brief the non-executive directors on corporate and strategic developments.

Delegation of Authority by the Board

The Board is assisted by the Audit & Risk Management Committee ("ARMC"), the Nominating Committee ("NC") and the Remuneration Committee ("RC") (collectively, the "Board Committees") in discharging specific responsibilities. These Board Committees function within clearly defined terms of reference and operating procedures, which are reviewed on a regular basis to ensure their continued relevance. The effectiveness of each Board Committee is also constantly monitored. Further information on these Board Committees is set out in this report.

Matters specifically referred to the Board for its approval include, but not limited to, the following:-

- approval authority matrix, standard operating procedures, policies and procedures;
- strategic policies of the Group;
- annual budgets and major revisions;
- employee grading structure, salary bands and annual increments;
- appointment or resignation of Directors, appointment, re-appointment or resignation of members of the Board Committees as well as payment of Directors' fees;
- appointment of a person who is a relative of a director or chief executive officer or substantial shareholder of the Company to a managerial position in the Company or any of its principal subsidiaries;
- appointment of external auditor and Company representative;
- bank accounts: opening, closing and changes to cheque signatories;
- changes in the capital of the Company;
- material acquisitions and disposal of assets;
- capitalisation of loans due from subsidiaries exceeding 10% of Group net assets;
- advances/loans between group of associate companies;
- announcements: for public release, interim and full year results including material adjustments to previously announced results;
- general meetings: notices, call for meetings, circular to shareholders, corporate governance statement and chairman's statement for annual report;
- financial statements and secretarial: directors report and statement, audited financial statements, dividend recommendation and payment, affixing common seal, change of registered office, register of members, share register and alteration to memorandum and articles of association; and
- establishment of board committees.

Directors' Attendance at Board and Board Committees Meetings

The Board conducts regular scheduled meetings at least four times a year to review the strategic policies of the Group, significant business transactions, performance of the business and approve the release of the quarterly and full year results. As and when required, ad-hoc Board meetings are also held to address significant transactions or specific issues that may arise. Important matters concerning the Group are also put to the Board for its decision by way of written resolutions. The Company's Articles of Association has provision for Board meetings to be held via telephone or video conference.

The Board was re-constituted following the completion of the acquisition of the entire issued and paid-up share capital of Energy Prima Pte. Ltd. by the Company (formerly known as Sky One Holdings Limited) (the "Acquisition") on 12 November 2014.

The attendance of each Director at the Board and the Board Committees meetings, as well as the frequency of such meetings held during FY2015 are disclosed as follows:

Meetings	**Board**	**Board Committees**		
		Audit & Risk Management	**Nominating**	**Remuneration**
Total number of meetings held in FY2015	**4#**	**4#**	**1#**	**1#**
	Number of meetings attended			
Board and Board Committee meetings held from 1 April 2014 to 12 November 2014				
Dicky Suen Yiu Chung(1)	3	3*	1	–
Lau Hon Kit(1)	3	3*	1*	–
Wong Shun Cheong(1)	3	3	1	1
Kung Seah Lim(1)	3	3	1	1
Lim Chee San(1)	3	3	1*	1
Board and Board Committee meetings held after 12 November 2014				
Agus Sugiono(2)	1	1*	–	–
Gabriel Giovani Sugiono(2)	1	1*	–	–
Giang Sovann(2)	1	1	–	–
Low Yew Shen(2)	1	1*	–	–
Mihir Taparia(2)	1	1	–	–
Rozano Satar(2)	1	1	–	–
Russell Joseph Kelly(2)	1	1	–	–

Notes:-

(1) Resigned as Director of the Company with effect from 12 November 2014, following the completion of the Acquisition on 12 November 2014.

(2) Appointed as Director of the Company on 12 November 2014, following the completion of the Acquisition on 12 November 2014.

One Board meeting and one ARMC meeting were held by the re-constituted Board subsequent to the completion of the Acquisition on 12 November 2014.

* *By invitation.*

Orientation, Briefings, Updates and Training for Directors

Save for Mr Giang Sovann, all new Directors appointed on 12 November 2014, who do not have prior experience as directors of any public listed company, have attended the course for "Listed Companies Director Programme" conducted by the Singapore Institute of Directors. All Directors are encouraged to attend conferences and seminars as well as other training courses relevant to their roles as Directors of the Company. Such conferences and seminars as well as other training courses will be arranged and funded by the Company for all Directors.

During the financial year under review, the Directors had received updates on changes to relevant laws and regulations. In addition, the external auditors have provided updates to the Directors on the new and revised financial reporting standards which are relevant to the Group. The Directors were also provided with certain industry publications to keep abreast of current industry developments.

For all newly appointed Directors in FY2015, a formal letter of appointment has been furnished to each Director upon their appointment explaining, among other matters, their roles, obligations, duties and responsibilities as members of the Board.

Board Composition and Guidance

Principle 2: There should be a strong and independent element on the Board, which is able to exercise objective judgement on corporate affairs independently, in particular, from Management and 10% shareholders. No individual or small group of individuals should be allowed to dominate the Board's decision-making.

As at the date of this report, the Board has seven members comprising two Executive Directors, one Non-Executive and Non-Independent Director as well as four Independent Directors, details as follows:

Name of Director	Board Membership	Audit & Risk Management Committee	Nominating Committee	Remuneration Committee
Agus Sugiono	Executive Chairman & Chief Executive Officer	–	–	–
Gabriel Giovani Sugiono	Executive Director	–	–	–
Giang Sovann	Lead Independent Director	Chairman	Member	Member
Low Yew Shen	Non-Executive, Non-Independent Director	–	–	–
Mihir Taparia	Independent Director	Member	Member	Chairman
Rozano Satar	Independent Director	Member	Member	Member
Russell Joseph Kelly	Independent Director	Member	Chairman	Member

The Board is made up of Directors with a wide range of skills and experience in the fields of legal and corporate affairs, operations management, finance and accounting, as well as relevant industry experience. Each member of the Board (except for Mr Agus Sugiono, the Executive Chairman and Chief Executive Officer ("CEO") of the Company, an equivalent appointment to a Managing Director) holds office pursuant to the provisions of the Company's Articles of Association and thereafter, shall be eligible for re-election unless disqualified from holding office.

Annual Review of Directors' Independence

The Board is satisfied that there is a strong and independent element on the Board, with the Independent Directors constituting more than half of the Board. The independence of each Director is reviewed annually by the NC and NC adopts the criteria of independence based on the definition provided by the Code, that is, an Independent Director is one who has no relationship with the Company and its related corporations, its 10% shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement with a view to the best interests of the Company. Each Director is also required to declare his independence by duly completing and submitting a declaration form. The Independent Directors have confirmed their independence in accordance with the Code's definition of independence. The Board, after taking into consideration the recommendation of the NC, is of the view that all the Independent Directors are independent. None of the Independent Directors has served on the Board beyond nine years from the date of his first appointment.

On an annual basis, the NC will review the size and composition of the Board to ensure that the Board has the appropriate mix of expertise and experience, and collectively possesses the necessary core competencies for effective functioning and informed decision-making. The Board and the NC have considered and are satisfied that the current size and composition of the Board is appropriate for the nature and scope of the Group's operations. The Board has the appropriate requisite mix of expertise and experience, and collectively possesses the necessary core competencies for effective functioning and informed decision-making.

The Independent Directors provide, amongst other things, strategic guidance to the Company based on their professional knowledge, in particular, assisting to constructively challenge and develop proposals on strategy.

The Independent Directors also help review the performance of the management of the Company ("Management") in meeting agreed goals and objectives and monitor the reporting of performance. Non-Executive Directors are encouraged to meet regularly without the presence of the Management.

The profiles and key information on the individual Directors and their shareholdings in the Company are set out in the "Board of Directors" section and the "Directors' Report" section of this Annual Report.

Chairman and Chief Executive Officer

Principle 3: There should be a clear division of responsibilities between the leadership of the Board and the executives responsible for managing the company's business. No one individual should represent a considerable concentration of power.

Mr Agus Sugiono is the Executive Chairman and CEO of the Company.

As the Executive Chairman, Mr Agus Sugiono leads the Board and will bear responsibility for the working of the Board and reviewing the effectiveness of the corporate governance process of the Board. He ensures that the responsibilities as set out in the Code are properly discharged and is responsible for representing the Board to shareholders.

As the CEO, Mr Agus Sugiono is responsible for the executive responsibilities for the Group's performance. His responsibilities include charting and reviewing of corporate directions and strategies, which cover areas of marketing and strategic alliances. He is responsible for providing the Company with strong leadership and vision. In assuming his roles and responsibilities, Mr Agus Sugiono consults with the Board and Board Committees on major issues.

To ensure that shareholders' interests are protected, the Company has appointed Mr Giang Sovann as the Lead Independent Director of the Company. As Lead Independent Director, Mr Giang Sovann will be the contact person available to shareholders where they have concerns and for which contact through the normal channels with the Chairman, CEO or the Chief Financial Officer has failed to resolve or where such communication is inappropriate.

The Board believes that there are adequate safeguards in place against having a concentration of power and authority in a single individual. During the financial year under review, the Independent Directors, led by the Lead Independent Director, held various informal meetings and discussions amongst themselves without the presence of the other Directors, and had provided feedback to the Chairman.

Board Membership

Principle 4: There should be a formal and transparent process for the appointment and re-appointment of directors to the Board.

The NC comprises four Directors, all of whom, including the Chairman of the NC, are independent. The NC is chaired by Mr Russell Joseph Kelly, who is not a substantial shareholder of the Company or directly associated with any substantial shareholder of the Company. The other members of the NC are Mr Giang Sovann, Mr Mihir Taparia and Mr Rozano Satar. The NC will meet at least once a year or when necessary.

The NC is guided by its terms of reference. The NC's duties and functions include:

(i) reviewing and making recommendations to the Board on all board appointments and re-nominations having regard to the Director's contribution and performance;

(ii) ensuring that all members of the Board submit themselves for re-nomination and re-election at regular intervals;

(iii) determining annually whether a Director is independent, guided by guidelines in the Code;

(iv) deciding if a Director is able and has adequately carried out his duties as a Director of the Company where he has multiple board representations;

(v) proposing a set of objective performance criteria to the Board for approval and implementation, to evaluate the effectiveness of the Board as a whole and the contribution of each Director to the effectiveness of the Board;

(vi) reviewing the training and professional development programs for the Board; and

(vii) reviewing and approving any new employment of related persons and the proposed terms of their employment.

Each member of the NC shall abstain from voting on any resolutions, making any recommendations and/or participating in any deliberations of the NC in respect of the assessment of his performance or independence or his re-nomination as a Director.

Process for Selection and Appointment of New Directors

The NC is responsible for identifying candidates and reviewing all nominations for the appointments of new Directors.

The NC will conduct an annual review of the composition of the Board in terms of the size and mix of skills and qualifications of the Board members. It may, if it deems appropriate, recommend the appointment of additional Directors to strengthen the composition of the Board. The NC may also recommend the appointment of a new Director to fill a casual vacancy in the Board. The NC will deliberate and propose the background, skills, qualification and experience of the candidate it deems appropriate. The factors taken into consideration by the NC could include among other things, the new Director to add to or complement the mix of skills and qualifications in the existing Board, relevance of his experience and contributions to the business of the Company and the depth and breadth he could bring to Board's discussion.

The NC will accept nominations and review the resumes of candidates for shortlisting. It will arrange to conduct, meet and talk to the shortlisted candidates to assess their suitability and fit to the Board as well as to assess their interest to take up directorships in the Company. It will narrow its search to two or three most suitable candidates and submit their names to the Board. The Board will review the credentials of the candidates submitted to them as well as the recommendations of the NC and make a final decision on an appointee.

Process for Re-appointment of Directors

The role of the NC also includes the responsibility of reviewing the re-appointment of Directors who retire by rotation.

Under the Articles of Association of the Company, one-third of the Directors shall retire from office by rotation at each annual general meeting of the Company ("AGM"). The Articles of Association of the Company also provides that all retiring Directors (except for Mr Agus Sugiono, the Executive Chairman and CEO, who is holding an equivalent appointment as a Managing Director) are eligible to offer themselves for re-election. Further, all the Directors are required to retire from office at least once every three years.

In addition, under the Articles of Association of the Company, a newly appointed Director must retire and submit himself for re-election at the AGM immediately following his appointment. Thereafter, he will be subject to the one-third rotation rule under the Articles of Association of the Company.

The NC has recommended to the Board that Mr Rozano Satar and Mr Russell Joseph Kelly be nominated for re-election at the forthcoming AGM. In making its recommendations, the NC has considered, amongst others, the Directors' integrity, independence mindedness, contribution and performance (such as attendance, participation, preparedness and candour). The Board has accepted the recommendations of the NC and the retiring Directors will be offering themselves for re-election at the forthcoming AGM.

Independence of the Directors

For the financial year under review, the NC is of the view that the Independent Directors are independent as defined in the Code and are able to exercise judgement on the corporate affairs of the Group independent of the Management.

Multiple Board Representations

The NC has considered and is of the view that it would not be appropriate to set a limit on the number of directorships that a Director may hold because Directors have different capabilities, and the nature of the organisations in which they hold appointments and the kind of committees which they serve in are of different complexities. Each Director shall determine the demands of his competing directorships and obligations and assess the number of directorships he could hold and serve effectively. The Board, with the assistance of the NC has, as part of its annual review, taken into account, among others, (i) the contributions by Directors to and during meetings of the Board and Board Committees; (ii) the results of the Board's evaluation of its performance; and (iii) the directorships and principal commitments of individual Directors, and has concluded that the Directors are able to and have devoted sufficient time and attention to the affairs of the Company and to discharge their responsibilities adequately as required under the Code.

There is no alternate Director being appointed to the Board for the financial year under review.

The key information on each Director is set out in the "Board of Directors" section of this Annual Report. The date of initial appointment and last re-election of each Director, together with his current and past directorships in other listed companies, are set out below:

Name	Date of initial appointment	Date of last re-election	Current directorships in other listed companies	Past directorships in listed companies (preceding three years)
Agus Sugiono	12 November 2014	Not applicable(1)	Nil	Nil
Gabriel Giovani Sugiono	12 November 2014	Not applicable(2)	Nil	Nil
Giang Sovann	12 November 2014	Not applicable(2)	Nil	SBI Offshore Limited
Low Yew Shen	12 November 2014	Not applicable(2)	Regal International Group Ltd	China Ouhua Winery Holdings Limited
Mihir Taparia	12 November 2014	Not applicable(2)	Nil	Nil
Rozano Satar	12 November 2014	Not applicable(2)	Nil	Nil
Russell Joseph Kelly	12 November 2014	Not applicable(2)	Nil	Nil

Notes:-

(1) Under the Articles of Association of the Company, the Managing Director of the Company (or any Director holding an equivalent appointment) is not subject to retirement.

(2) Appointed as Director of the Company on 12 November 2014, following the completion of the Acquisition on 12 November 2014.

Board Performance

Principle 5: There should be a formal annual assessment of the effectiveness of the Board as a whole and its board committees and the contribution by each director to the effectiveness of the Board.

On an annual and formal basis, the NC assesses the effectiveness of the Board as a whole and the contribution by each Director to the effectiveness of the Board and each of the Board Committees has assessed the effectiveness of the Board Committees. The Board has not engaged any external facilitator in conducting the assessment of the Board's performance and the performance of individual Directors. Where relevant, the NC will consider such engagement.

During the financial year under review, all Directors are requested to complete a Board Evaluation Form designed to seek their view on the various aspects of the Board performance so as to assess the overall effectiveness of the Board. The completed evaluation forms were submitted to the Company Secretary for collation and the consolidated responses were presented to the NC for review before submitting to the Board for discussion and determining areas for improvement and enhancement of the Board effectiveness. Following the review, the Board is of the view that the Board and its Board Committees operate effectively and each Director is contributing to the overall effectiveness of the Board.

For the performance criteria for the Board's evaluation, the NC considers a number of factors, including the discharge of the Board's functions, access to information, participation at Board meetings, communication and guidance given by the Board to the Management.

For the purpose of its evaluation of the Directors' performance, the NC focuses on whether the Directors, individually or collectively possesses the background, experience, competencies in the relevant skills critical to the Company's business as well as whether each Director, with his contributions, brings to the Board an independent and objective perspective to enable sound, balanced and well-considered decisions to be made.

Access to Information

Principle 6: In order to fulfill their responsibilities, directors should be provided with complete, adequate and timely information prior to board meetings and on an on-going basis so as to enable them to make informed decisions to discharge their duties and responsibilities.

The Company fully recognises that the continual flow of relevant and accurate information on timely basis is critical for the Board to be effective in discharging its duties. The Management provides the Board members with regular updates on the financial performance and financial position of the Company. Board papers are generally made available to Directors on a timely manner, before the meetings and would include financial management reports, reports on performance of the Group, papers pertaining to matters requiring the Board's decision, updates on key outstanding issues, strategic plans and developments in the Group. This is to enable the Directors to be properly briefed on matters to be considered at the Board and Board Committees meetings. Quarterly reviews of the Company's activities are also provided to the Board with other key information, such as business investment plans, corporate actions and other information being forwarded to the Directors on an ongoing basis. The Directors have separate and independent access to the Management and the Company Secretary.

Under the direction of the Chairman, the Company Secretary ensures good information flows within the Board and its Board Committees and between the Management and Non-Executive Directors. The Company Secretary assists the Chairman and the Chairman of each Board Committee in the development of the agendas for the various Board and Board Committee meetings. The Company Secretary administers and attends all Board and Board Committee meetings of the Company and prepares minutes of meetings. The Company Secretary is also responsible for, among other things, ensuring that Board procedures are observed and that the relevant rules and regulations, including requirements of the Companies Act (Chapter 50 of Singapore) and the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("Catalist Rules"), are complied with. The appointment and the removal of the Company Secretary is a matter for the Board as a whole.

The Directors, whether individually or as a group, will have access to independent professional advice where such services are required in furtherance of their duties. The cost of such independent professional advice will be borne by the Company.

REMUNERATION MATTERS

Procedures for Developing Remuneration Policies
Level and Mix of Remuneration
Disclosure on Remuneration

Principle 7: There should be a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual directors. No director should be involved in deciding his own remuneration.

Principle 8: The level and structure of remuneration should be aligned with the long-term interest and risk policies of the company, and should be appropriate to attract, retain and motivate (a) the directors to provide good stewardship of the company, and (b) key management personnel to successfully manage the company. However, companies should avoid paying more than is necessary for this purpose.

Principle 9: Every company should provide clear disclosure of its remuneration policies, level and mix of remuneration, and the procedure for setting remuneration, in the company's Annual Report. It should provide disclosure in relation to its remuneration policies to enable investors to understand the link between remuneration paid to directors and key management personnel, and performance.

The RC comprises four Directors, all of whom, including the Chairman of the RC, are independent. The RC is chaired by Mr Mihir Taparia, who is not a substantial shareholder of the Company or directly associated with any substantial shareholder of the Company. The other members of the RC are Mr Russell Joseph Kelly, Mr Giang Sovann and Mr Rozano Satar. The RC will meet at least once a year or when necessary.

The RC will review and approve recommendations on remuneration policies and packages that attract, retain and motivate Directors and key management personnel to exert their best efforts to work towards the growth of the Group, the protection and promotion of the interests of all shareholders and the interests of improved corporate performance. The review of remuneration packages takes into consideration the long-term interests of the Group such that the interests of the Directors and the key management personnel are aligned with that of the shareholders. The review covers all aspects of remuneration, including but not limited to, Directors' salaries, fees, allowances, bonuses, options and benefits-in-kind. The RC's recommendations will be submitted for endorsement by the entire Board.

In addition, the RC will perform an annual review of the remuneration of employees related to the Group's Directors and substantial shareholders to ensure that their remuneration packages are in line with staff remuneration guidelines and commensurate with their respective job scopes and level of responsibilities. The RC will also review and approve any bonuses, pay increments and/or promotions of these employees and will also review the Group's obligations arising in the event of termination of the Executive Directors' and key management personnel's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses.

The RC will be provided with access to expert professional advice on remuneration matters as and when necessary. The expenses of such services shall be borne by the Company.

Each member of the RC shall abstain from voting on any resolutions, making recommendations and/or participating in any deliberations of the RC in respect of his remuneration package or that of employees related to him (if any). The RC shall also be empowered to review human resource management policies of the Group.

In its review and approval of the recommendations on remuneration policies and packages for the Directors, the RC will consider, among others, the size and complexity of the Group, the time commitment, as well as survey reports published by reputable human resource consulting firms.

Remuneration of key management personnel will be reviewed by the Company's human resource department in consultation with the CEO and Management. The review will take into consideration the value-added and the extent of contribution of the key management personnel towards the financial health and business needs of the Group. The Company will offer competitive remuneration packages to recruit, motivate and retain valuable staff. The RC will also administer the employee share option scheme and performance share plan of the Company.

