TRANSCORP HOLDINGS LIMITED
Company Registration No. 199502905Z

FULL YEAR FINANCIAL STATEMENT AND RELATED ANNOUNCEMENT FOR THE YEAR ENDED 31 OCTOBER 2015

PART I – INFORMATION REQUIRED FOR ANNOUNCEMENTS OF FULL YEAR RESULTS

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

Consolidated Statement of Comprehensive Income

		Group		
	Note	Year ended