The Independent Directors and Non-Executive Director receive Directors' fees in accordance with a remuneration framework where each Director is paid a basic fee and an additional fee for appointments as chairman or a member of a board committee commensurate with additional responsibilities associated with such appointments. The Independent Directors shall not be over-compensated to the extent that their independence may be compromised. Payments of Directors' fees are subject to shareholders' approval at the AGM.

Executive Directors do not receive Directors' fees but are remunerated as members of the Management. The Company has entered into service agreements with Mr Agus Sugiono (Executive Chairman and CEO) and Mr Gabriel Giovani Sugiono (Executive Director) (together, the "Executives"), for an initial term of three years from 12 November 2014. Upon the expiry of the initial term, their employment may, at the option of the Company, be extended for such further period on terms and conditions to be agreed between the Company and the Executives. The salary, performance bonus and any other benefits-in-kind which the Executives are entitled to are subject to annual review and approval by the Board and/or the RC. The Executives and/or their associates will abstain from voting in respect of any resolution or decision to be made by the Board in relation to the terms and renewal of their respective service agreements. The Board has reviewed the terms of their service agreements and is of the opinion that the remuneration of one of the Executives is below market rate as his job scope and responsibility has expanded since his appointment to the Company. The RC, subject to receipt of advice from an appropriate human resource consulting firm, will consider a revision to be made to his service agreement in terms of remuneration.

The remuneration packages of the Executive Directors and Key Management are set by individual service agreements and comprise (i) a basic salary component; {ii) a religious festive bonus, based on the country of residence, in the amount equal to the basic monthiy salary of the executive; and (iii) a variable component, where applicable, which is the annual bonus, based on the performance of the Group as a whole and their individual performance.

The remuneration policy of the Group seeks, *inter alia*, to align the interests of employees within the Group, to reward and encourage performance based on its core values and to ensure that remuneration is commercially competitive to attract and retain talent. Remuneration packages are initially discussed with the prospective employee to obtain his/her requirements. Such requirements are then considered and adjusted in light of the current employee remuneration structure and levels, company resources as well as market data, where available. The typical remuneration package consists of a fixed monthly salary plus a religious festive bonus in the amount equal to the basic monthly salary of the employee.

There are no termination or retirement benefits granted to the Directors, CEO and key management personnel. The RC is of the view that it is currently not necessary to use contractual provisions to allow the Company to reclaim incentive components of remuneration from the Executive Directors and key management personnel in exceptional circumstances of misstatement of financial statements, or of misconduct resulting in financial loss to the Company and the Group.

The compensation paid or payable to the members of the Board (including Directors' fees) and key management personnel of the Group (who are not Directors and CEO) (including salary, bonus, provident fund contribution, benefits-in-kind and deferred compensation accrued in the financial year under review and payable at a later date) are as follows:

Name of Director	Base/ Fixed Salary (S$'000)	Bonus (S$'000)	Provident Fund Contribution (S$'000)	Directors' Fee (S$'000)	Allowances and Other Benefits (S$'000)	Total (S$'000)
Agus Sugiono	226	–	–	–	8	234
Gabriel Giovani Sugiono	23	–	–	–	–	23
Giang Sovann	–	–	–	15	–	15
Mihir Taparia	–	–	–	12	–	12
Russell Joseph Kelly	–	–	–	12	–	12
Rozano Satar	–	–	–	11	–	11
Low Yew Shen	–	–	–	9	–	9
Name of Top 5 Management Personnel (who are not Directors or CEO)	**Base/ Fixed Salary**	**Bonus**	**Provident Fund Contribution**	**Directors' Fee**	**Allowances and Other Benefits**	**Total**
Below S$250,000						
John Allan Watson	92%	–	–	–	8%	100%
Nordiansyah Nasrie	92%	–	–	–	8%	100%
Bhondan Suryo Bhroto	88%	–	–	–	12%	100%
Betsaida Tamba	96%	–	–	–	4%	100%
Marlina	90%	–	–	–	10%	100%

The remuneration of the Directors and the top five management personnel are reviewed at the discretion of the Board in consultation with the RC.

For FY2015, the aggregate total remuneration paid to the top five key management personnel (who are not Directors or CEO) is approximately S$645,175.

Remuneration of Immediate Family Members of Directors or Substantial Shareholders

Save for Mr Gabriel Giovani Sugiono who is the son of the Executive Chairman and CEO of the Company, there are no other employees who are immediate family members of a Director or the CEO and whose remuneration exceed S$50,000 during FY2015.

Details of Employee Share Scheme

A Sky One Holdings Limited Employee Share Option Scheme (the "Scheme") and a Sky One Holdings Limited Performance Share Plan (the "Plan") were approved by shareholders at an extraordinary general meeting of the Company held on 7 May 2010. Further details of the Scheme and the Plan are set out in the "Directors' Report" section of this Annual Report.

ACCOUNTABILITY AND AUDIT

Accountability

Principle 10: The Board should present a balanced and understandable assessment of the company's performance, position and prospects.

The Board provides shareholders with annual financial reports and announces promptly, quarterly and yearly financial results. It is the aim of the Board to include analyses in these reports of sufficient detail to provide a balanced and understandable assessment of the Group's financial performance, position and prospects.

The Board also takes adequate steps to ensure compliance with legislative and regulatory requirements and observes obligations of continuing disclosure under the Catalist Rules. For example, in line with the Catalist Rules, the Board provides a negative assurance confirmation to shareholders in respect of the interim unaudited financial statements. The Board also provides shareholders with periodic updates and reports through announcements where necessary with regard to the Group's business developments.

A consolidated analysis of the Group's financial statements is provided to the Board on a quarterly basis. However, detailed management accounts and analysis are made available to the Board on specific request.

Risk Management and Internal Controls

Principle 11: The Board is responsible for the governance of risk. The Board should ensure that Management maintains a sound system of risk management and internal controls to safeguard the shareholders' interests and the company's assets, and should determine the nature and extent of the significant risks, which the Board is willing to take in achieving its strategic objectives.

The ARMC conducts an annual review of the adequacy and effectiveness of the Company's material internal controls, including financial, operational, compliance and information technology controls, and risk management. In this respect, the ARMC will review the audit plans from the internal auditor, and the findings of the review conducted by the internal auditor as well as the findings of the review undertaken by the external auditor as part of their statutory audit and will ensure that the Company follows up on the internal auditor's and external auditor's recommendations raised, if any, during the audit process.

The Group has in place a system of internal control and risk management comprising risk appetites, risk tolerances and risk assessments for ensuring proper accounting records and reliable financial information as well as management of business risks with a view to safeguarding shareholders' investments and the Company's assets. The risk management framework implemented provides for systematic and structured review and reporting of the assessment of the degree of risk, evaluation and effectiveness of controls in place and the requirements for further controls. The financial risk management objectives and policies of the Group are set out in pages 110 and 114 of this Annual Report.

The Board notes that the system of internal control and risk management established by the Management provides reasonable, but not absolute assurance that the Group will not be significantly affected by any event that can be reasonably foreseen as it strives to achieve its business objectives. However, the Board also notes that no system of internal control and risk management can provide absolute assurance in this regard, or absolute assurance against poor judgment in decision-making, human error, losses, fraud or other irregularities.

For FY2015, the Board has received letters of assurance from the CEO and the Chief Financial Officer that the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances, and regarding the effectiveness of the Company's risk management and internal control systems.

Based on internal controls implemented by the Management, the results of the risk management procedures conducted during the financial year under review, the work performed by the internal auditor and external auditor, and representations from the CEO and Chief Financial Officer, the Board, with the concurrence of the ARMC, is of the opinion that the internal controls of the Group are adequate in addressing the financial, operational, compliance and information technology risks of the Group as at 31 March 2015.

Audit Committee

Principle 12: The Board should establish an Audit Committee ("AC") with written terms of reference which clearly set out its authority and duties.

The ARMC comprises four Directors, all of whom, including the Chairman of the ARMC, are independent. The ARMC is chaired by Mr Giang Sovann. The other members of the ARMC are Mr Russell Joseph Kelly, Mr Mihir Taparia and Mr Rozano Satar.

Mr Giang Sovann is a Chartered Accountant, Canada, and a Chartered Accountant, Singapore. Mr Mihir Taparia is a Chartered Accountant, England and Wales, as well as a Chartered Accountant, Canada. Mr Russell Joseph Kelly has been the managing director of Polytama International Finance B.V. since 2004 and is a member of the Board of Commissioners of PT Tuban LPG Indonesia. The Board is satisfied that majority of the ARMC members (including the Chairman of the ARMC) have recent and relevant accounting or related financial management expertise or experience and are appropriately qualified to discharge their responsibilities of the ARMC.

The overall objective of the ARMC is to ensure that the Management has created and maintained an effective control environment in the Company. The ARMC has explicit authority to investigate any matter within its terms of reference and has full access to and co-operation by the Management. The ARMC also has full discretion to invite any Director or executive officer to attend its meetings and reasonable resources to enable it to discharge its functions properly.

The ARMC is guided by its terms of reference. The ARMC's duties and functions include:

(a) reviewing with the internal and external auditors the audit plan, scope of work, their evaluation of the system of internal accounting controls, their management letter and the Management's response and results of the audits conducted by the internal and external auditors of the Group;

(b) reviewing the scope and results of the external audit and the independence and objectivity of the external auditors;

(c) reviewing the periodic consolidated financial statements and results announcements before submission to the Board for approval, focusing, in particular, on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, the going concern statement, compliance with financial reporting standards as well as compliance with the Catalist Rules and any other relevant statutory or regulatory requirements;

(d) reviewing the internal control and procedures and ensure co-ordination between the external auditors, internal auditors and the Management, and review the assistance given by the Management to the auditors and discuss problems and concerns, if any, arising from the interim and final audits, and any matters which the auditors may wish to discuss (in the absence of the Management, where necessary);

(e) ensuring that annual internal controls audit are commissioned until such time it is satisfied that the Group's internal controls are robust and effective. Further, the ARMC may initiate such internal controls audits as and when it deems fit to satisfy itself that the Group's internal controls remain robust and effective;

(f) reviewing and approving all formal hedging and trading policies (if any) and ensure that adequate procedures are in place, prior to implementation by the Group;

(g) reviewing and discussing with the external auditors any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position, and the Management's response;

(h) reviewing and reporting to the Board at least annually the risk profile of the Group, effectiveness and adequacy of its internal control and risk management procedures, including accounting, financial, operational, compliance and information technology controls and procedures and the appropriate steps to be taken to mitigate and manage risks at an acceptable level determined by the Board;

(i) considering the appointment, remuneration, terms of engagement or re-appointment of external and internal auditors, and matters relating to the resignation or dismissal of the auditors;

(j) reviewing and approving any transactions falling within the scope of Chapter 9 and Chapter 10 of the Catalist Rules (if any);

(k) reviewing potential conflict of interests, if any, and take any necessary steps to resolve and mitigate such conflict of interests;

(l) reviewing significant financial reporting issues and judgments with the Chief Financial Officer and the external auditors so as to ensure the integrity of the financial statements of the Group and any formal announcements relating to the Group's financial performance before their submission to the Board;

(m) reviewing and establishing procedures for receipt, retention and treatment of complaints received by the Group, *inter alia*, criminal offences involving the Group or its employees, questionable accounting, auditing, business, safety or other matters that impact negatively on the Group;

(n) reviewing the policy and arrangements by which staff of the Group and any other persons may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters, and ensure that arrangements are in place for such concerns to be raised and independently investigated, and for appropriate follow-up action to be taken;

(o) undertaking such other review and projects as may be requested by the Board and report to the Board its findings from time to time on matters arising and requiring the attention of the ARMC; and

(p) generally undertaking such other functions and duties as may be required by statute or the Catalist Rules, or by such amendments as may be made thereto from time to time.

In addition, the ARMC will have the discretion to direct an independent review of the risk management procedures of the Group and the frequency of such review.

In the event that a member of the ARMC is interested in any matter being considered by the ARMC, he will abstain from reviewing and deliberating on that particular transaction or voting on that particular resolution.

The ARMC will also meet separately with the external auditors and the internal auditors, as well as meet among themselves in the absence of the Management, when necessary, at least annually, so as to be able to react to potential concerns when they are identified. The ARMC reviews the independence of the external auditors annually.

Baker Tilly TFW LLP is the appointed external auditors of the Company. Johan Malonda Mustika and Rekan (a member firm of Baker Tilly International) are the appointed external auditors of the Company's foreign-incorporated subsidiaries. The Board and the ARMC are satisfied that the appointment of different external auditors would not compromise the standard and the effectiveness of the audit of the Company and the Group, and confirm that Rule 712 and Rule 715 of the Catalist Rules have been complied with.

In FY2015, the aggregate amount of fees paid or payable to the Company's external auditors, Baker Tilly TFW LLP, was S$596,000, comprising approximately S$125,000 of audit fees and S$471,000 of non-audit fees; whereas the aggregate amount of fees paid or payable to other external auditors of the Group was US$131,000, comprising approximately US$40,000 of audit fees and US$91,000 of non-audit fees. The ARMC confirms that it has undertaken a review of all non-audit services provided by the external auditors, and is satisfied that the nature and extent of such non-audit services will not, in the ARMC's opinion, prejudice the independence and objectivity of the external auditors. Accordingly, the ARMC has recommended to the Board, the nomination of Baker Tilly TFW LLP, the external auditors of the Company, for re-appointment at the forthcoming AGM.

During FY2015, the Company has put in place a whistle-blowing framework by which any staff of the Company may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters with the ARMC Chairman who is also the Lead Independent Director and other Independent Directors. The objective for such arrangement is to ensure independent investigation of such matters and for appropriate follow-up action. No such whistle-blowing matters were received in FY2015.

The external auditors provided regular updates and periodic briefings to the ARMC on changes or amendments to accounting standards to enable the members of the ARMC to keep abreast of such changes and its corresponding impact on the financial statements, if any.

No former partner or director of the Company's current auditing firm or auditing corporation is a member of the ARMC.

Internal Audit

Principle 13: The company should establish an effective internal audit function that is adequately resourced and independent of the activities it audits.

The Board recognises that it is responsible for maintaining a system of internal control to safeguard shareholders' investments and the Group's businesses and assets, while the Management is responsible for establishing and implementing the internal control procedures in a timely and appropriate manner. The AC approves the appointment, removal, evaluation and compensation of the internal auditor. As the size of the operations of the Group does not warrant the Group having an in-house internal audit function, the Group has therefore appointed a professional internal audit firm to undertake the functions of its internal audit.

For the financial year under review, the Company has outsourced its internal audit function to Deloitte & Touche Enterprise Risk Services Pte Ltd for the internal audit of the Company and the Group. The internal auditor reports directly to the ARMC and has unrestricted access to the documents, records, properties and personnel of the Company and of the Group.

The primary objectives of the internal audit function are to:

(a) assess if adequate systems of internal controls are in place to protect the assets of the Group and to ensure control procedures are complied with;

(b) assess if operations of the business processes under review are conducted efficiently and effectively; and

(c) identify and recommend improvements to internal control procedures, where required.

Before the commencement of the internal audit, the internal auditor will propose an internal audit plan to the ARMC and obtain the approval of the ARMC before the internal auditor can proceed with the internal audit plan. The findings of such internal audit are submitted by the internal auditor to the ARMC for their review. Under the internal audit plan for the financial year under review, the internal audit covers internal controls associated with; general control environment, health, safety and environment, fixed asset management (capital expenditure), contract and mining contractor management, revenue, credit control and collections, purchases, payables and expenses, inventory and facility management, human resources and payroll, bank and cash management, related party and interested person transactions. Subsequent to the internal audit conducted, internal audit findings and corresponding responses from the Management to address these findings were reported at the meeting of the ARMC.

The AC annually reviews the adequacy of the internal audit function to ensure that the internal audit resources are adequate and that the internal audits are performed effectively. For the financial year under review, the AC has reviewed the adequacy and effectiveness of the internal audit function and is satisfied that the internal audit function is adequately resourced with suitably qualified and experienced professionals with the relevant experience, and that the Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors are used as a reference and guide by the internal auditor when carrying out the internal audit work.

During the financial year under review, the ARMC has also met with the internal auditor without the presence of the Management.

SHAREHOLDER RIGHTS AND RESPONSIBILITIES

Shareholder Rights
Communication with Shareholders
Conduct of Shareholder Meetings

Principle 14: Companies should treat all shareholders fairly and equitably, and should recognize, protect and facilitate the exercise of shareholders' rights, and continually review and update such governance arrangements.

Principle 15: Companies should actively engage their shareholders and put in place an investor relations policy to promote regular, effective and fair communication with shareholders.

Principle 16: Companies should encourage greater shareholder participation at general meetings of shareholders and allow shareholders the opportunity to communicate their views on various matters affecting the company.

Announcements of the Company's quarterly and full year results are done via SGXNET. All information on the Company's new developments will be communicated to shareholders on a timely basis via SGXNET.

Shareholders can have access to the Company's financial information as well as the developments of the Company through its website at http://resourcesprima.com.sg/

The Company communicates with its shareholders on a timely basis, through its Investor Relations group, annual reports, financial statements announcements, notices of and explanatory memorandum for general meetings, press releases and disclosures to the Singapore Exchange Securities Trading Limited. The Company does not practice selective disclosure. In line with the continuous obligations of the Company under the Catalist Rules and the Companies Act (Chapter 50 of Singapore), the Board's policy is that all shareholders should equally and on a timely basis be informed of all major developments that impact the Group via SGXNet. Where there is inadvertent disclosure made to a selected group, the Company will make the same disclosure publicly to all others as soon as practicable.

Shareholders are informed of general meetings through announcements released via SGXNet and notices contained in the annual reports or circulars sent to all shareholders. All shareholders are entitled to attend the Company's general meetings and are given the opportunity to communicate their views on various matters affecting the Company and the Group at the general meetings. This serves as a good platform for them to meet with the Board and the Management to clarify concerns relating to the Company's and the Group's performance and direction. Shareholders are encouraged to articulate their views on matters relating to the Company and the Group or question the Board on issues pertaining to the resolutions proposed at the general meetings. Shareholders will also be briefed by the Company on the rules, including voting procedures that govern general meetings.

The Company does not have a formal dividend policy. The form, frequency and amount of declaration and payment of future dividends on shares of the Company that the Directors may recommend or declare in respect of any particular financial year or period will be subject to the factors outlined below as well as other factors deemed relevant by the Directors:

(a) the level of cash and retained earnings;

(b) the actual and projected financial performance and financial conditions;

(c) projected working capital requirements;

(d) projected levels of capital expenditure and other investment plans; and

(e) restrictions on payment of dividends imposed on the Group by its financing arrangements or other agreements (if any).

The Board does not recommend any payment of dividends for FY2015 as the Company is not profitable for FY2015 and it does not have sufficient profits to declare dividends.

The Company's Articles of Association allow a shareholder entitled to attend and vote at general meetings to appoint not more than two proxies (who need not be a shareholder of the Company) to attend and vote on their behalf. The Company proposes separate resolutions on each substantially separate issue. Voting in absentia by mail, email or fax is currently not permitted under the Company's Articles of Association until security, integrity and other pertinent issues are satisfactorily resolved.

The Chairman of the Board and the respective Chairmen of the ARMC, NC and RC are normally present and available to address shareholders' questions at general meetings. If a specific member of the Board to whom a question is addressed is not present, another member of the Board or an officer of the Company who is present will address the question. The Company's external auditors are also present to address shareholders' queries relating to the conduct of audit and the preparation and content of the auditors' report. Where deemed appropriate, the Board may call upon other professional service providers to address queries.

The proceeding of the general meetings will be properly recorded, including all comments or queries from shareholders relating to the agenda of the meeting, and responses from the Board and the Management, and these minutes will be available to shareholders upon their request.

The Company acknowledges that voting by poll in general meetings is integral in the enhancement of corporate governance. Currently, the Company has yet to implement poll voting in its general meetings in view of higher costs involved in polling. Nonetheless, the Company shall adhere to the requirements of the Catalist Rules where all resolutions are to be voted by poll for general meetings held on or after 1 August 2015.

INTERESTED PERSON TRANSACTIONS

The Company has an internal policy in respect of any transactions with interested persons and has in place a process to review and approve any interested person transaction.

The Company does not have any general mandate from shareholders for interested person transactions pursuant to Rule 920 of the Catalist Rules for FY2015. Save as disclosed in the table below and excluding interested person transactions with a value of less than S$100,000 each, there were no interested person transactions entered into by the Group during FY2015.

Name of interested person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S$100,000)
PT Independent Energy Resources(1)	US$1,963,991(3)	–
Elitaire Law LLP(2)	S$153,700(4)	–

Notes:

(1) Mr Agus Sugiono, Executive Chairman and CEO, is the controlling shareholder holding 78% of PT Independent Energy Resources ("PT IER"). He is also the sole Director of PT IER.

(2) Mr Low Yew Shen, Non-Executive Director, is a partner of Elitaire Law LLP.

(3) PT Rinjani Kartanegara, a subsidiary of the Company, had advanced the aggregate purchase price of US$1,963,991 to PT IER for acquisition of two pieces of land. This transaction was entered into prior to completion of the Acquisition on 12 November 2014, and details have been set out in the Company's circular to shareholders dated 30 September 2014.

(4) The amount of S$153,700 related to fees paid to Elitaire Law LLP for acting as the legal adviser to the vendors in relation to the Acquisition completed on 12 November 2014, and details have been set out in the Company's circular to shareholders dated 30 September 2014.

DEALINGS IN SECURITIES

In line with Rule 1204(19) of the Catalist Rules on Dealing in Securities, the Company has formed and adopted its own internal compliance code to provide guidance to its officers with regards to dealing by the listed issuer and its officers in its securities by issuing circulars to its Directors and employees, to remind them that (i) they should not deal in shares of the Company on short-term considerations or if they are in possession of unpublished material price-sensitive information; and (ii) they are required to report on their dealings in shares of the Company. The Directors and employees are also reminded of the prohibition in dealing in shares of the Company 14 days before the announcement of the Company's quarterly and one month before the announcement of the Company's full year financial statements.

MATERIAL CONTRACTS

Save as disclosed below, there were no material contracts entered into by the Company or any of its subsidiaries involving the interests of any Director or controlling shareholders, either still subsisting at the end of FY2015, or if not then subsisting, entered into since the end of the previous financial year ended 31 March 2014:

(1) Service agreements entered into between the Executive Directors and the Company;

(2) Loan agreement dated 10 April 2014 between Forrest Point Enterprises Limited ("Forrest Point") and Energy Prima Pte. Ltd. ("Energy Prima") for a loan from Forrest Point to Energy Prima for the sum of S$1,750,000 (US$1,386,688). The loan is interest-free, unsecured and has an initial period of five years for repayment and extendable by mutual agreement of the parties;

(3) Loan agreement dated 13 July 2012 between Clydeswood Ventures Ltd ("Clydeswood") and Energy Prima for a loan from Clydeswood to Energy Prima (which was amended by supplemental agreements dated 13 July 2012 and 13 July 2014) for a loan from Clydeswood to Energy Prima in the sum of S$60,000. The loan is interest-free, unsecured and has a repayment period of five years from 13 July 2014 or such other period as the parties may agree in writing;

(4) Sale and purchase agreement dated 26 May 2014 between PT IER, PT Rinjani Kartanegara ("PT Rinjani") and a third-party seller for the purchase of land with a total land area of 9,322 sq m from such third-party seller; and

(5) Sale and purchase agreement dated 28 May 2014 between PT IER, PT Rinjani and a third-party seller for the purchase of land with a total land area of 24,544.20 sq m from such third-party seller.

Material contracts (2) to (5) set out above were entered into prior to the completion of the Acquisition on 12 November 2014, and details have been set out in the Company's circular to shareholders dated 30 September 2014.

USE OF PROCEEDS

Use of Proceeds from the Placement (as defined herein)

On 12 November 2014, the Company completed the placement of 83,000,000 new shares in the capital of the Company at an issue price of S$0.20 per new share and raised gross proceeds of S$16.6 million (the "Placement").

Purpose	Allocation of proceeds to each purpose as announced on 24 November 2014 (S$'000)	Proceeds utilized at the date of this Annual Report (S$'000)	Balance of the proceeds (S$'000)
Carrying Out Civil Works	500	250	250
Upgrading Coal Mining Facilities	900	124	776
Partial Repayment of Existing Debt to PT Cipta Kridatama	10,000	10,000	–
General Working Capital	1,961	1,961	–
Outstanding Expense[(1)]	2,658	2,658	–
Underwriting and Placement Commission[(1)]	581	581	–
Total	16,600	15,574	1,026

Note:

(1) Excluding applicable goods and services tax.

The Company will make periodic announcements on the use of the balance of the net proceeds from the Placement as and when the funds are materially disbursed.

Use of Proceeds from the Disposal of Sky One Network (Holding) Ltd (Excluding any Shares in PT Energy Indonesia Resources held by Sky One Network (Holding) Ltd) (the "Disposal")

Of the net proceeds from the Disposal totaling S$4.1 million, all has been disbursed by the Company for general working capital purposes of the Group.

RISK MANAGEMENT POLICIES AND PROCESSES

Details of risk management policies and processes can be found in Note 30(b) to the accompanying financial statements.

NON-SPONSOR FEES

With reference to Rule 1204(21) of the Catalist Rules, the breakdown of fees payable or paid to the Company's Sponsor, Canaccord Genuity Singapore Pte. Ltd., for FY2015 are as follows:

	Amount (S$)
Sponsor Fees	135,514
Non-Sponsor Fees	1,245,978
Total	1,381,492

The non-sponsor fees of S$1,245,978 were in relation to the Acquisition where the Company's Sponsor also acted as the Financial Adviser to the Company in respect of the Acquisition.

The directors are pleased to present their report to the members together with the audited consolidated financial statements of Resources Prima Group Limited (the "Company") and its subsidiaries (the "Group") and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 March 2015.

Directors

The directors of the Company in office at the date of this report are:

Agus Sugiono	(Appointed on 12 November 2014)
Gabriel Giovani Sugiono	(Appointed on 12 November 2014)
Giang Sovann	(Appointed on 12 November 2014)
Low Yew Shen	(Appointed on 12 November 2014)
Mihir Taparia	(Appointed on 12 November 2014)
Rozano Satar	(Appointed on 12 November 2014)
Russell Joseph Kelly	(Appointed on 12 November 2014)

Lim Chee San, Dicky Suen Yiu Chung, Lau Hon Kit, Kung Seah Lim and Wong Shung Cheong, who served during the financial year, resigned on 12 November 2014 following a reverse acquisition of the Company. Details of the reverse acquisition are disclosed in Note 1 of the Notes to the Financial Statements.

Arrangement to Enable Directors to Acquire Shares and Debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate, other than share options as disclosed under paragraph 5 of this report.

Directors' Interests in Shares or Debentures

The directors of the Company holding office at the end of the financial year had no interests in the shares and debentures of the Company and/related corporation as recorded in the Register of Directors' Shareholdings kept by the Company under Section 164 of the Singapore Companies Act (the "Act"), except as follows:

Directors' Interests in Shares or Debentures (cont'd)

	Number of ordinary shares			
	Shareholdings registered in their own names		Shareholdings in which a director is deemed to have an interest	
	At the date of appointment	At 31.03.2015	At the date of appointment	At 31.03.2015
Name of director and companies in which interest are held				
Ultimate holding company				
Madrone Enterprises Limited				
Agus Sugiono	–	–	1#	1#
Gabriel Giovani Sugiono	1@	1@	–	–
Company				
Resources Prima Group Limited				
Agus Sugiono	–	–	1,001,958,980#	1,001,958,980#
Gabriel Giovani Sugiono	–	–	1,001,958,980*	1,001,958,980*

Notes:

* Pursuant to the Act, Gabriel Giovani Sugiono is deemed to have an interest in the shares of the Company held by Madrone Enterprises Limited in which he is the ultimate beneficial owner.

\# Pursuant to the Act, Agus Sugiono is deemed to have an interest in the shares held directly and indirectly by his son, Gabriel Giovani Sugiono.

@ The sole shareholder of Madrone Enterprises Limited is Joyful Sky Limited, incorporated in British Virgin Islands, which holds the share as a nominee of Gabriel Giovani Sugiono.

The directors, Agus Sugiono and Gabriel Giovani Sugiono, by virtue of Section 7 of the Act are deemed to have an interest in the shares held by the Company in its wholly-owned subsidiary.

Agus Sugiono and Gabriel Giovani Sugiono, by virtue of their interest of not less than 20% of the issued share capital of the Company is deemed to have an interest in the shares held by the Company in the following subsidiaries that are not wholly-owned by the Group.

Directors' Interests in Shares or Debentures (cont'd)

	Number of ordinary shares			
	Shareholdings registered in their own names		Shareholdings in which a director is deemed to have an interest	
	At the date of appointment	At 31.03.2015	At the date of appointment	At 31.03.2015
Name of director and companies in which interest are held				
Subsidiaries				
PT Pilar Mas Utama Perkasa				
Agus Sugiono	–	–	8,000	8,000
Gabriel Giovani Sugiono	–	–	8,000	8,000
PT Rinjani Kartanegara				
Agus Sugiono	1	1	399	399
Gabriel Giovani Sugiono	–	–	399	399
PT Energy Indonesia Resources				
Agus Sugiono	–	–	7,801	7,801
Gabriel Giovani Sugiono	–	–	7,801	7,801

The directors' interests in the ordinary shares of the Company as at 21 April 2015 were the same as those as at 31 March 2015.

Directors' Contractual Benefits

Since the end of the previous financial year, no director of the Company has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the director or with a firm of which he is a member or with a company in which the director has a substantial financial interest, except as disclosed in financial statements and this report. Certain directors have received remuneration from related corporations in their capacity as directors and/or executives of these related corporations.

Share Options

At an Extraordinary General Meeting held on 7 May 2010, shareholders of the Company approved the Sky One Holdings Limited Employee Share Option Scheme (the "Scheme") for the granting of non-transferable options that are settled by issuance or transfer of the ordinary shares of the Company, in the name of the Central Depository (Pte) Limited ("CDP"), for credit to the securities account of participants or that participant's securities sub-account with a Depository Agent.

Share Options (cont'd)

The shareholders also approved the Sky One Holdings Limited Performance Share Plan (the "Plan") for the granting of shares that are settled by allotment or transfer of the ordinary shares of the Company on the release of an award to a participant to be issued in the name of, or transferred to, CDP to the credit of either, the securities account of that participant maintained with CDP; or the securities sub-account of that participant maintained with a Depository Agent, or the Central Provident Fund ("CPF") investment account maintained with a CPF agent bank.

The Remuneration Committee ("RC") is responsible for administering the Scheme and the Plan. At the date of this report, the members of the RC are Mihir Taparia (Chairman of the RC), Giang Sovann, Rozano Satar and Russell Joseph Kelly. Lim Chee San, Kung Seah Lim and Wong Shun Cheong, who served during the financial year, stepped down on 12 November 2014.

No options were granted under the Scheme during the financial year ended 31 March 2015.

No shares were awarded under the Plan during the financial year ended 31 March 2015.

Details of all the previously issued options to subscribe for ordinary shares of the Company pursuant to the Scheme as at 31 March 2015 are as follows:

Date of grant of options	Exercise price per share	Options outstanding at 1 April 2014	Options granted	Options exercised	Options outstanding at 31 March 2015	Number of option holder at 31 March 2015	Exercise period
11/10/2011	S$0.053	3,600,000	–	3,600,000	–	–	12/10/2012-10/10/2016

Details of options granted to the Company's Directors and Controlling Shareholders to subscribe for ordinary shares of the Company pursuant to the Scheme as at 31 March 2015 are as follows:

Director and Controlling Shareholder	Exercise price per share	Options outstanding at 1 April 2014	Options granted	Options exercised	Options outstanding at 31 March 2015	Exercise period
Dicky Suen Yiu Chung	S$0.053	3,600,000	–	3,600,000	–	12/10/2012-10/10/2016

Since the commencement of the Scheme until the end of the financial year ended 31 March 2015:

- No participant has received 5% or more of the total options available under the Scheme.
- No options that entitle the holder to participate, by virtue of the options, in any share issue of any other corporation have been granted.
- No options have been granted at a discount.

Audit and Risk Management Committee

The members of the Audit and Risk Management Committee ("ARMC") at the date of this report are:

Giang Sovann (Chairman of the ARMC)	(Appointed on 12 November 2014)
Russell Joseph Kelly	(Appointed on 12 November 2014)
Mihir Taparia	(Appointed on 12 November 2014)
Rozano Satar	(Appointed on 12 November 2014)

Kung Seah Lim, Lim Chee San, and Wong Shun Cheong, who served during the financial year, stepped down on 12 November 2014.

The ARMC carries out its functions in accordance with Section 201B(5) of the Act, the SGX-ST Listing Manual Section B: Rules of Catalist (the "Catalist Rules") and the Code of Corporate Governance and performs the following:

(i) review with the internal and external auditors the audit plan, scope of work, their evaluation of the system of internal accounting controls, their management letter and the management's response and results of the audits conducted by the internal and external auditors of the Group;

(ii) review the scope and results of the external audit and the independence and objectivity of the external auditors;

(iii) review the periodic consolidated financial statements and results announcements before submission to the Board for approval, focusing, in particular, on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, the going concern statement, compliance with financial reporting standards as well as compliance with the Catalist Rules and any other relevant statutory or regulatory requirements;

(iv) review the internal control and procedures and ensure co-ordination between the external auditors, internal auditors and the management, and review the assistance given by the management to the auditors and discuss problems and concerns, if any, arising from the interim and final audits, and any matters which the auditors may wish to discuss (in the absence of the management, where necessary);

(v) ensure that annual internal controls audit are commissioned until such time it is satisfied that the Group's internal controls are robust and effective. Further, the ARMC may initiate such internal controls audits as and when it deems fit to satisfy itself that the Group's internal controls remain robust and effective;

(vi) review and approve all formal hedging and trading policies (if any) and ensure that adequate procedures are in place, prior to implementation by the Group;

(vii) review and discuss with the external auditors any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position, and the management's response;

(viii) review and report to the Board at least annually the risk profile of the Group, effectiveness and adequacy of its internal control and risk management procedures, including accounting, financial, operational, compliance and information technology controls and procedures and the appropriate steps to be taken to mitigate and manage risks at an acceptable level determined by the Board;

Audit and Risk Management Committee (cont'd)

(ix) consider the appointment, remuneration, terms of engagement or re-appointment of external and internal auditors, and matters relating to the resignation or dismissal of the auditors;

(x) review and approve any transactions falling within the scope of Chapter 9 and Chapter 10 of the Catalist Rules (if any);

(xi) review potential conflict of interests, if any, and take any necessary steps to resolve and mitigate such conflict of interests;

(xii) review significant financial reporting issues and judgments with the Chief Financial Officer and the external auditors so as to ensure the integrity of the financial statements of the Group and any formal announcements relating to the Group's financial performance before their submission to the Board;

(xiii) review and establish procedures for receipt, retention and treatment of complaints received by the Group, inter alia, criminal offences involving the Group or its employees, questionable accounting, auditing, business, safety or other matters that impact negatively on the Group;

(xiv) review the policy and arrangements by which staff of the Group and any other persons may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters, and ensure that arrangements are in place for such concerns to be raised and independently investigated, and for appropriate follow-up action to be taken;

(xv) undertake such other review and projects as may be requested by the Board and report to the Board its findings from time to time on matters arising and requiring the attention of the ARMC; and

(xvi) generally undertake such other functions and duties as may be required by statute or the Catalist Rules, or by such amendments as may be made thereto from time to time.

The ARMC is satisfied with the independence and objectivity of the independent auditors and has nominated Baker Tilly TFW LLP for re-appointment as independent auditor of the Company at the forthcoming Annual General Meeting.

Independent Auditor

The independent auditor, Baker Tilly TFW LLP, has expressed its willingness to accept re-appointment.

On behalf of the Directors

Agus Sugiono Director	Low Yew Shen Director

3 July 2015

In the opinion of the Directors:

(i) the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company as set out on pages 56 to 118 are properly drawn up so as to give a true and fair view of the financial position of the Group and the Company as at 31 March 2015 and of the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year then ended in accordance with the provisions of the Singapore Companies Act and Singapore Financial Reporting Standards; and

(ii) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

On behalf of the Directors

Agus Sugiono
Director

Low Yew Shen
Director

3 July 2015

Report on the Financial Statements

We have audited the accompanying financial statements of Resources Prima Group Limited (the "Company") and its subsidiaries (the "Group") as set out on pages 56 to 118, which comprise the statements of financial position of the Group and the Company as at 31 March 2015, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the financial year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act (the "Act") and Singapore Financial Reporting Standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the financial position of the Group and the Company as at 31 March 2015 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year ended on that date.

Other Matter

The financial statements of the Company for the financial year ended 31 March 2014 were audited by another auditor whose report dated 3 July 2014 expressed an unmodified on those financial statements.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by the subsidiary corporation incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

Baker Tilly TFW LLP
Public Accountants and
Chartered Accountants
Singapore

3 July 2015

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 March 2015

	Note	**2015 US$'000**	2014 US$'000
Revenue	3	**86,868**	61,690
Cost of goods sold		**(80,244)**	(59,205)
Gross profit		**6,624**	2,485
Other income	4	**7,905**	1,399
Selling and distribution expenses		**(5,557)**	(3,798)
Administrative expenses		**(4,759)**	(2,655)
Finance costs	5	**(3,482)**	(4,446)
Other expenses	6	**(64,368)**	(5,380)
Loss before tax	7	**(63,637)**	(12,395)
Tax (expense)/credit	9	**(654)**	516
Loss for the year		**(64,291)**	(11,879)
Other comprehensive loss			
Item that may not be reclassified subsequently to profit or loss:			
Remeasurement of post-employment benefits, net of tax		**(10)**	(52)
Item that may be reclassified subsequently to profit or loss:			
Currency translation differences arising on consolidation		**(803)**	–
Total comprehensive loss for the year		**(65,104)**	(11,931)
Loss attributable to:			
Equity holders of the Company		**(63,842)**	(9,893)
Non-controlling interests		**(449)**	(1,986)
		(64,291)	(11,879)
Total comprehensive loss attributable to:			
Equity holders of the Company		**(64,653)**	(9,935)
Non-controlling interests		**(451)**	(1,996)
		(65,104)	(11,931)
Loss per share for loss attributable to equity holders of the Company (expressed in cents per share)			
Basic and diluted loss per share	10	**(4.48)**	(0.84)

The accompanying notes form an integral part of these financial statements.

	Note	Group 31.03.2015 US$'000	Group 31.03.2014 US$'000	Company 31.03.2015 US$'000	Company 31.03.2014 US$'000	Company 01.04.2013 US$'000
Non-current assets						
Property, plant and equipment	11	**11,316**	7,292	–	–	–
Intangible assets	12	**241**	281	–	–	–
Deferred exploration and evaluation costs	13	**640**	561	–	–	–
Deferred stripping costs	14	**–**	12,468	–	–	–
Mining properties	15	**7,120**	9,518	–	–	–
Deferred tax assets	16	**1,733**	2,214	–	–	–
Investments in subsidiaries	17	**–**	–	**187,577**	5,191	5,773
Other receivables	18	**412**	433	**–**	–	–
		21,462	32,767	**187,577**	5,191	5,773
Current assets						
Available-for-sale investment	17	**2,890**	–	**2,890**	–	–
Inventories	19	**994**	2,610	–	–	–
Trade and other receivables	18	**20,564**	8,763	**11,945**	356	355
Cash and bank balances		**5,535**	166	**1,082**	10	22
		29,983	11,539	**15,917**	366	377
Total assets		**51,445**	44,306	**203,494**	5,557	6,150
Non-current liabilities						
Convertible bonds	20	**–**	13,397	–	–	–
Trade and other payables	21	**17,459**	16,193	–	–	–
Post-employment benefits	22	**404**	242	–	–	–
Finance lease liabilities	23	**417**	33	–	–	–
Provisions	24	**949**	769	–	–	–
		19,229	30,634	–	–	–
Current liabilities						
Convertible bonds	20	**–**	6,960	–	–	–
Trade and other payables	21	**18,401**	27,382	**2,207**	2,626	2,463
Finance lease liabilities	23	**549**	26	–	–	–
Tax payable		**167**	3	–	–	–
		19,117	34,371	**2,207**	2,626	2,463
Total liabilities		**38,346**	65,005	**2,207**	2,626	2,463
Net assets/(liabilities)		**13,099**	(20,699)	**201,287**	2,931	3,687
Equity						
Share capital	25	**100,480**	1,591	**236,508**	10,498	10,331
Share option reserve	26	**–**	–	**–**	16	31
Currency translation reserve	27	**(803)**	–	**(11,446)**	1,572	1,621
Accumulated losses		**(82,788)**	(18,938)	**(23,775)**	(9,155)	(8,296)
Equity attributable to equity holders of the Company		**16,889**	(17,347)	**201,287**	2,931	3,687
Non-controlling interests		**(3,790)**	(3,352)	**–**	–	–
Total equity		**13,099**	(20,699)	**201,287**	2,931	3,687

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 March 2015

	← Attributable to equity holders of the Company →					
	Share capital US$'000	Currency translation reserve US$'000	Accumulated losses US$'000	Total US$'000	Non-controlling interests US$'000	Total equity US$'000
Group						
At 01.04.2014	1,591	–	(18,938)	(17,347)	(3,352)	(20,699)
Contributions by and distributions to owners:						
Conversion of convertible bonds	23,082	–	–	23,082	–	23,082
Issuance of shares pursuant to Reverse Acquisition	47,772	–	–	47,772	–	47,772
Issuance of shares as payment of professional fee for the Reverse Acquisition	15,675	–	–	15,675	–	15,675
Issuance of new shares	12,360	–	–	12,360	–	12,360
Acquisition of subsidiaries	–	–	–	–	13	13
	98,889	–	–	98,889	13	98,902
Loss for the year	–	–	(63,842)	(63,842)	(449)	(64,291)
Other comprehensive loss						
Remeasurement of post-employment benefits, net of tax	–	–	(8)	(8)	(2)	(10)
Currency translation differences	–	(803)	–	(803)	–	(803)
Total comprehensive loss for the year	–	(803)	(63,850)	(64,653)	(451)	(65,104)
At 31.03.2015	**100,480**	**(803)**	**(82,788)**	**16,889**	**(3,790)**	**13,099**

The accompanying notes form an integral part of these financial statements.

	← Attributable to equity holders of the Company →					
	Share capital US$'000	Currency translation reserve US$'000	Accumulated losses US$'000	Total US$'000	Non-controlling interests US$'000	Total equity US$'000
Group						
At 01.04.2013	1,591	–	(9,003)	(7,412)	(1,356)	(8,768)
Loss for the year	–	–	(9,893)	(9,893)	(1,986)	(11,879)
Other comprehensive loss						
Remeasurement of post-employment benefits, net of tax	–	–	(42)	(42)	(10)	(52)
Total comprehensive loss for the year	–	–	(9,935)	(9,935)	(1,996)	(11,931)
At 31.03.2014	1,591	–	(18,938)	(17,347)	(3,352)	(20,699)

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 March 2015

	Share capital US$'000	Share option reserve US$'000	Currency translation reserve US$'000	Accumulated losses US$'000	Total equity US$'000
Company					
At 01.04.2014	10,498	16	1,572	(9,155)	2,931
Contributions by and distributions to owners:					
Employee share options exercised	168	(16)	–	–	152
Issuance of shares pursuant to Reverse Acquisition	197,807	–	–	–	197,807
Issuance of shares as payment of professional fee for the Reverse Acquisition	15,675	–	–	–	15,675
Issuance of new shares	12,360	–	–	–	12,360
	226,010	(16)	–	–	225,994
Loss for the year	–	–	–	(14,620)	(14,620)
Other comprehensive loss					
Currency translation differences	–	–	(13,018)	–	(13,018)
Total comprehensive loss for the year	–	–	(13,018)	(14,620)	(27,638)
At 31.03.2015	**236,508**	–	**(11,446)**	**(23,775)**	**201,287**
At 01.04.2013	10,331	31	1,621	(8,296)	3,687
Contributions by and distributions to owners:					
Employee share options exercised	167	(15)	–	–	152
	167	(15)	–	–	152
Loss for the year	–	–	–	(859)	(859)
Other comprehensive loss					
Currency translation differences	–	–	(49)	–	(49)
Total comprehensive loss for the year	–	–	(49)	(859)	(908)
At 31.03.2014	10,498	16	1,572	(9,155)	2,931

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 March 2015

	2015 US$'000	2014 US$'000
Cash flows from operating activities		
Loss before tax	**(63,637)**	(12,395)
Adjustments for:		
Amortisation of deferred stripping costs	**12,468**	5,523
Amortisation of intangible assets	**40**	40
Amortisation of mining properties	**2,398**	1,112
Cost of professional fee paid in shares	**15,675**	–
Depreciation of property, plant and equipment	**1,854**	853
Fair value gain on non-current interest-free loan	**(748)**	–
Fair value loss on derivative financial liability	**2,548**	125
Finance costs	**3,482**	4,446
Gain on waiver of amount due to former subsidiary	**(2,428)**	–
Impairment of goodwill arising from Reverse Acquisition	**45,858**	–
Interest income	**(2)**	(4)
Inventories written down	**–**	118
Post-employment benefits	**180**	94
Provision for mine reclamation and rehabilitation	**232**	349
Unrealised foreign currency exchange loss	**191**	–
Operating cash flows before working capital changes	**18,111**	261
Inventories	**1,630**	(1,081)
Trade and other receivables	**(11,252)**	(6,219)
Trade and other payables	**(12,650)**	120
Currency translation adjustments	**(548)**	–
Cash used in operations	**(4,709)**	(6,919)
Interest received	**2**	4
Taxes paid	**(54)**	(48)
Net cash used in operating activities	**(4,761)**	(6,963)
Cash flows from investing activities		
Net cash inflow from Reverse Acquisition (Note 1(b))	**38**	–
Additions to deferred exploration and evaluation costs (Note 13)	**(79)**	(561)
Proceeds from disposal of available-for-sale investment (Note 17)	**1,933**	–
Purchases of property, plant and equipment (Note A)	**(3,071)**	(2,829)
Net cash used in investing activities	**(1,179)**	(3,390)

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 March 2015

	2015 US$'000	2014 US$'000
Cash flows from financing activities		
Interest paid	**(446)**	(569)
Proceeds from issue of shares	**12,360**	–
Proceeds from loan from related party	**1,402**	–
Proceeds from issuance of convertible bonds	**–**	11,905
Repayment of finance leases	**(587)**	(151)
Repayment of loan to bondholder	**(1,420)**	(1,267)
Net cash generated from financing activities	**11,309**	9,918
Net increase/(decrease) in cash and cash equivalents	**5,369**	(435)
Cash and cash equivalents at beginning of the financial year	**166**	601
Cash and cash equivalents at end of the financial year (Note B)	**5,535**	166

Note A

During the financial year ended 31 March 2015, the Group acquired property, plant and equipment with an aggregate cost of US$3,583,000 (2014: US$3,107,000) of which US$512,000 (2014: US$83,000) were acquired under finance lease arrangements, Nil (2014: US$195,000) were relating to the provision for assets retirement obligations and US$3,071,000 (2014: US$2,829,000) were paid by cash.

Note B

Cash and cash equivalents comprised of the cash and bank balances as shown on the statement of financial position of the Group

The accompanying notes form an integral part of these financial statements.

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1 Corporate information

(a) The Company

The former name of the Company (Co. Reg. No. 198602949M) is Sky One Holdings Limited. Upon completion of a reverse acquisition on 12 November 2014, the Company's name was changed to Resources Prima Group Limited (the "Company"). The Company is listed on the Singapore Stock Exchange and incorporated and domiciled in Singapore. The registered office of the Company is at 333 North Bridge Road, #09-00 KH KEA Building, Singapore 188721.

The principal activity of the Company is that of investment holding. The principal activities of the subsidiaries are disclosed in Note 17.

The ultimate holding company of the Company is Madrone Enterprises Limited, incorporated in British Virgin Islands and is controlled by the ultimate beneficial owner, Gabriel Giovani Sugiono, the son of Agus Sugiono who is Chief Executive Officer and director of the Company.

(b) Restructuring exercise undertaken by the Company

Reverse Acquisition

On 26 September 2012, the Company entered into a conditional sale and purchase agreement with Madrone Enterprises Limited, Wealth Leader Holdings Limited, Newbreed Capital Limited, Nicholas Jeyaraj s/o Narayanan and Fortune Technology Fund Ltd (collectively, the "Vendors") for the proposed acquisition by the Company of the entire issued and paid-up share capital of the Energy Prima Pte. Ltd. ("EP") and its subsidiaries (collectively, the "EP Group") (the "Reverse Acquisition"). On 25 September 2013 and 30 June 2014, supplementary conditional sale and purchase agreements had been entered into to, *inter alia*, amend the consideration of the Reverse Acquisition.

On 27 October 2014, the Company received approval from its shareholders at an Extraordinary General Meeting for the Reverse Acquisition.

The Reverse Acquisition consideration of S$265,000,000 was fully satisfied by the allotment and issue of an aggregate of 1,325,000,000 shares to the vendors in proportion to their respective shareholding in the EP, at an issue price of S$0.20 (equivalent to US$0.15474) for each consideration share.

The Reverse Acquisition was completed on 12 November 2014 (the "Completion Date").

Disposal of Sky One Network (Holding) Ltd

The Company had on 26 September 2012, entered into a proposed disposal agreement with a substantial shareholder, Mr. Dicky Suen Yiu Chung. On 25 September 2013 and 30 June 2014, supplementary disposal agreements had been entered into to amend certain conditions of the proposed disposal.

1 Corporate information (cont'd)

(b) Restructuring exercise undertaken by the Company (cont'd)

Disposal of Sky One Network (Holding) Ltd (cont'd)

The Company had agreed to sell, and the substantial shareholder had agreed to purchase, Sky One Network (Holding) Ltd and its subsidiaries (together, the "Disposal Subsidiaries") (the "Proposed Disposal") for an aggregate consideration equivalent to a discount of ten percent to the consolidated net asset value of the Disposal Subsidiaries.

Notwithstanding any other provisions of the proposed disposal agreement, the parties agreed that the Company shall receive a net amount of no less than S$4,000,000 from the Disposal after taking into account (A) the consideration or revised consideration (as the case maybe); and (B) the loan amount to be repaid. Pursuant to the foregoing, in the event the loan amount is owing by the Company to the Disposal Subsidiaries and the loan amount, if repaid in full would result in the Company receiving a net amount of less than S$4,000,000 taking into account the consideration or revised consideration paid, the loan amount shall be reduced accordingly and both parties agree to write-off the excess and/or take such necessary action to effect the foregoing in accordance with applicable laws and accounting policies.

On 27 October 2014, the Company received approval from its shareholders at an Extraordinary General Meeting for the Proposed Disposal. The Proposed Disposal was completed on 10 April 2015.

Group structure

Pursuant to the Reverse Acquisition, the Company has the following subsidiaries:

Name of subsidiaries	Country of incorporation	Principal activities	Group's effective equity interest held	
			2015	2014
			%	%
Held by the Company				
Energy Prima Pte. Ltd. ("EP")	Singapore	Investment holding	**100**	–
PT Energy Indonesia Resources ("PTEIR")	Indonesia	Mining support activities consisting of management of a stockpile facility, jetty and loading conveyor, transportation of coal; and other logistical support activities	**99**	–
Subsidiary held by Energy Prima Pte. Ltd.				
PT Pilar Mas Utama Perkasa	Indonesia	Trading (import) of goods	**80**	80
Subsidiary held by PT Pilar Mas Utama Perkasa				
PT Rinjani Kartanegara	Indonesia	Coal mining, including production, construction, processing, refining and sale	**79.8**	79.8

1 **Corporate information (cont'd)**

(b) Restructuring exercise undertaken by the Company (cont'd)

Accounting for the Reverse Acquisition

The acquisition of the EP Group was accounted for as a reverse acquisition in accordance with FRS 103 Business Combinations. Accordingly, the EP Group was deemed to be the accounting acquirer and the Company and PTEIR were deemed to be the accounting acquirees. Accordingly, the consolidated statement of comprehensive income, consolidated statement of financial position, consolidated statement of changes in equity and consolidated statement of cash flows of the Group (comprising the Company, PTEIR and the EP Group) for the financial year ended 31 March 2015 has been presented as a continuation of EP Group's financial statements.

Since such consolidated financial statements represent a continuation of the financial statements of the EP Group,

- the assets and liabilities of the EP Group were recognised and measured in the consolidated statement of financial position at their pre-acquisition carrying amounts;
- the assets and liabilities of the Company and its remaining subsidiary were recognised and measured in the consolidated statement of financial position at their acquisition-date fair values;
- the accumulated losses and other equity balances recognised in the consolidated financial statements are the accumulated losses and other equity balances of the EP Group immediately before the Reverse Acquisition;
- the amount recognised as issued equity instruments in the consolidated financial statements is determined by adding to the issued equity of the EP Group immediately before the Reverse Acquisition to the costs of the Reverse Acquisition. However, the equity structure appearing in the consolidated financial statements (i.e. the number and type of equity instruments issued) reflect the equity structure of the legal parent (i.e. the Company), including the equity instruments issued by the Company to effect the Reverse Acquisition;
- the consolidated statement of comprehensive income reflects the full year results of EP Group together with the post-acquisition results of the Company and its remaining subsidiary; and
- the comparative figures presented in these consolidated financial statements are that of the financial statements of the EP Group.

1 Corporate information (cont'd)

(b) Restructuring exercise undertaken by the Company (cont'd)

Accounting for the Reverse Acquisition (cont'd)

The net assets of the accounting acquirees and the goodwill arising from the Reverse Acquisition are as follows:

	2015 US$'000
Property, plant and equipment	2,295
Deferred tax assets	62
Available-for-sale investment	3,146
Trade and other receivables	541
Cash and bank balances	38
Trade and other payables	(3,210)
Finance lease liabilities	(945)
Non-controlling interest of acquiree	(13)
Total identifiable net assets	1,914
Fair value of consideration transferred[1]	(47,772)
Goodwill arising from Reverse Acquisition	(45,858)

(1) The consideration for the Reverse Acquisition was determined based on the Company's entire share capital of 319,999,998 immediately before the Reverse Acquisition and the closing market price as at 11 November 2014, the last trading day before the Completion Date, of S$0.193 (equivalent to US$0.14929) per share, representing the fair value of the issued equity of the Company before the Reverse Acquisition.

Goodwill arising from the Reverse Acquisition is allocated entirely to the express land transport and airfreight segments, which operate entirely from the subsidiaries of Sky One Network (Holding) Ltd. The management has performed an impairment test on goodwill by determining the recoverable amount of the cash generating units based on their value in use, using cash flow projections. Based on management's assessment of the recoverable amounts, an impairment loss was recognised to write-down the entire carrying amount of goodwill allocated to the express land transport and airfreight segments.

From the Completion Date up to the end of the current financial year, the Company and PTEIR has contributed US$14,382,000 of loss, net of tax to the Group's loss for the year. Had the Reverse Acquisition taken place at the beginning of the year, the Group's loss for the year would have been US$129,000 higher, and the Group's loss for the year would have amounted to US$64,420,000.

2 Significant accounting policies

(a) Basis of preparation

The financial statements are presented in United States dollar (US$), which is the Company's presentation currency, and all financial information presented are rounded to the nearest thousand (US$'000) except when otherwise indicated. The financial statements have been prepared in accordance with the provisions of the Singapore Companies Act and Singapore Financial Reporting Standards ("FRS"). The financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with FRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the financial year. Although these estimates are based on management's best knowledge of current events and actions and historical experiences and various other factors that are believed to be reasonable under the circumstances, actual results may ultimately differ from those estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The areas involving a high degree of judgment or complexity, are disclosed in Note 2(y).

The carrying amounts of cash and bank balances, current trade and other receivables, current trade and other payables approximate their respective fair values due to the relatively short-term maturity of these financial instruments.

During the financial year ended 31 March 2015, the Group has adopted all new and revised FRS and Interpretations of FRS ("INT FRS") that are relevant to its operations and effective for the current financial year. The adoption of new/revised FRS and INT FRS did not have any material effect on the financial statements of the Group and the statement of financial position of the Company, except as described below:

FRS 110 Consolidated Financial Statements (effective for annual periods beginning on or after 1 January 2014)

As a result of FRS 110 *Consolidated Financial Statements*, the Group has changed its accounting policy for determining whether it has control over and consequently whether it consolidates its investees. FRS 110 introduces a new control model that focuses on whether the Group has power over an investee, exposure or rights to variable returns from its involvement with the investee and ability to use its power to affect those returns. This change has been made to the Group's accounting policy. However, the change had no significant impact on the financial statements of the Group and the Company.

New standards, amendments to standards and interpretations that have been issued at the end of the reporting period but are not yet effective for the financial year ended 31 March 2015 have not been applied in preparing these financial statements. None of these are expected to have a significant effect on the financial statements of the Group and the statement of financial position of the Company, except as described below:

2 Significant accounting policies (cont'd)

(a) Basis of preparation (cont'd)

FRS 115 Revenue from Contracts with Customers

FRS 115 replaces FRS 18 'Revenue', FRS 11 'Construction contracts' and other revenue related interpretations. It applies to all contracts with customers, except for leases, financial instruments and insurance contracts. FRS 115 provides a single, principle-based model to be applied to all contracts with customers. It provides guidance on whether revenue should be recognised at a point in time or over time, replacing the previous distinction between goods and services. The standard introduces new guidance on specific circumstances where cost should be capitalised and new requirements for disclosure of revenue in the financial statements. The standard is effective for annual periods beginning on or after 1 January 2017. The Group will reassess its contracts with customers in accordance with FRS 115.

FRS 109 Financial Instruments

FRS 109 includes guidance on the classification and measurement of financial assets and financial liabilities and de-recognition of financial instruments. FRS 109, when effective will replace FRS 39 Financial Instruments: Recognition and Measurement. This standard is effective for annual periods beginning on or after 1 January 2018. The Group will review the requirements of FRS 109 and re-assess the classification and measurement of its financial assets and financial liabilities in accordance with this standard.

(b) Basis of business combination

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the reporting date. The financial statements of the subsidiaries are prepared for the same reporting date as the parent company. Consistent accounting policies are applied for like transactions and events in similar circumstances.

Intragroup balances and transactions including income, expenses and dividends, are eliminated in full. Profits and losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full.

Business combinations involving entities or businesses under common control are accounted for by applying the pooling of interest method which involves the following:

– assets and liabilities of the combining entities are reflected at their existing carrying amounts;

– no amount is recognised for goodwill;

– any difference between the consideration paid and the share capital and accumulated profits of the acquiree is reflected within the equity of the Group as merger reserve;

– the statement of comprehensive income reflects the results of the combined entities for the full year, irrespective of when the combination took place; and

– comparatives are presented as if the entities had always been combined since the date the entities had come under the common control.

2 Significant accounting policies (cont'd)

(b) Basis of business combination (cont'd)

All other business combinations are accounted for using the acquisition method. The consideration transferred for the acquisition comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Acquisition-related costs are recognised as expenses as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

Any excess of the fair value of the consideration transferred in the business combination, the amount of any non-controlling interest in the acquiree (if any) and the fair value of the Group's previously held equity interest in the acquiree (if any), over the fair value of the net identifiable assets acquired is recorded as goodwill. In instances where the latter amount exceeds the former and the measurement of all amounts has been reviewed, the excess is recognised as gain from bargain purchase in profit or loss on the date of acquisition.

In business combinations achieved in stages, previously held equity interests in the acquiree are remeasured to fair value at the acquisition date and any corresponding gain or loss is recognised in profit or loss.

When a change in the company's ownership interest in a subsidiary results in a loss of control over the subsidiary, the assets and liabilities of the subsidiary including any goodwill are derecognised. Amounts recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained earnings if required by a specific FRS.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (ie transactions with owners in their capacity as owners) and therefore, no gain or loss is recognised in profit or loss.

Any retained equity interest in the previous subsidiary is remeasured at fair value at the date that control is lost. The difference between the carrying amount of the retained interest at the date control is lost and its fair value is recognised in profit or loss.

(c) Non-controlling interests

Non-controlling interests are that part of the net results of operations and of net assets of a subsidiary attributable to the interests which are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the consolidated statement of comprehensive income, statement of changes in equity and statement of financial position. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary, even if the subsidiary incurred losses and the losses allocated exceed the non-controlling interests in the subsidiary's equity.

For non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation, the Group elects on an acquisition-by-acquisition basis whether to measure them at fair value, or at the non-controlling interests' proportionate share of the acquiree's net identifiable assets, at the acquisition date. All other non-controlling interests are measured at acquisition-date fair value or, when applicable, on the basis specified in another standard.

2 Significant accounting policies (cont'd)

(d) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

In the Company's statement of financial position, investments in subsidiaries are accounted for at cost less accumulated impairment losses. On disposal of the investment, the difference between disposal proceeds and the carrying amounts of the investments are recognised in statement of comprehensive income.

(e) Revenue recognition

Revenue comprises the fair value for the sale of goods and rendering of services, net of goods and services tax, rebates and discounts, and after eliminating sales within the Group. Revenue is recognised to the extent that it is probable that the economic benefits associated with the transaction will flow to the entity, and the amount of revenue and related cost can be reliably measured.

Revenue from the sale of coal is recognised when the Group entity has delivered to the customer and significant risks and rewards of ownership of the coal have been passed to the customer.

Revenue from usage of coal mining facilities is recognised when the services are rendered.

Interest income is recognised on a time proportion basis using the effective interest method.

(f) Property, plant and equipment

Property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

The cost of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Construction in progress included in property, plant and equipment is not depreciated as these assets are not yet available for use.

Land is not depreciated. Depreciation is calculated on a straight line basis to allocate the depreciable amounts of property, plant and equipment over their estimated useful lives. The estimated useful lives are as follows:

	Years
Buildings	10
Infrastructures	8
Vehicles	4 - 5
Machinery	4
Office equipment	4
Leasehold improvements	2

2 Significant accounting policies (cont'd)

(f) Property, plant and equipment (cont'd)

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at each reporting date. The effects of any revision are recognised in profit or loss when the changes arise.

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset when it is probable that future economic benefits, will flow to the Group and the cost can be reliably measured. Other subsequent expenditure is recognised as an expense during the financial period in which it is incurred.

On disposal of a property, plant and equipment, the difference between the net disposal proceeds and its carrying amount is recognised in statement of comprehensive income.

(g) Intangible assets

Acquired mining business license is stated at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated using the straight line method to allocate the cost of license acquired over 12 years, which is the shorter of their useful life, being the expected completion of coal mining in the licensed mining area or the termination of the mining business license.

(h) Deferred exploration and evaluation costs

Exploration and evaluation activities involve the search for minerals, determination of technical feasibility and assessment of commercial viability of an identified resource.

Such activities include:

(i) gathering exploration data through topographical, geochemical and geophysical studies;

(ii) exploratory drilling, trenching and sampling;

(iii) determining and examining the volume and grade of the resource; and

(iv) surveying transportation and infrastructure requirements.

Administration costs that are not directly attributable to a specific exploration area are charged to profit or loss. Licence costs paid in connection with a right to explore in an existing exploration area are capitalised and amortised from the commencement of coal mining.

Exploration and evaluation costs (including amortisation of capitalised licence costs) are capitalised as incurred, except in the following circumstances:

(i) before the legal rights to explore a specific area are obtained.

(ii) after the technical feasibility and commercial viability of extracting a mineral resource are demonstrable or proven reserves are discovered.

2 Significant accounting policies (cont'd)

(h) Deferred exploration and evaluation costs (cont'd)

Capitalised exploration and evaluation costs are subsequently measured at cost less any allowance for impairment. Such assets are not depreciated as they are not available for use but monitored for indications of impairment. To the extent that exploration and evaluation costs are not expected to be recovered, these are charged to profit or loss.

When proven reserves are determined, exploration and evaluation assets are reclassified to "Mining Properties".

(i) Mine reclamation and rehabilitation and asset retirement obligations

Mine reclamation and rehabilitation expenditures are costs associated with mine reclamation during the mine operation period, mine closure and decommissioning and demobilisation of facilities and other closure activities.

Provision for estimated costs of mine reclamation and rehabilitation and provision for mine closure are recorded on an incremental basis based on the quantity produced. The rate used is subject to a regular review based on mine reclamation and mine closure plans.

The obligations are recognised as liabilities when a legal obligation with respect to the retirement of an asset is incurred, with the initial measurement of the obligation at present value. These obligations are accreted to full value over time through charges to the Consolidated Statement of Comprehensive Income. In addition, an asset retirement cost equivalent to the liabilities is capitalised as part of the related asset's carrying value and is subsequently depreciated or depleted over the asset's useful life. A liability for an asset retirement obligation is incurred over more than one reporting period. For example, if a facility is permanently closed but the closure plan is developed over more than one reporting period, the cost of the closure of the facility is incurred over the reporting periods when the closure plan is finalised.

For environmental issues that may not involve the retirement of an asset, where the Group is a responsible party and it is determined that a liability exits, and the amount can be quantified, the Group accrues for the estimated liability. In determining whether a liability exists in respect of such environmental issues, the Group applies the criteria for liability recognition under applicable accounting standards, as follows:

(i) there is clear indication that an obligation has been incurred at the financial reporting date resulting from activities which have already been performed; and

(ii) there is a reasonable basis to calculate the amount of the obligation incurred.

2 **Significant accounting policies (cont'd)**

(j) **Leases**

When a Group entity is the lessee:

Finance leases

Leases of property, plant and equipment in which the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of fair value of the leased property or the present value of the minimum lease payments. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in finance lease liabilities. The interest element of the finance cost is taken to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases are depreciated over the shorter of the useful life of the asset or the lease term.

Operating leases

Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are taken to the profit or loss on a straight-line basis over the period of the lease.

When an operating lease is terminated before the lease period has expired, any payment required to be made to the lessor by way of penalty is recognised as an expense in the period in which termination takes place.

(k) **Inventories**

Coal inventories represent coal on hand and are valued at the lower of cost and net realisable value. Cost is determined on a monthly weighted-average basis and includes an appropriate allocation of materials, labour, depreciation and overheads related to mining activities. Net realisable value is the estimated sales amount in the ordinary course of business, less the estimated costs of completion and selling expenses.

Fuel and spare parts are stated at lower of cost and net realisable value. Cost is determined using the first-in, first-out method.

(l) **Mining properties**

Mining properties are stated at cost less accumulated amortisation, and include costs transferred from deferred exploration and evaluation assets once technical feasibility and commercial viability of an area of interest are demonstrable, and subsequent costs to develop the mine to the production phase.

The mining property balance is amortised using the units-of-production method based on estimated coal reserves from commencement of commercial production.

2 Significant accounting policies (cont'd)

(m) Stripping costs

Stripping costs incurred for the removal of overburden without exposing the coal are deferred and recognised as production costs when the coal has been exposed. Deferred stripping costs are written-off during the period in which the coal is determined to be either not available and/or not economic to be mined.

Stripping is performed based on a life of mine plan and stripping costs are recognised as production costs based on the average life of mine stripping ratio. When the actual stripping ratio exceeds the average life of mine stripping ratio, the excess stripping costs are deferred and recorded in the consolidated statement of financial position as deferred stripping costs. When the actual stripping ratio is lower than the average life of mine stripping ratio, the difference is charged to profit or loss. Changes in the estimated average life of mine stripping ratio are accounted for on a prospective basis over the remaining life of mine.

(n) Financial assets

Classification

The Group classifies its financial assets according to the purpose for which the assets were acquired. Management determines the classification of its financial assets at initial recognition. The Group's financial assets are loans and receivables and available-for-sale investment.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except those maturing later than 12 months after the reporting date which are classified as non-current assets. Loans and receivables are classified within "trade and other receivables (exclude prepayments and advance payment to suppliers)" and "cash and bank balances" on the statements of financial position.

Financial assets, available-for-sale

Financial assets, available-for-sale include equity securities that are non-derivatives and are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the assets within 12 months after the reporting date.

Recognition and derecognition

Regular purchases and sales of financial assets are recognised on trade-date - the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

On disposal of a financial asset, the difference between the net sale proceeds and its carrying amount is recognised in profit or loss.

2 Significant accounting policies (cont'd)

(n) Financial assets (cont'd)

Initial measurement

Financial assets are initially recognised at fair value plus transaction costs.

Subsequent measurement

Loans and receivables are carried at amortised cost using the effective interest method, less impairment.

Interest income on financial assets is recognised separately in the profit or loss.

Available-for-sale investment in equity instruments that do not have a quoted market price in an active market and whose fair value cannot be reliably measurable, are measured at cost less impairment loss.

Impairment

The Group assesses at each reporting date whether there is objective evidence that a financial asset or a group of financial assets is impaired.

Loans and receivables

Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the receivable is impaired.

The carrying amount of these assets is reduced through the use of an impairment allowance account, and the amount of the loss is recognised in profit or loss. The allowance amount is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. When the asset becomes uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are recognised against the same line item in profit or loss.

Impairment loss is reversed through the profit or loss if the impairment loss decrease can be related objectively to an event occurring after the impairment loss was recognised. The carrying amount of the asset previously impaired is increased to the extent that the new carrying amount does not exceed the amortised cost had no impairment been recognised in prior periods.

Financial assets, available-for-sale

For available-for-sale financial assets carried at cost, the amount of impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. The amount of impairment loss is recognised in profit or loss and such losses are not reversed in subsequent periods.

2 Significant accounting policies (cont'd)

(o) Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Other financial liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest method, with interest expense recognised on an effective yield basis.

Convertible bonds

Convertible bond with a conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a variable number of the Company's own equity instruments is a hybrid instrument consisting an embedded derivative and a non-derivative host contract. Convertible bond with a conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is a compound instrument consisting a debt host component and an equity conversion option.

Hybrid instrument: Where conversion option will be settled by the exchange of a fixed amount of cash or another financial asset for a variable number of the Company's own equity instruments

On initial recognition, the fair value of the liability host component is determined using the prevailing market interest of similar non-convertible debts. The difference between the gross proceeds of the issue of the convertible loans and the fair value assigned to the liability host component, representing the conversion option for the holder to convert the loans into equity, is recognised separately as derivative financial liability.

On subsequent measurements, the derivative financial liability which represents the equity conversion option is measured at its fair value, with fair value changes recognised in profit or loss. The liability host component is carried at amortised cost using the effective interest method until the liability is extinguished on conversion or redemption.

Upon conversion, the derivative financial liability and the carrying amount of the liability host component will be transferred to share capital.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expired.

2 Significant accounting policies (cont'd)

(p) Income taxes

Income tax on the profit or loss for the period comprises current and deferred tax. Income tax is recognised in profit or loss except to the extent that it relates to items recognised directly to equity, in which case it is recognised in equity.

Current tax is the expected tax payable or recoverable on the taxable income for the current period, using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable or recoverable in respect of previous years.

Deferred income tax is provided using the liability method, on all temporary differences at the reporting date arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except where the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination, and at the time of the transaction, affects neither the accounting nor taxable profit or loss.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference can be controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on currently enacted or substantively enacted tax rates at the reporting date.

Deferred income tax are charged or credited to equity if the tax relates to items that are credited or charged, in the same or a different period, directly to equity.

(q) Cash and cash equivalents

For the purposes of presentation in the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and in banks, deposits with financial institutions which are readily convertible and subject to an insignificant risk of change in value.

(r) Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

2 Significant accounting policies (cont'd)

(r) Impairment of non-financial assets (cont'd)

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is recognised in other comprehensive income up to the amount of any previous revaluation.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A previously recognised impairment loss for an asset is only reversed if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. A reversal of an impairment loss is recognised immediately in the profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

(s) Post-employment benefits

The post-employment pension benefit obligation is the present value of the defined benefit obligation at end of the reporting period less the fair value of plan assets, together with adjustments for unrecognised past service costs. The defined benefit obligation is calculated annually by an independent actuary using the projected unit credit method. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are directly recognised in other comprehensive income and reported in retained earnings.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using the yield at end of the reporting period of long term government bonds denominated in Indonesian Rupiah in which the benefits will be paid and that have terms to maturity similar to the related pension obligation.

(t) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past event, and it is probable that an outflow of economic resources will be required to settle that obligation and that the amount can be estimated reliably. Provisions are measured at management's best estimate of the expenditure required to settle the obligation at the reporting date, and are discounted to present value where the effect is material.

(u) Borrowing costs

Borrowing costs, which comprise interest and other costs incurred in connection with the borrowing of funds, are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale. All other borrowing costs are expensed in the period they occur.

2 Significant accounting policies (cont'd)

(v) Functional and foreign currencies

Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which that entity operates (the "functional currency"). The Company's functional currency is Singapore dollar.

The financial statements of the Company for the financial year ended 31 March 2014 were previously presented in Hong Kong dollar. As the majority of the Group's transactions and balances are from the subsidiaries in Indonesia and the functional currency of subsidiaries in Indonesia is United States dollar, thus the Company has changed its presentation currency to United States dollar. This change has been applied retrospectively. Accordingly, an additional statement of financial position of the Company as at 1 April 2013 has been presented in accordance with FRS 1.

Transactions and balances

Transactions in a currency other than the functional currency are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Currency translation gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss, except for currency translation differences on net investment in foreign operations and borrowings, which are included in the currency transaction reserve within equity in the financial statements. The currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

Translation of Group entities' financial statements

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) Assets and liabilities are translated at the closing rates at the reporting date;

(ii) Income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and

(iii) All resulting exchange differences are recognised in other comprehensive income and accumulated in the currency translation reserve within equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations (including monetary items that, in substance, form part of the net investment in foreign entities), and of borrowings are recognised in the currency translation reserve.

2 Significant accounting policies (cont'd)

(v) Functional and foreign currencies (cont'd)

Translation of Group entities' financial statements (cont'd)

Fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

On disposal of a foreign group entity, the cumulative amount of the currency translation reserve relating to that particular foreign entity is reclassified from equity and recognised in profit or loss when the gain or loss on disposal is recognised.

(w) Share-based compensation

Employees of the Group receive remuneration in the form of share options as consideration for services rendered. The cost of these equity-settled transactions with employees is measured by reference to the fair value of the options granted on the date of the grant. This cost is recognised in profit or loss, with a corresponding increase in the share option reserve, over the vesting period. Non-market vesting conditions are included in the estimation of the number of shares under options that are expected to become exercisable on the vesting date. At the end of the reporting period, the Group revises its estimates of the number of shares under options that are expected to become exercisable on the vesting date and recognises the impact of the revision of the estimates in profit or loss, with a corresponding adjustment to the share option reserve over the remaining vesting period.

When the options are exercised, the proceeds received (net of transaction costs) and the related balance previously recognised in the share option reserve are credited to share capital account when new ordinary shares are issued. Upon expiry of the options, the balance in the share option reserve is transferred to retained earnings.

(x) Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incurs expenses, including revenues and expenses that relate to transactions with other components of the Group. Operating segments are reported in a manner consistent with the internal reporting provided to the Group's chief operating decision maker for making decisions about allocating resources and assessing performance of the operating segments.

(y) Significant accounting judgments and estimates

In the process of applying the Group's accounting policies, management has made the following judgments and estimations which has the most significant effect on the amounts recognised in the financial statements.

Estimates, assumptions concerning the future and judgments are made in the preparation of the financial statements. They affect the application of the Group's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances.

The following presents the critical accounting estimates and judgments that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

2 Significant accounting policies (cont'd)

(y) Significant accounting judgments and estimates (cont'd)

Functional currency

The Company measures foreign currency transactions in the functional currency of the Company. In determining the functional currency of the Company, judgment is required by management to determine the primary economic environment in which the Company operates, the Company's process of determining sales prices and the currency of the country whose competitive forces and regulations mainly influences the prices of its goods and services. Management has assessed that prices are mainly denominated and settled in the local currency of the Company. In addition, the Company's cost base is mainly denominated in local currency. Therefore, management concluded that the functional currency of the Company is local currency.

Estimated useful lives of property, plant and equipment

As at each reporting date, the Group reviews the estimated useful lives of property, plant and equipment based on factors such as business plans and strategies, expected level of usage and future technological developments. It is possible that future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned. A reduction in the estimated useful lives of property, plant and equipment would increase the recorded depreciation and decrease the non-current assets. The carrying amount of the Group's property, plant and equipment at the end of reporting period is disclosed in Note 11.

Income taxes and deferred tax assets

The Group recognises deferred tax assets on carried forward tax losses to the extent there are sufficient estimated future taxable profits and/or taxable temporary differences against which the tax losses can be utilised.

Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits.

In addition, the Group has exposure to income taxes in Singapore and Indonesia. Significant judgment is involved in determining the Group's provision for income taxes. There are various transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcomes of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax in the period in which such determination is made.

The carrying amount of deferred tax assets recognised at the end of reporting period is disclosed in Note 16.

2 Significant accounting policies (cont'd)

(y) Significant accounting judgments and estimates (cont'd)

Impairment of mining properties and property, plant and equipment

As at each reporting date, the Group assess whether there is any objective evidence that the mining properties and property, plant and equipment are impaired. To determine whether there is any objective evidence of impairment, the Group considers the events or circumstances that indicate the carrying amount of the mining properties and property, plant and equipment may not be recoverable. Recoverable amount is defined as the higher of an asset's fair value less cost to sell and its value in use. In making this judgment, the Group evaluates the net present value of future cash flows using cash flow projections which have been discounted at an appropriate rate. At the end of reporting period, the carrying amount of the mining properties is disclosed in Note 15 and the carrying amount of property, plant and equipment is disclosed in Note 11.

Impairment of receivables

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset is impaired. To determine whether there is objective evidence of impairment, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments.

Where there is objective evidence of impairment, the amount and timing of future cash flows are estimated based on historical loss experience for assets with similar credit risk characteristics. If the present value of estimated future cash flows differ from management's estimates, the Group's allowance for impairment for receivables and the receivables balance at the end of the reporting period will be affected accordingly. The carrying amount of the Company and the Group's receivables at the end of the reporting period is disclosed in Note 18.

Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on the current market condition and the historical experience of selling products of similar nature. It could change significantly as a result of competitor actions in response to industry cycles. The carrying amount of the Group's inventories at the end of the reporting period is disclosed in Note 19.

Reserve estimates

The Group determines and reports its coal reserves under the principles incorporated in the Code for Reporting of Mineral Resources and Ore Reserves (the "JORC Code"). In order to estimate coal reserves, assumptions are required about a range of geological, technical and economic factors, including quantities, production techniques, stripping ratio, productions costs, transport costs, commodity demand, commodity prices and exchange rates.

Estimating the quantity and/or calorific value of coal reserves requires the size, shape and depth of coal bodies or fields to be determined by analysing geological data such as drilling samples. This process may require complex and difficult geological judgments to interpret the data.

2 Significant accounting policies (cont'd)

(y) Significant accounting judgments and estimates (cont'd)

Reserve estimates (cont'd)

Because the economic assumptions used to estimate reserves change from period to period and because additional geological data is generated during the course of operations, estimates of reserves may change from period to period. Changes in reported reserves may affect the Group's financial results and financial position in a number of ways, including the amortisation of mining properties and deferred stripping costs as well as the recovery of the carrying amounts of mining properties and deferred stripping costs. The carrying amounts of the Group's mining properties and deferred stripping costs at the end of the reporting period are disclosed in Notes 15 and 14 respectively.

Deferred stripping costs

Stripping of waste materials takes place throughout the production stage of the mine or pit. The life of mine or pit waste-to-coal ratio is a function of an individual mine's pit design and therefore changes to that design will generally result in changes to the ratio. Changes in other technical or economic parameters that have an impact on reserves will also have an impact on the life of mine or pit ratio even if they do not affect the pit design. Changes to the life of mine or pit ratio are accounted for prospectively.

Stripping ratio applied in the first year of production was based on the life of mine plan. This stripping ratio is reviewed annually. The carrying amount of the deferred stripping costs at the end of the reporting period is disclosed in Note 14.

Convertible bonds and its embedded financial instrument

The fair values of derivative financial instrument embedded in the convertible bonds were determined by a professional independent valuer. In arriving at the fair value of the derivative financial instruments, extensive accounting estimates, assumptions and judgments were used.

The carrying amounts of the derivative financial liability and the convertible bonds at initial recognition and subsequent measurement would differ if the valuer uses a different methodology or make changes to the parameters used in its valuation, such as volatility of the share price, dividend yield, annual risk-free interest rates and the probability and expected date for the completion of the proposed reverse acquisition. Should there be changes in the methodology and parameters used, the fair value for the derivative financial liability and the corresponding amount of the convertible bonds and related amortisation of the convertible bonds and fair value gains/losses would change accordingly. The carrying amount of the convertible bonds at the end of the reporting period is disclosed in Note 20.

Post-employment benefits

The determination of the Group's employee benefits liabilities is dependent on selection of certain assumptions used by the independent actuaries in calculating such amounts. Those assumptions include among others, discount rate and salary increase rate, annual employee turn-over rate, disability rate, and retirement age and mortality rate. While the Group believes that its assumptions are reasonable and appropriate, significant differences in the Group's actual results or significant changes in the Group's assumptions may materially affect its employee benefits liabilities and net employee benefits expense. The carrying amount of the provision for post-employment benefits at the end of the reporting period is disclosed in Note 22.

2 Significant accounting policies (cont'd)

(y) Significant accounting judgments and estimates (cont'd)

Provisions for mine reclamation and rehabilitation

The Group's accounting policy for the recognition of provision for mine reclamation and rehabilitation requires significant estimates and assumptions, such as requirement of the relevant legal and regulatory framework; the magnitude of possible land disturbance and the timing, extend and costs of required closure and rehabilitation activity. These uncertainties may result in future actual expenditures differing from the amounts currently provided. The provision recognised for each site is periodically reviewed and updated based on the facts and circumstances available at the time.

The carrying amount of the provision for mine reclamation and rehabilitation at the end of the reporting period is disclosed in Note 24.

3 Revenue

	Group	
	2015	2014
	US$'000	US$'000
Sales of coal	**84,616**	59,115
Revenue from usage of coal mining facilities	**2,252**	2,575
	86,868	61,690

4 Other income

	Group	
	2015	2014
	US$'000	US$'000
Gain on waiver of amount due to former subsidiary, Sky One Network (Holding) Ltd	**2,428**	–
Gain on foreign currency exchange, net	**2,330**	1,319
Waiver of interest payable on convertible bonds	**1,504**	–
Fair value gain on non-current interest free loan	**748**	–
Write-back of standby claim	**750**	75
Interest income	**2**	4
Others	**143**	1
	7,905	1,399

5 Finance costs

	Group	
	2015	2014
	US$'000	US$'000
Interest expenses on:		
- loan from a related party	**96**	–
- amounts due to third party	**2,086**	1,944
- amounts due to bondholder	**293**	569
- convertible bonds	**876**	1,906
- finance lease liabilities	**104**	5
- interest accretion on provision for asset retirement obligations (Note 24(b))	**27**	22
	3,482	4,446

6 Other expenses

	Group	
	2015	2014
	US$'000	US$'000
Impairment of goodwill arising from Reverse Acquisition (Note 1(b))	**45,858**	–
Cost of professional fee paid in shares	**15,675**	–
Fair value loss on derivative financial liability (Note 20)	**2,548**	125
Land compensation	**263**	5,038
Standby claim by a contractor	**–**	168
Others	**24**	49
	64,368	5,380

7 Loss before tax

	Group	
	2015	2014
	US$'000	US$'000
This is arrived at after charging:		
Amortisation of deferred stripping costs (Note 14)	**12,468**	5,523
Amortisation of intangible assets (Note 12)	**40**	40
Amortisation of mining properties (Note 15)	**2,398**	1,112
Auditors' remuneration paid/payable to:		
- auditor of the Company	**91**	16
- other auditors*	**40**	40
Depreciation of property, plant and equipment (Note 11(b))	**1,854**	853
Fee for non-audit services paid/payable to:		
- auditor of the Company	**371**	1
- other auditors*	**91**	–
Inventories written down (Note 19)	**–**	118
Land and building taxes	**115**	948
Loss on waiver of amount due from former subsidiaries	**339**	–
Operating lease expenses	**4,222**	5,430
Other professional fees	**491**	1,105
Professional fee in relation to Reverse Acquisition	**1,765**	638
Provision for mine reclamation and rehabilitation (Note 24(a))	**232**	349
Staff costs (Note 8)	**3,731**	2,080

* Includes independent member firms of the Baker Tilly International network

8 Staff costs

	Group	
	2015	2014
	US$'000	US$'000
Salaries and related costs	**3,551**	1,986
Post-employment benefits (Note 22)	**180**	94
	3,731	2,080

9 Tax expense/(credit)

	Group	
	2015	2014
	US$'000	US$'000
Tax expense/(credit) attributable to losses is made up of:		
Current income tax		
- Current year's income tax	**108**	3
Deferred tax		
- Current year (Note 16)	**546**	(519)
	654	(516)

Tax expense relating to each component of other comprehensive income is as follows:

	2015			2014		
	Before tax	**Tax charge**	**After tax**	Before tax	Tax charge	After tax
	US$'000	**US$'000**	**US$'000**	US$'000	US$'000	US$'000
Group						
Remeasurement of post-employment benefits	**(13)**	**3**	**(10)**	(69)	17	(52)

The income tax expense/(credit) on the results of the financial year differs from the amount of income tax determined by applying the domestic rates applicable in the countries where the Group entities operates due to the following factors:

	Group	
	2015	2014
	US$'000	US$'000
Loss before tax	**(63,637)**	(12,395)
Tax calculated at domestic rates applicable to loss in the countries in which the Group entities operates	**(10,948)**	(2,936)
Expenses not deductible for tax purposes	**11,983**	2,446
Income not subject to tax	**(422)**	(10)
Utilisation of unrecognised deferred tax assets	**–**	(13)
Effect of partial tax exemption	**41**	(3)
	654	(516)

The corporate income tax applicable to the entities in Singapore is 17% (2014: 17%). The corporate income tax rate applicable to the subsidiaries in Indonesia is 25% (2014: 25%).

10 Loss per share

The calculation of the basic and diluted loss per share attributable to the ordinary equity holders of the Company is based on the following data:

	Group	
	2015	2014
	US$'000	US$'000
Net loss for the year attributable to equity holders of the Company	**(63,842)**	(9,893)

	Group	
	2015	2014
	'000	'000
Weighted average number of ordinary shares for basic earnings per share	**1,424,145**	1,172,000

For the current financial year, the weighted average number of ordinary shares for the year is calculated based on:

(a) the number of ordinary shares outstanding from the beginning of the year, up to the Completion Date is computed based on the weighted average number of ordinary shares of EP (the "Legal Subsidiary") outstanding during the period multiplied by the exchange ratio established in the sale and purchase agreement; and

(b) the number of ordinary shares outstanding from the Completion Date, up to the end of the reporting period is the actual number of ordinary shares of the Company outstanding during the period.

For the year ended 31 March 2014, the weighted average number of ordinary shares is calculated based on the Legal Subsidiary's historical average number of ordinary shares outstanding multiplied by the exchange ratio established in the sale and purchase agreement.

As the effect of the conversion of convertible instrument is anti-dilutive for the financial year ended 31 March 2014, diluted loss per share is equivalent to basic loss per share. At 31 March 2015, the diluted loss per share is the same as the basis loss per share as there were no outstanding convertible instruments.

11 Property, plant and equipment

	Land US$'000	Buildings US$'000	Infrastructures US$'000	Vehicles US$'000	Machinery US$'000	Office equipment US$'000	Leasehold improvements US$'000	Construction in progress US$'000	Total US$'000
Group									
2015 and 2014									
Cost									
Balance at 01.04.2013	–	441	300	374	74	85	89	3,827	5,190
Additions	–	9	1,279	114	44	75	56	1,530	3,107
Reclassification	–	–	3,802	–	–	–	–	(3,802)	–
Balance at 31.03.2014	–	450	5,381	488	118	160	145	1,555	8,297
Acquisition of subsidiaries	250	–	–	3,011	–	16	–	–	3,277
Additions	–	179	125	694	878	183	4	1,520	3,583
Reclassification	–	–	2,874	–	–	–	–	(2,874)	–
Balance at 31.03.2015	**250**	**629**	**8,380**	**4,193**	**996**	**359**	**149**	**201**	**15,157**
Accumulated depreciation									
Balance at 01.04.2013	–	12	27	73	10	16	14	–	152
Depreciation charge	–	45	573	115	26	38	56	–	853
Balance at 31.03.2014	–	57	600	188	36	54	70	–	1,005
Acquisition of subsidiaries	–	–	–	975	–	7	–	–	982
Depreciation charge	–	57	1,028	543	102	64	60	–	1,854
Balance at 31.03.2015	–	114	1,628	1,706	138	125	130	–	3,841
Net carrying value									
At 31.03.2014	–	393	4,781	300	82	106	75	1,555	7,292
At 31.03.2015	**250**	**515**	**6,752**	**2,487**	**858**	**234**	**19**	**201**	**11,316**

11 Property, plant and equipment (cont'd)

(a) The net carrying value of property, plant and equipment of the Group held under finance lease arrangements at the reporting date were as follows:

	Group	
	2015	2014
	US$'000	US$'000
Vehicles	**1,694**	89

(b) Depreciation was charged to the following accounts:

	Group	
	2015	2014
	US$'000	US$'000
Administrative expenses	**137**	812
Cost of goods sold	**1,717**	41
	1,854	853

12 Intangible assets

	Group	
	2015	2014
	US$'000	US$'000
Mining business license		
Cost		
At beginning and end of the financial year	**481**	481
Accumulated amortisation		
At beginning of the financial year	**200**	160
Amortisation charge (Note 7)	**40**	40
At end of the financial year	**240**	200
Net carrying value at end of the financial year	**241**	281

Amortisation expense is recognised in the "Administrative expenses" line item in the consolidated statement of comprehensive income.

13 Deferred exploration and evaluation costs

	Group	
	2015	2014
	US$'000	US$'000
Cost		
At beginning of the financial year	**561**	–
Additions	**79**	561
At end of the financial year	**640**	561

The additional costs incurred were costs relating to a subsidiary's coal mining site activities in Kutai Kartanegara, East Kalimantan, for the "Borrow to Use Permit for Forest Areas" (IPPKH-2), which is still under the process of approval by the Indonesian Forestry Department.

14 Deferred stripping costs

This account represents the excess of costs resulting from the actual stripping ratio exceeding the estimated average life of mine stripping ratio.

The amortisation of deferred stripping costs for the year ended 31 March 2015 amounting to US$12,468,000 (2014: US$5,523,000) was recognised as an expense in cost of goods sold.

The actual average stripping ratio for the year ended 31 March 2015 was 7.90 (2014: 9.00) whereas the estimated average life of mine stripping ratio based on management's current mine plan is 11.90 (2014: 10.70), which is based on an Independent Technical Report.

15 Mining properties

This represents costs incurred in relation to land compensation and exploration and development expenditures when proven reserves are determined.

	Group	
	2015	2014
	US$'000	US$'000
Cost		
At beginning of the financial year	**10,917**	10,717
Additions	**–**	200
At end of the financial year	**10,917**	10,917
Accumulated amortisation		
At beginning of the financial year	**1,399**	287
Amortisation charge (Note 7)	**2,398**	1,112
At end of the financial year	**3,797**	1,399
Net carrying value at end of the financial year	**7,120**	9,518

Amortisation expense is recognised in the "Cost of goods sold" line item in the consolidated statement of comprehensive income.

16 Deferred tax assets

The movements in the deferred tax assets is as follows:

	Group	
	2015	2014
	US$'000	US$'000
At beginning of the financial year	**2,214**	1,678
Acquisition of subsidiary	**62**	–
(Charge)/credit to profit or loss (Note 9)	**(546)**	519
Credit to other comprehensive loss	**3**	17
At end of the financial year	**1,733**	2,214

The deferred tax assets on temporary differences recognised in the financial statements are in respect of tax effects arising from:

	Group	
	2015	2014
	US$'000	US$'000
Unabsorbed tax losses	**903**	1,688
Accrual for land and building taxes	**251**	265
Post-employment benefits	**101**	61
Property, plant and equipment	**282**	54
Provisions	**124**	64
Inventories written down	**–**	70
Others	**72**	12
	1,733	2,214

The Group has recognised deferred tax assets on the basis that there are sufficient estimated future taxable profits and taxable temporary differences against which the tax benefits can be utilised based on the management's financial performance projections.

17 Investments in subsidiaries/available-for-sale investment

	Company	
	2015	2014
	US$'000	US$'000
Investments in subsidiaries		
Unquoted equity shares, at cost	**187,577**	33,409
Less: Allowance for impairment loss	**–**	(28,218)
At end of the financial year	**187,577**	5,191

17 Investments in subsidiaries/available-for-sale investment (cont'd)

Movements in allowance for impairment loss are as follows:

	Company	
	2015	2014
	US$'000	US$'000
At beginning of financial year	**28,218**	25,689
Impairment loss recognised during the year	**–**	505
Impairment loss reclassified to available-for-sale investment	**(27,579)**	–
Exchange differences	**(639)**	2,024
At end of the financial year	**–**	28,218

	Company	
	2015	2014
	US$'000	US$'000
Available-for-sale investment		
Unquoted equity shares, at cost	**30,469**	–
Less: Allowance for impairment loss	**(27,579)**	–
At end of the financial year	**2,890**	–

Effect of Reverse Acquisition and proposed disposal

Unquoted equity investments in subsidiaries as at 31 March 2015 represent the Company's investments in EP, a company acquired on 12 November 2014, and PTEIR. Its shares in Sky One Network (Holding) Ltd were reclassified to available-for-sale investment on 12 November 2014 after considering the de facto circumstances of the Reverse Acquisition and that the Company has obtained shareholders' approval to dispose off it for cash. The available-for-sale investment is measured at recoverable amount. Pursuant to Proposed Disposal as described in Note 1(b), a total amount of US$1,933,000 has been received as at the reporting date from a former director for the disposal of available-for-sale investment. The disposal was subsequently completed on 10 April 2015.

(a) Details of subsidiaries:

Name of subsidiaries (Country of incorporation)	Principal activities	Equity interest 2015 %	Equity interest 2014 %
Held by the Company			
Energy Prima Pte. Ltd.[1] (Singapore)	Investment holding	**100**	–
PT Energy Indonesia Resources[2] (Indonesia)	Mining support activities consisting of management of a stockpile facility, jetty and loading conveyor; transportation of coal; and other logistical support activities	**99**	99

17 Investments in subsidiaries/available-for-sale investment (cont'd)

(a) Details of subsidiaries (cont'd):

Name of subsidiaries (Country of incorporation)	Principal activities	Equity interest 2015 %	2014 %
RPG Trading Pte. Ltd. (Singapore) (Note (b))	Dormant	**100**	–
Sky One Network (Holding) Ltd[5] [6] (British Virgin Islands)	Investment holding	**–**	100
Held by Energy Prima Pte. Ltd.			
PT Pilar Mas Utama Perkasa[2] (Indonesia)	Trading (import) of goods	**80**	–
Held by PT Pilar Mas Utama Perkasa			
PT Rinjani Kartanegara[2] (Indonesia)	Coal mining, including production, construction, processing, refining and sale	**99.80**	99.80
Held by Sky One Network (Holding) Ltd			
PT Energy Indonesia Resources[2] (Indonesia)	Mining support activities consisting of management of a stockpile facility, jetty and loading conveyor; transportation of coal; and other logistical support activities	**1**	1
Sky One Express (HK) Limited[3] [6] (Hong Kong)	Provision of total logistics services (including freight and inland transportation of air and sea cargo, an warehousing)	**–**	100
Sky One International Freight Limited[3] [6] (Hong Kong)	Provision of total logistics services (including freight and inland transportation of air and sea cargo, and warehousing)	**–**	51
Sky One Logistics (HK) Limited[3] [6] (Hong Kong)	Provision of total logistics services (including freight and inland transportation of air and sea cargo, and warehousing)	**–**	100
Sky One Investment (China) Limited[3] [6] (Hong Kong)	Dormant	**–**	100

17 Investments in subsidiaries/available-for-sale investment (cont'd)

(a) Details of subsidiaries (cont'd):

Name of subsidiaries (Country of incorporation)	Principal activities	Equity interest 2015 %	Equity interest 2014 %
Held by Sky One International Freight Limited			
Skyone SSI Logistics (HK) Limited[(3) (6)] (Hong Kong)	International air and sea freight forwarding agent, customs brokerage and clearance, packaging, and exhibition and fine art removal	–	100
天腾国际货运代理（上海）有限公司 ("Sky One SSI Logistics Limited")[(3) (6)] (People's Republic of China)	International air and sea freight forwarding agent, customs brokerage and clearance, domestic warehousing and distribution, packaging, and exhibition and fine art removal	–	100

(1) Audited by Baker Tilly TFW LLP, Singapore.

(2) Audited by Johan Malonda Mustika & Rekan, an independent member firm of Baker Tilly International, for consolidation purpose.

(3) Audited by Dominic K.F. Chan & Co., Hong Kong and reviewed by Mazars LLP, Singapore for consolidation purpose for financial year 2014.

(4) Audited by Shanghai Mazars Certified Public Accountants, a member firm of Mazars for financial year 2014.

(5) Audited by Mazars LLP, Singapore for consolidation purpose for financial year 2014.

(6) Reclassified to available-for-sale investment during the financial year 2015.

(b) Acquisition of a subsidiary

On 27 March 2015, the Company acquired 100% of the issued share capital of RPG Trading Pte. Ltd. for a cash consideration of $1.00 from a director of the Company.

(c) Summarised financial information of subsidiaries with material non-controlling interests ("NCI")

The Group has the following subsidiaries that have NCI that are considered by management to be material to the Group:

Name of subsidiary	Principal place of business/ Country of incorporation	Ownership interests held by NCI
		2015 and 2014
PT Rinjani Kartanegara ("PTRK")	Indonesia	20.2%

The following are the summarised financial information of the Group's subsidiary with NCI that are considered by management to be material to the Group. These financial information include consolidation adjustments but before inter-company eliminations.

17 Investments in subsidiaries/available-for-sale investment (cont'd)

(c) Summarised financial information of subsidiaries with material non-controlling interests ("NCI") (cont'd)

Summarised Balance Sheet

	PTRK	
	2015 US$'000	2014 US$'000
Non-current assets	**19,987**	32,486
Current assets	**25,908**	11,447
Non-current liabilities	**(38,018)**	(35,929)
Current liabilities	**(26,730)**	(24,702)
Net liabilities	**(18,853)**	(16,698)
Net liabilities attributable to NCI	**(3,808)**	(3,373)

Summarised Income Statement

	PTRK	
	2015 US$'000	2014 US$'000
Revenue	**86,868**	61,690
Loss before tax	**(1,532)**	(10,382)
Income tax (expense)/credit	**(611)**	516
Loss after tax	**(2,143)**	(9,866)
Other comprehensive loss	**(10)**	(52)
Total comprehensive loss	**(2,153)**	(9,918)
Total comprehensive loss allocated to NCI	**(435)**	(2,003)

Summarised Cash Flows

	PTRK	
	2015 US$'000	2014 US$'000
Cash flows used in operating activities	**(2,303)**	(1,889)
Cash flows used in investing activities	**(3,151)**	(3,390)
Cash flows generated from financing activities	**9,745**	4,872
Net increase/(decrease) in cash and cash equivalents	**4,291**	(407)

18 Trade and other receivables

	Group		Company	
	2015	2014	**2015**	2014
	US$'000	US$'000	**US$'000**	US$'000
Current				
Trade receivables	**15,730**	5,577	**–**	–
Other receivables				
- third parties	**174**	54	**16**	–
- related parties	**1,964**	2,004	**–**	–
- subsidiaries	**–**	–	**11,848**	339
- holding company	**–**	2	**–**	–
Prepayments	**201**	71	**70**	17
Advance payments to suppliers				
- third parties	**2,225**	62	**–**	–
- related party	**–**	710	**–**	–
Rental deposits	**270**	283	**11**	–
	20,564	8,763	**11,945**	356
Non-current				
Other receivables				
- Bank deposits pledged	**412**	433	**–**	–

The amounts due from related parties, subsidiaries and holding company are interest-free, non-trade in nature, unsecured and repayable on demand.

Included in other receivables due from related parties as at 31 March 2015 is an amount of US$1,964,000 (IDR22,397,350,000) (2014: US$1,964,000 (IDR22,397,350,000)) comprising an advance payment by a subsidiary to a related party for the search and acquisition of land for stockpiling of coal.

19 Inventories

	Group	
	2015	2014
	US$'000	US$'000
Coal	**942**	2,557
Fuel and spare parts	**52**	53
	994	2,610

Consolidated statement of comprehensive income

	2015	2014
	US$'000	US$'000
Inventories recognised as an expense in cost of goods sold	**79,437**	58,903
Inventories written down during the year recognised in cost of goods sold	**–**	118

20 Convertible bonds (unsecured)

	Group	
	2015	2014
	US$'000	US$'000
At beginning of the financial year	**20,357**	7,563
Issuance of convertible bonds	**–**	11,905
Imputed interest on liability component of loans	**876**	883
Fair value loss on derivative financial liability (Note 6)	**2,548**	125
Conversion to shares during the year	**(23,082)**	–
Exchange differences	**(699)**	(119)
At end of the financial year	**–**	20,357

The carrying amount of the convertible bonds at the reporting date are analysed as follows:

	Group	
	2015	2014
	US$'000	US$'000
Liability component of convertible bonds, at amortised cost	**–**	15,225
Conversion option classified as derivative financial liability, at fair value	**–**	5,132
Carrying amount of convertible bonds at end of the financial year	**–**	20,357

The liability component of the convertible bonds and derivative financial liability are presented as follows:

	Group	
	2015	2014
	US$'000	US$'000
Current	**–**	6,960
Non-current	**–**	13,397
	–	20,357

The fair values of the conversion option of the convertible bonds as at the inception dates of the bonds and the fair values of the conversion option at the end of each of the reporting periods were determined by an independent professional valuer.

20 Convertible bonds (unsecured) (cont'd)

The fair values had been calculated by applying the following parameters as determined by the independent professional valuer as at valuation dates:

	Year ended 31 March 2015	Year ended 31 March 2014
Discount rate	**17.36% to 22.23%**	17.36% to 22.23%
Risk-free rate	**0.32% to 0.33%**	0.29% to 0.42%
Dividend yield	**0%**	0%
Volatility of share price	**27.6% to 29.3%**	41.3% to 47.7%

The discount rate is by reference to the yields of comparable bonds with similar credit rating and time to maturity and risk-free rate. The risk-free rate is by reference to the yield of Singapore Government Sovereign debt. The volatility of the share price is by reference to comparable coal mining companies, based on daily observations over a time period commensurate with the expected duration of the conversion option.

At 31 March 2014, if the share price was 5% higher or lower while all the other variables were held constant, the fair value of conversion option of the convertible bonds would increase or decrease by US$262,000.

The convertible bonds were guaranteed by a director of the Company. In addition, 127,500 shares in EP, representing 6.38% equity interest held by the ultimate holding company were pledged to a bondholder at the previous reporting date. The pledge was released during the year upon conversion of the convertible bonds into the ordinary shares of the Company.

21 Trade and other payables

		Group		Company	
		2015 US$'000	2014 US$'000	**2015 US$'000**	2014 US$'000
Current					
Trade payables					
- third parties	(i)	**10,930**	16,183	**–**	–
- a related party		**–**	429	**–**	–
Accrued royalties		**1,118**	2,151	**–**	–
Accrued taxes on land and buildings		**1,004**	1,062	**–**	–
Accrued other operating expenses		**1,614**	1,385	**224**	207
Payables relating to mining properties		**145**	155	**–**	–
Standby claim		**165**	165	**–**	–
Customer deposits		**–**	1,932	**–**	–
Other payables					
- third parties		**1,273**	1,357	**–**	23
- advance payment from a former director		**1,933**	–	**1,933**	–
- former subsidiary	(iii)	**50**	–	**50**	2,396
- related party	(ii)	**–**	49	**–**	–
- a director	(iii)	**19**	103	**–**	–
- a shareholder	(iii)	**150**	164	**–**	–
- a bondholder	(iv)	**–**	1,301	**–**	–
- interest payable on convertible bonds		**–**	946	**–**	–
		18,401	27,382	**2,207**	2,626
Non-current					
Trade payables					
- third party	(i)	**12,580**	13,196	**–**	–
Other payables					
- third party	(i)	**4,174**	2,404	**–**	–
- related parties	(ii)	**705**	–	**–**	–
- interest payable on convertible bonds		**–**	593	**–**	–
		17,459	16,193	**–**	–
		35,860	43,575	**2,207**	2,626

21 Trade and other payables (cont'd)

(i) Included in the trade and other payables is a total amount of US$21,610,000 (2014: US$28,243,000) which bears interest rate at 8.29% to 9.06% (2014: 7.25% to 8.40%) per annum during the financial year.

(ii) The amounts due to related parties are interest-free, non-trade in nature, unsecured and repayable on demand except for balances totaling US$705,000 (2014: Nil) in which the principle amounts of S$1,810,000 (equivalent to US$1,446,000) are repayable in 5 years from the dates of drawdown in April 2014 and July 2014. These amounts have been discounted at deemed market interest rates for similar types of lending arrangement.

(iii) The amounts due to director, shareholder, subsidiary and former subsidiary are interest-free, non-trade in nature, unsecured and repayable on demand.

(iv) The amount due to bondholder arose from an additional loan provided by one of the bondholders. The loan bore interest at 25% per annum at the previous reporting date and has been repaid during the current financial year.

The amount due to the bondholder was secured by:

(a) Assignment of the sales proceeds from a coal sale and purchase contract entered into by a subsidiary;

(b) Corporate undertaking from a subsidiary to provide financial support; and

(c) Personal undertaking from a director of the Company to require the subsidiaries to perform their duties and obligations under the facility, assignment and other agreements.

22 Post-employment benefits

The Group's subsidiaries recognised liabilities for post-employment benefits based on the actuarial calculation by PT Bumi Dharma Aktuaria, an Independent Actuary.

The present value of the defined post-employment benefit obligations, and the related current service cost and past service cost, were measured using the projected unit credit method. No funding has been made to this defined benefit scheme.

The principal assumptions used in determining post employment benefits as at reporting date were as follows:

	Group	
	2015	2014
Normal pension age	**55 years**	55 years
Salary increment rate per annum	**10%**	10%
Discount rate per annum	**7.75%**	8.5%
Mortality rate	**TMI - 2011**	TMI - 2011
Disability level	**10% of TMI - 2011**	10% of TMI - 2011
Resignation level per annum	**5% for the age under 34 and 1% linearly decreasing until the age of 54**	5% for the age under 34 and 1% linearly decreasing until the age of 54

22 Post-employment benefits (cont'd)

The amount recognised in the statements of financial position is determined as follows:

	Group	
	2015 US$'000	2014 US$'000
Present value of defined benefit obligations and total post-employment benefits	**404**	242

Movements in the account are as follows:

	Group	
	2015 US$'000	2014 US$'000
At beginning of the financial year	**242**	93
Remeasurement recognised in other comprehensive loss	**13**	69
Post-employment benefits expense (Note 8)	**180**	94
Exchange difference	**(31)**	(14)
At end of the financial year	**404**	242

The following table summarises the components of post employment benefits expense recognised in profit or loss:

	Group	
	2015 US$'000	2014 US$'000
Current service cost	**162**	88
Interest cost on defined benefit obligations	**18**	6
Post-employment benefits expense	**180**	94

Post employment benefits expense is recognised in the "Administrative expenses" line item in the consolidated statement of comprehensive income.

The sensitivity analysis below has been determined based on reasonably possible changes of significant assumption on the post-employment benefits as of the end of the reporting period, assuming if all other assumptions were held constant.

	Present value of obligation		Current service cost	
	2015 US$'000	2014 US$'000	**2015 US$'000**	2014 US$'000
As reported using discount rate of 7.75% (2014: 8.50%) per annum	**404**	242	**162**	88
Increase by 100 basis points	**369**	224	**146**	83
Decrease by 100 basis points	**447**	264	**180**	94

23 Finance lease liabilities

	Group			
	2015		2014	
	Minimum lease payments US$'000	**Present value of lease payments US$'000**	Minimum lease payments US$'000	Present value of lease payments US$'000
Not later than 1 year	**648**	**549**	30	26
Later than 1 year but not later than 5 years	**436**	**417**	35	33
Total minimum lease payments	**1,084**	**966**	65	59
Less: future finance charge	**(118)**	**–**	(6)	–
Present value of finance lease liabilities	**966**	**966**	59	59

	Group	
	2015 US$'000	2014 US$'000
Representing finance lease liabilities:		
Current	**549**	26
Non-current	**417**	33
	966	59

At 31 March 2015, the finance leases bear an effective rate of interest at 4.3% to 10.63% (2014: 8.5% to 10.60%) per annum.

The net carrying values of property, plant and equipment acquired under finance lease arrangements are disclosed in Note 11(a).

24 Provisions

	Group	
	2015 US$'000	2014 US$'000
Provision for mine reclamation and rehabilitation (Note (a))	**717**	548
Provision for assets retirement obligations (Note (b))	**232**	221
At end of the financial year	**949**	769

24 Provisions (cont'd)

(a) Movements in provision for mine reclamation and rehabilitation are as follows:

	Group 2015 US$'000	Group 2014 US$'000
At beginning of the financial year	**548**	128
Provision for the year		
- capitalised as part of mining properties	**–**	200
- charged to profit or loss (Note 7)	**232**	349
Exchange difference	**(63)**	(129)
At end of the financial year	**717**	548

(b) Movements in provision for assets retirement obligations are as follows:

	Group 2015 US$'000	Group 2014 US$'000
At beginning of the financial year	**221**	–
Provision for the year, capitalised as part of property, plant and equipment	**–**	195
Interest accretion charged to profit or loss (Note 5)	**27**	22
Exchange difference	**(16)**	4
At end of the financial year	**232**	221

25 Share capital

	Group		Company	
	Number of shares '000	US$'000	Number of shares '000	US$'000
Issued and fully paid:				
At 1 April 2013	312,800	1,591	312,800	10,331
Employee share options	3,600	–	3,600	167
At 31 March 2014	316,400	1,591	316,400	10,498
Conversion of convertible bonds	–	23,082	–	–
Employee share options exercised	3,600	–	3,600	168
Issuance of shares pursuant to Reverse Acquisition	1,325,000	47,772[1]	1,325,000	197,807[2]
Issuance of shares as payment of professional fee for the Reverse Acquisition[3]	105,000	15,675	105,000	15,675
Issuance of new shares[4]	83,000	12,360	83,000	12,360
At 31 March 2015	**1,833,000**	**100,480**	**1,833,000**	**236,508**

25 Share capital (cont'd)

The ordinary shares of the Company have no par value. The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restriction. All issued ordinary shares are fully paid.

(1) This represents the fair value of the consideration transferred in relation to the Reverse Acquisition. As EP is a private entity, the quoted market price of the Company's shares provides a more reliable basis for measuring the consideration transferred than the estimated fair value of the share in EP Group. The consideration transferred is determined using the fair value of the issued equity of the Company before the acquisition, being 319,999,998 at S$0.193 (equivalent to US$0.14929) per share which represents the fair value of the Company being the quoted and traded price of the shares at 11 November 2014, i.e. the close of trading, before the Reverse Acquisition.

(2) This represents the purchase consideration for the Company's acquisition of the EP Group which was satisfied by the allotment and issuance of 1,325,000,000 ordinary shares at S$0.193 (equivalent to US$0.14929) per share which represents the quoted and traded price of the shares prior to the completion of the Reverse Acquisition.

(3) This represents the shares issued as payment of the professional fees to Ho Wen Yan, in respect of the consultancy services rendered to the Company in connection to the Reverse Acquisition. The fair value of the services provided amounted to S$20,265,000 (US$15,675,278).

(4) The Company issued 83,000,000 new ordinary shares of S$0.20 (equivalent to US$0.15474) per share for cash. The newly issued shares rank pari passu in all respects with the previously issued shares.

Share Performance Plan

The Share Performance Plan (the "Plan") was adopted by the Company on 7 May 2010 for the purpose of enabling the Company to award shares of the Company to eligible participants as incentives or rewards for their contribution to the Company. Under the Plan, the Remuneration Committee may, at its discretion, award shares of the Company to eligible participants, after taking into account criteria such as, *inter alia*, the rank, scope of responsibilities, performance, years of service, potential for future development, extent of effort and resourcefulness with which the performance target(s) may be achieved within the performance period. The principal terms of the Plan are as follows:

(i) The maximum number of shares in respect of which options may be granted under the Plan must not, in aggregate, exceed 15% of the issued share capital of the Company on the day preceding the award date, and which must not in aggregate (including all outstanding options granted and yet to be exercised under any other share option scheme of the Company) exceed 15% of the shares of the Company in issue from time to time.

(ii) The Plan expires in ten (10) years commencing on the date the Plan was adopted by the Company or such earlier date as may be determined by the Remuneration Committee.

No shares were awarded under the Plan during the year (2014: Nil).

25 Share capital (cont'd)

Share Option Scheme

The Share Option Scheme (the "Scheme") was adopted by the Company on 7 May 2010 for the purpose of enabling the Company to grant options to eligible participants as incentives or rewards for their contribution to the Company. Under the Scheme, the Remuneration Committee may, at its discretion, invite eligible participants to take up options to subscribe for shares of the Company. The principal terms of the Scheme are as follows:

(i) The maximum number of shares in respect of which options may be granted under the Scheme must not, in aggregate, exceed 15% of the issued share capital of the Company, and which must not in aggregate (including all outstanding options granted and yet to be exercised under the Scheme and any other share option scheme of the Company) exceed 15% of the shares of the Company.

(ii) The exercise price is determined by the Remuneration Committee in its absolute discretion by reference to:

  (a) a price equal to the average of the last dealt price(s) for a share, as determined by reference to the official list or any other publication by the SGX-ST, for the last five (5) market days immediately preceding the offering date of that option (the "Market Price"); or

  (b) a price which is set at a discount to the Market Price, provided that: (i) the maximum discount shall not exceed 20% of the Market Price; (ii) the discount must have been approved by the shareholders in a separate resolution; and

  (c) a price which is set at a premium to the Market Price.

(iii) An option may be accepted by a proposed grantee within 30 days from the date of the offer of grant of the option. The minimum period for which an option must be held before it can be exercised is one year except for in the case of an exercise price set at a discount, which is two years. An option may be exercised at any time thereafter prior to its expiry.

(iv) Upon acceptance of the option, the grantee shall pay S$1 to the Company by way of consideration for the grant of the option.

(v) The Scheme expires in ten (10) years commencing on the date the Scheme was adopted by the Company or such earlier date as may be determined by the Remuneration Committee.

Movements of share options outstanding under the Scheme are as follows:

Date of grant of options	Exercise price per share	Options outstanding at 1 April 2014	Options granted	Options exercised	Options outstanding at 31 March 2015	Number of option holder at 31 March 2015	Exercise period
11/10/2011	S$0.053	3,600,000	–	3,600,000	–	–	12/10/2012-10/10/2016

The above share options were for a former director of the Company, Dicky Suen Yiu Chung.

25 Share capital (cont'd)

Share Option Scheme (cont'd)

The fair value of services received in return for share options granted are measured by reference to the fair value of share options granted. The estimate of the fair value of the services received is measured based on Binomial model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

<u>Fair value of share options and assumptions</u>

Date of grant of options	11 October 2011
Fair value at measurement date (per option)	S$0.00545
Share price	S$0.056
Exercise price	S$0.053
Expected volatility (%)	5.42
Expected option life (years)	5
Expected dividend (%)	–
Risk free interest rate (%)	0.63

The expected volatility is based on the historic volatility (calculated based on the weighted average expected life of the share options), adjusted for any expected changes to future volatility due to publicly available information.

There is no market condition associated with the share option grants. Service conditions and non-market performance conditions are not taken into account in the grant date fair value measurement of the services received.

26 Share option reserve

Share option reserve represents the equity-settled share options granted to employees. The reserve is made up of the cumulative value of services received from employees recorded over the vesting period commencing from the grant date of equity-settled share options, and is reduced by the expiry or exercise of the share options.

27 Currency translation reserve

Currency translation reserve arises from the translation of the financial statements of the Company whose functional currency is different from the Group's presentation currency.

28 Significant related party transactions

(a) In addition to information disclosed elsewhere in the financial statements, the following significant transactions took place between the Group and the related parties at terms agreed by the parties:

	Group	
	2015	2014
	US$'000	US$'000
With director of the Company		
Advances to subsidiaries	**19**	2
Acquisition of subsidiary	*	–
With holding company		
Payment on behalf by the Company	–	2
With shareholder of the Company		
Advances to the Company	–	247
With other related parties		
Loans to subsidiaries	**1,402**	2,792
Coal hauling services rendered to a subsidiary	–	1,812
Advance payments by a subsidiary	–	2,674
Professional fees paid by a subsidiary	**121**	–

* Amount less than US$1,000

The related parties comprise:

(i) companies in which the directors of the Company have controlling interest; or

(ii) companies in which a director of the Company, who is a close family member of the controlling shareholder, is a key management personnel.

(b) Key management personnel compensation

Key management personnel compensation is as follows:

	Group	
	2015	2014
	US$'000	US$'000
Directors' fee	**43**	–
Salaries and related costs	**580**	352
	623	352

Included in the above are remuneration paid to the directors of the Company totaling US$230,000 (2014: US$102,000).

29 Commitments

(a) Capital commitments

Capital expenditures contracted for at the end of the reporting period but not recognised in the financial statements are as follows:

	Group	
	2015	2014
	US$'000	US$'000
Contracted for purchase of property, plant and equipment	**908**	–

(b) Operating lease commitments - where the Group is a lessee

The Group leases premises for office and staff accommodation from non-related parties under non-cancellable operating lease arrangements.

The future minimum lease payables under non-cancellable operating leases contracted for at the end of the reporting period but not recognised as liabilities are as follows:

	Group	
	2015	2014
	US$'000	US$'000
Not later than 1 year	**144**	132
Later than 1 year but not later than 5 years	**73**	62
	217	194

30 Financial instruments

(a) Categories of financial instruments

Financial instruments as at reporting date are as follows:

	Group		Company	
	2015	2014	**2015**	2014
	US$'000	US$'000	**US$'000**	US$'000
Financial assets				
Trade and other receivables	**16,586**	6,389	**11,875**	339
Cash and bank balances	**5,535**	166	**1,082**	10
Loans and receivables	**22,121**	6,555	**12,957**	349
Available-for-sale Investment	**2,890**	–	**2,890**	–
Financial liabilities				
At amortised cost				
Trade and other payables	**33,927**	43,575	**274**	2,626
Convertible bonds – liability component	**–**	15,225	**–**	–
Finance lease liabilities	**966**	59	**–**	–
	34,893	58,859	**274**	2,626
At fair value through profit or loss				
Convertible bonds - derivative financial liability	**–**	5,132	**–**	–
	34,893	63,991	**274**	2,626

(b) Financial risk management objectives and policies

The Group and the Company are exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include foreign currency risk, interest rate risk, credit risk and liquidity risk. The policies for managing each of these risks are summarised below. The directors review and agree policies and procedures for the management of these risks.

There has been no change to the Group and the Company's exposure to these financial risks or the manner in which the Group and the Company manages and measures financial risk.

Foreign currency risk

Foreign currency risk arises on certain transactions that are denominated in currencies other than the functional currency of the entities in the Group. The foreign currencies in which the Group and the Company's currency risk arises are mainly Singapore dollar ("SGD") and Indonesian Rupiah ("IDR").

30 Financial instruments (cont'd)

(b) Financial risk management objectives and policies (cont'd)

Foreign currency risk (cont'd)

The Group and the Company's overall risk management strategy seek to minimise adverse effects from these financial risks on the Group and the Company's financial performance. The Group and the Company may use derivatives such as forward currency contracts to hedge certain financial risk exposures but the Group and the Company does not hold derivative financial instruments as at reporting date.

The Group and the Company's foreign currency exposures based on the information provided by key management are as follows:

	SGD US$'000	IDR US$'000
Group		
2015		
Financial assets		
Trade and other receivables	–	814
Cash and bank balances	5	382
	5	1,196
Financial liabilities		
Trade and other payables	(1,034)	(10,506)
Finance lease liabilities	–	(966)
	(1,034)	(11,472)
Net financial liabilities, representing net exposure	**(1,029)**	**(10,276)**
2014		
Financial assets		
Trade and other receivables	43	2,666
Cash and bank balances	53	73
	96	2,739
Financial liabilities		
Trade and other payables	(3,244)	(7,697)
Convertible bonds	(20,357)	–
Finance lease liabilities	–	(59)
	(23,601)	(7,756)
Net financial liabilities, representing net exposure	(23,505)	(5,017)

30 Financial instruments (cont'd)

(b) Financial risk management objectives and policies (cont'd)

Foreign currency risk (cont'd)

If the SGD and IDR changes against the respective functional currencies of the Group's entities by 5% with all other variables including tax rate being held constant, the effects arising from the net financial assets/(liabilities) denominated in foreign currencies are as follows:

	Group (Increase)/decrease in loss after tax	
	2015 US$'000	2014 US$'000
SGD against USD		
- strengthened	**(43)**	(975)
- weakened	**43**	975
IDR against USD		
- strengthened	**(385)**	(188)
- weakened	**385**	188

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flow of the Group and the Company's financial instruments will fluctuate because of changes in market interest rates. The Group's exposure to interest rate risk arises primarily from the finance lease liabilities and certain trade and other payables. The Company's exposure to interest rate risk as at the end of the reporting period is not significant.

At 31 March 2015, the Group's payable balance at variable rates on which effective hedges have not been entered into, is denominated in USD. If the USD interest rate increase/decrease by 50 basis points with all other variables including tax rate being held constant, the loss after tax of the Group will be higher/lower by US$81,000 (2014: US$106,000) as a result of higher/lower interest expense on payable balance.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group and the Company. For trade receivables, the Group adopts the policy of dealing only with creditworthy customers.

The Group's trade receivables comprise 1 debtor (2014: 1) that represented 97% (2014: 96%) of the trade receivables.

Trade receivables that are neither past due nor impaired are from creditworthy debtors with good payments record with the Group.

Cash and bank balances that are neither past due nor impaired are placed with reputable financial institutions.

30 Financial instruments (cont'd)

(b) Financial risk management objectives and policies (cont'd)

Credit risk (cont'd)

Financial assets that are either past due and/or impaired

There is no other class of financial assets that is either past due and/or impaired except for trade receivables.

The table below is an ageing analysis of trade receivables:

	Group	
	2015	2014
	US$'000	US$'000
Not past due and not impaired	**6,075**	5,577
Past due < 3 months but not impaired	**9,655**	–
	15,730	5,577

Trade receivables that are individually determined to be impaired at the reporting date relate to debtors that are in significant difficulties or have defaulted on payments. These receivables are not secured by any collateral or credit enhancements.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its obligations as they fall due. Liquidity risk is managed by matching the payment and receipt cycle.

The Group monitors its liquidity risk and maintains a level of cash and bank balances deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

30 Financial instruments (cont'd)

(b) Financial risk management objectives and policies (cont'd)

Liquidity risk (cont'd)

The table below summarises the maturity profile of the Group's non-derivative financial liabilities at the reporting date based on contractual undiscounted repayment obligations.

	On demand or within 1 year US$'000	Within 2 to 5 years US$'000	Total US$'000
Group			
2015			
Trade and other payables	18,439	19,419	37,858
Finance lease liabilities	648	436	1,084
	19,087	**19,855**	**38,942**
2014			
Convertible bonds			
- liability component	4,762	11,905	16,667
- interest payables	2,143	2,143	4,286
Trade and other payables	26,598	17,446	44,044
Finance lease liabilities	30	35	65
	33,533	31,529	65,062
Company			
2015			
Trade and other payables	**274**	**–**	**274**
2014			
Trade and other payables	2,626	–	2,626

31 Fair values of assets and liabilities

(a) Fair value hierarchy

The Group categorises fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

(i) Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;

(ii) Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

(iii) Level 3 – Inputs for the asset or liability that are not based on observable market date (unobservable inputs).

(b) Assets and liabilities that are measured at fair value

The fair values of the derivative financial liability as disclosed in Note 20 were measured at Level 3 of the fair value hierarchy. There was no transfer from Level 3 during the financial year.

The following table shows a reconciliation from the beginning balances to the ending balances of the derivative financial liability of convertible bond measured at fair value based on significant unobservable inputs (Level 3):

	Group and Company	
	2015	2014
	US$'000	US$'000
At beginning of the financial year	**5,132**	3,491
Issuance of convertible bonds	**–**	1,571
Fair value loss on derivative financial liability (Note 6)	**2,548**	125
Conversion to shares during the year	**(7,487)**	–
Exchange differences	**(193)**	(55)
At end of the financial year	**–**	5,132
Total gain and loss for the year included in:		
Profit or loss		
Other expenses - fair value loss on derivative financial liability	**2,548**	125

31 Fair values of assets and liabilities (cont'd)

(b) Assets and liabilities that are measured at fair value (cont'd)

Determination of fair value

The fair value as disclosed above are determined by an independent professional valuer using the Black-Scholes and Binomial models at the end of each of the reporting period.

(c) Assets and liabilities not carried at fair value but which fair values are disclosed

	Group	
	Carrying amount US$'000	Fair value measurement at balance sheet date Level 3 US$'000
At 31 March 2015		
Finance lease liabilities	**966**	1,015
At 31 March 2014		
Convertible bonds - liability component	15,225	15,204

The above does not include financial assets and financial liabilities whose carrying amounts measured on the amortised cost basis approximate their fair value due to their short-term nature and where the effect of discounting is immaterial or that they are floating rate instruments that are re-priced to market interest rates on or near the end of the reporting period.

<u>Non-current receivables/payables, finance lease liabilities and liability component of convertible bonds</u>

Determination of fair values

The fair values are determined from discounted cash flow analysis using a discount rate based upon the market borrowing rates of an equivalent instrument or market lending rates for similar types of lending arrangement which the directors expect would be available to the Group at the end of reporting period (Level 3).

32 Segment information

The Group has only one reportable segment, which is mining and marketing of coal. Most of the Group's sales and assets are in Indonesia. Accordingly, no segment information is presented.

Information about major customer

Revenue of approximately US$84,616,000 (2014: US$56,495,000) which amounts to more than 10% of the Group's revenue is derived from a single external customer.

33 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, obtain new borrowings or sell assets to reduce borrowings.

Management monitors capital based on a gearing ratio. The Group's overall strategies remains unchanged from 2014.

The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as borrowings plus trade and other payables less cash and bank balances. Total capital is calculated as equity plus net debt.

	Group	
	2015	2014
	US$'000	US$'000
Net debt	**31,291**	63,825
Total equity	**13,099**	(20,699)
Total capital	**44,390**	43,126
Gearing ratio	**70%**	148%

34 Subsequent events

(i) Debt Settlement Agreement

On 2 April 2015, the Group's subsidiary, PT Rinjani Kartanegara and its major supplier, PT Cipta Kridatama ("PTCK"), entered into an Addendum of Deed to a Debt Settlement Agreement ("Settlement Agreement"). The Settlement Agreement outlined the terms and conditions for settlement of the outstanding debt owed by the subsidiary to PTCK.

The revised schedule for principal payments is as follows:

Date of payment	Installment payment
December 2015 to May 2016	US$ 25,000 per month
June 2016 to November 2016	US$ 50,000 per month
December 2016	Remaining balance of principal payables

The Settlement Agreement also provides for the following interest payments as follows:

Date of payment	Installment payment
July 2015 to September 2015	US$ 50,000 per month
October 2015 to December 2015	US$ 75,000 per month
January 2016 to May 2016	US$ 300,000 per month
June 2016	Remaining balance of interest payables

The overdue interest will be charged starting from 3 months after the agreement date, at a rate of SIBOR + 6.25%.

(ii) The disposal of Sky One Network (Holding) Ltd and its subsidiaries was completed on 10 April 2015.

35 Contingent liabilities

Legal claim

On 11 February 2015, a claim was made by H. Adji Mohamad Salehoeddin a.k.a Adji Pangeran Adipati Praboe Anoem Soerya Adiningrat and H. Adji Azuar Poeger bin Adji Anuar a.k.a Adji Pangeran Hario Kesuma Poeger bin Adji Moh Parikesit (the "Claimant") against a subsidiary, PTRK for compensation totaling IDR399,300,000,000 (equivalent to US$30,518,000). The claim relates to the total area of 1,933 ha of the subsidiary covered by Licence of Coal Mining Production, 308.4 ha of which is covered by the Borrow-to-Use Permit for Forrest Areas.

In the petition submitted to the State Court of Tenggarong, the Claimant asserts that such total area of 1,933 ha was crown land of *Kesultanan Kutai,* which now belongs to the Claimant through grant or "*hibah*" and inheritance. The directors of the Company and the subsidiary considers the claim to have no legal standing since the total area of 1,933 ha is located in an active forest area controlled and owned by the Forestry and Environment Ministry of the Republic of Indonesia, and the subsidiary holds valid permits in the form of a Licence of Coal Mining Production and Borrow-to-Use Permit for Forest Areas.

As at the date of these financial statements, the status of the claim is ongoing in the State Court of Tenggarong and the subsidiary has appointed MR.R & Rekan, advocate with legal domicile in Tenggarong to represent the subsidiary. Taking into consideration the nature and basis of the claim, the directors of the Company and the subsidiary are confident that the decision issued by the State Court of Tenggarong will be in the subsidiary's favour.

At the date of these financial statements, the directors of the Company and the subsidiary are of the view that no material losses will arise in respect of the legal claim.

36 Authorisation of financial statements

The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company were authorised for issue in accordance with a resolution of the directors dated 3 July 2015.

SHARE CAPITAL INFORMATION

Issued and fully paid-up capital	:	S$307,306,455
Number of issued shares	:	1,832,999,998
Number of treasury shares	:	Nil
Class of shares	:	Ordinary share
Voting rights	:	One vote per ordinary share

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	7	0.43	221	0.00
100 – 1,000	236	14.50	110,689	0.01
1,001 – 10,000	504	30.98	2,399,178	0.13
10,001 – 1,000,000	821	50.46	94,903,016	5.18
1,000,001 AND ABOVE	59	3.63	1,735,586,894	94.68
TOTAL	**1,627**	**100.00**	**1,832,999,998**	**100.00**

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	UOB KAY HIAN PRIVATE LIMITED	1,042,976,980	56.90
2	HO WEN YAN	104,800,000	5.72
3	BLUE ENERGY HOLDINGS LIMITED	93,750,000	5.11
4	HONG LEONG FINANCE NOMINEES PTE LTD	69,208,000	3.78
5	FORTUNE TECHNOLOGY FUND LTD	54,395,000	2.97
6	SUEN YIU CHUNG DICKY	39,326,692	2.15
7	DBS NOMINEES (PRIVATE) LIMITED	26,794,150	1.46
8	QUEK YIANG HANG	22,800,000	1.24
9	MAYBANK KIM ENG SECURITIES PTE. LTD.	20,535,200	1.12
10	DBSN SERVICES PTE. LTD.	20,218,000	1.10
11	PHILLIP SECURITIES PTE LTD	18,989,850	1.04
12	OCBC SECURITIES PRIVATE LIMITED	17,265,850	0.94
13	LAU HON KIT	15,273,084	0.83
14	QUAN HENG SWEE JACOB (GUAN XINGRUI JACOB)	15,000,000	0.82
15	TAN KIM SING	14,088,100	0.77
16	LYE INVESTMENTS LIMITED	13,365,000	0.73
17	YEO HEE CHONG	11,601,400	0.63
18	BANK OF SINGAPORE NOMINEES PTE. LTD.	11,475,910	0.63
19	JADE OASIS INVESTMENTS LIMITED	9,000,000	0.49
20	MORGAN STANLEY ASIA (SINGAPORE) SECURITIES PTE LTD	8,983,600	0.49
	TOTAL	**1,629,846,816**	**88.92**

SUBSTANTIAL SHAREHOLDERS

(As recorded in the Register of Substantial Shareholders)

	Direct Interest		Deemed Interest	
Name of Substantial Shareholders	**Number of Shares**	**%**	**Number of Shares**	**%**
Gabriel Giovani Sugiono ("Gabriel")	–	–	1,001,958,980[(1)]	54.66
Joyful Sky Limited ("JSL")	–	–	1,001,958,980[(1)]	54.66
Agus Sugiono ("Agus")	–	–	1,001,958,980[(2)]	54.66
Madrone Enterprises Limited ("MEL")	1,001,958,980	54.66	–	–
Ho Wen Yan	104,800,000	5.72	–	–
Blue Energy Holdings Limited ("BEHL")	93,750,000	5.11	–	–
Xie Ping	–	–	93,750,000[(3)]	5.11
Qing Guangmei	–	–	93,750,000[(3)]	5.11

Notes:

(1) JSL (the sole shareholder of MEL) is a nominee of Gabriel who is the ultimate beneficial owner of the shares in MEL by virtue of Section 7 of the Companies Act, Cap 50 of Singapore. Gabriel is therefore deemed to be interested in the shares of the Company held by MEL.

(2) Agus Sugiono is the father of Gabriel, who is the ultimate beneficial owner of the shares in MEL by virtue of Section 7 of the Companies Act, Cap 50 of Singapore. Agus is deemed to be interested in the shares of the Company held by MEL.

(3) Xie Ping and Qing Guangmei are husband and wife, and they are deemed to be interested in the shares held by BEHL by virtue of Section 7 of the Companies Act, Cap 50 of Singapore.

PUBLIC FLOAT

Based on information available to the Company as at 15 June 2015, approximately 34.51% of the issued ordinary shares of the Company are held by the public, and therefore, Rule 723 of Section B: Rules of Catalist of the SGX-ST Listing Manual issued by the Singapore Exchange Securities Trading Limited is complied with.

RESOURCES PRIMA GROUP LIMITED

(the "**Company**")
(Incorporated in the Republic of Singapore)
(Company Registration No.: 198602949M)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at M Hotel, Anson II Room Level 2, 81 Anson Road, Singapore 079908 on Monday, 27 July 2015 at 10.00 a.m. to transact the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2015 and the Reports of the Directors and Auditors thereon. **(Resolution 1)**

2. To approve the payment of Directors' fee of S$265,000 for the financial year ending 31 March 2016, to be paid quarterly in arrears. [2015: S$172,800] **(Resolution 2)**

3. To re-elect Mr Russell Joseph Kelly, a Director of the Company retiring pursuant to Article 104 of the Company's Articles of Association. **(Resolution 3)**

   The key information of Mr Russell Joseph Kelly can be found in the Company's Annual Report 2015. Mr Russell Joseph Kelly will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee as well as a member of the Audit and Risk Management Committee and the Remuneration Committee. There are no relationships including immediate family relationships between Mr Russell Joseph Kelly and the other Directors, the Company, its related corporations, its 10% Shareholders or its officers. He will be considered independent for the purpose of Rule 704(7) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist ("**Catalist Rules**").

4. To re-elect Mr Rozano Satar, a Director of the Company retiring pursuant to Article 104 of the Company's Articles of Association. **(Resolution 4)**

   The key information of Mr Rozano Satar can be found in the Company's Annual Report 2015. Mr Rozano Satar will, upon re-election as a Director of the Company, remain as a member of the Audit and Risk Management Committee, the Remuneration Committee and the Nominating Committee. There are no relationships including immediate family relationships between Mr Rozano Satar and the other Directors, the Company, its related corporations, its 10% Shareholders or its officers. He will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.

5. To re-appoint Baker Tilly TFW LLP as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

To consider and if thought fit, pass the following resolutions, with or without modifications:-

6. AUTHORITY TO ISSUE SHARES

"That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and the Catalist Rules, authority be and is hereby given to the Directors of the Company at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit to:

(a) (i) issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

(b) (notwithstanding that the authority conferred by this resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this resolution was in force, provided that:

(i) the aggregate number of Shares to be issued pursuant to this resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed 50% of the total number of issued Shares (excluding treasury shares), and for the purpose of determining the aggregate number of Shares and Instruments that may be issued under this resolution, the percentage of the total number of issued Shares (excluding treasury shares) shall be based on the Company's total number of issued Shares (excluding treasury shares) at the time this resolution is passed, after adjusting for:

(1) new Shares arising from the conversion or exercise of any convertible securities;

(2) new Shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time this resolution is passed, provided the options or awards were granted in compliance with the Catalist Rules; and

(3) any subsequent bonus issue, consolidation or subdivision of Shares;

(ii) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and

(iii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier; and

(c) the Directors be and are hereby authorised to do any and all acts which they deem necessary and expedient in connection with paragraphs (a) and (b) above."

[See Explanatory Note I] **(Resolution 6)**

7. AUTHORITY TO GRANT SHARE OPTIONS AND ISSUE SHARES UNDER THE RPG EMPLOYEE SHARE OPTION SCHEME

"1. That approval be and is hereby given for the change of name of the Company's employee share option scheme from "Sky One Holdings Limited Employee Share Option Scheme" to "RPG Employee Share Option Scheme"; and

2. That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, authority be and is hereby given to the Directors of the Company to grant share options in accordance with the provisions of the RPG Employee Share Option Scheme ("**RPG ESOS**") and to issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the share options granted under the RPG ESOS, provided always that the aggregate number of Shares to be issued pursuant to the RPG ESOS, when aggregated together with the Shares issued and/or issuable in respect of all share options granted under the RPG ESOS, and all Shares issued and/or issuable in respect of all share options or share awards granted under any other share schemes or share plans adopted by the Company for the time being, shall not exceed 15% of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

[See Explanatory Note II] (**Resolution 7)**

8. AUTHORITY TO GRANT SHARE AWARDS AND ISSUE SHARES UNDER THE RPG PERFORMANCE SHARE PLAN

" 1. That approval be and is hereby given for the change of name of the Company's performance share plan from "Sky One Holdings Limited Performance Share Plan" to "RPG Performance Share Plan"; and

2. That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, authority be and is hereby given to the Directors of the Company to grant share awards in accordance with the provisions of the RPG Performance Share Plan ("**RPG Plan**") and to issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the vesting of share awards granted under the RPG PSP, provided always that the aggregate number of Shares to be issued pursuant to the RPG PSP, when aggregated together with the Shares issued and/or issuable in respect of all share awards granted under the RPG PSP, and all Shares issued and/or issuable in respect of all share options or share awards granted under any other share schemes or share plans adopted by the Company for the time being, shall not exceed 15% of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

[See Explanatory Note III] **(Resolution 8)**

ANY OTHER BUSINESS

9. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Foo Soon Soo (Ms)
Company Secretary

Date: 10 July 2015
SINGAPORE

Explanatory Notes:-

I. The ordinary resolution in item 6 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares and convertible securities in the Company up to an amount not exceeding in aggregate 100% of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which the total number of Shares and convertible securities to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed 50% of the total number of issued Shares (excluding treasury shares) in the capital of the Company, at the time this resolution is passed, for such purposes as they consider would be in the interests of the Company.

   Rule 806(2)(a) of the Catalist Rules currently provides that for the purpose of determining the aggregate number of Shares and Instruments that may be issued under this resolution, the percentage of the total number of issued Shares (excluding treasury shares) shall be based on the Company's total number of issued Shares (excluding treasury shares) at the time this resolution is passed (after adjusting for new Shares arising from the conversion of convertible securities or exercise of share options or vesting of share awards outstanding or subsisting at the time this resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares).

II. The ordinary resolution in item 7 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to grant share options under the RPG ESOS and to issue Shares pursuant to the exercise of such share options in accordance with the RPG ESOS.

III. The ordinary resolution in item 8 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to grant share awards under the RPG PSP and to issue Shares pursuant to the vesting of such share awards in accordance with the RPG PSP.

Notes:-

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.

2. Where a member of the Company appoints two (2) proxies, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the instrument appointing the proxies.

3. If the appointer is a corporation, the instrument appointing the proxy must be executed under seal or the hand of its duly authorised officer or attorney.

4. The instrument appointing a proxy must be deposited at the Company's registered office at 333 North Bridge Road, #08-00 KH KEA Building, Singapore 188721 not later than 48 hours before the time appointed for the meeting.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting of the Company and/or any adjournment thereof, a member of the Company (i) contents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting of the Company (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request, and (iv) agrees to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a results of the member's breach of warranty.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Canaccord Genuity Singapore Pte. Ltd. (the "Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Sponsor has not independently verified the contents of this notice. This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made, or reports contained in this notice.

The contact person for the Sponsor is Ms Goh Mei Xian, Deputy Head of Continuing Sponsorship, Canaccord Genuity Singapore Pte. Ltd. at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854-6160.

This page has been intentionally left blank.

PROXY FORM

RESOURCES PRIMA GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 198602949M)

IMPORTANT

1. For investors who have used their CPF monies to buy RESOURCES PRIMA GROUP LIMITED's shares, this Report is forwarded to them at the request of their CPF Approved Nominees, and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF investors who wish to vote should contact their CPF approved Nominees.

I/We ____ (Name)

of ____ (Address)

being *a member/members of RESOURCES PRIMA GROUP LIMITED (the "Company"), hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Shareholdings	
			No. of Shares	%

*and/or

as *my/our *proxy/proxies, to vote for *me/us and on *my/our behalf and, if necessary, to demand a poll at the Annual General Meeting of the Company ("Annual General Meeting") to be held at M Hotel, Anson IV Room Level 2, 81 Anson Road, Singapore 079908 on Monday, 27 July 2015 at 10.00 a.m. and at any adjournment thereof.

*I/We direct *my/our *proxy/proxies to vote for or against the Resolutions proposed at the Annual General Meeting as indicated with a tick **(√)** in the spaces provided hereunder. If no specified directions as to voting are given, the *proxy/proxies will vote or abstain from voting at *his/their discretion.

No.	Ordinary Resolutions	To be used on a show of hands		To be used in the event of a poll	
		For**	Against**	For***	Against***
1.	To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2015 and the Reports of the Directors and Auditors thereon.				
2.	To approve the payment of Directors' fee of S$265,000 for the financial year ending 31 March 2016, to be paid quarterly in arrears.				
3.	To re-elect Mr Russell Joseph Kelly, a Director of the Company retiring pursuant to Article 104 of the Company's Articles of Association.				
4.	To re-elect Mr Rozano Satar, a Director of the Company retiring pursuant to Article 104 of the Company's Articles of Association.				
5.	To re-appoint Baker Tilly TFW LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.				
6..	To authorise the Directors of the Company to issue shares pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore.				
7.	To authorise the Directors of the Company to grant share options and issue shares under the RPG Employee Share Option Scheme.				
8.	To authorise the Directors of the Company to grant share awards and issue shares under the RPG Performance Share Plan.				

** Please indicate your vote "For" or "Against" with a tick **(√)** within the box provided.

*** If you wish to exercise all your votes "For" or "Against", please tick **(√)** within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this ____________ day of __________________ 2015

Total Number of Shares Held

____
Signature(s) of Member(s)/Common Seal

*Delete accordingly

Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. Such proxy need not be a member of the Company.

2. Where a member of the Company appoints two proxies, he/she shall specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each such proxy.

3. This instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or duly authorised officer.

4. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Annual General Meeting, in accordance with its Articles of Association and Section 179 of the Companies Act, Chapter 50 of Singapore.

5. The instrument appointing proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be deposited at the registered office of the Company at 333 North Bridge Road #08-00 KH KEA Building, Singapore 188721 not later than 48 hours before the time set for the Annual General Meeting.

6. A member should insert the total number of shares held. If the member has shares entered against his/her name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), he/she should insert that number of shares. If the member has shares registered in his/her name in the Register of Members of the Company, he/she should insert the number of shares. If the member has shares entered against his/her name in the Depository Register and shares registered in his name in the Register of Members of the Company, he/she should insert the aggregate number of shares. If no number of shares is inserted, this form of proxy will be deemed to relate to all the shares held by the member of the Company.

7. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register 48 hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.

8. A Depositor shall not be regarded as a member of the Company entitled to attend the Annual General Meeting and to speak and vote thereat unless his/her name appears on the Depository Register 48 hours before the time set for the Annual General Meeting.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 10 July 2015.

Resources Prima Group Limited

Resources Prima Group Limited
333 North Bridge Road
#08-00, KH KEA Building
Singapore 188721

+65 6837 2133

www.resourcesprima.com.sg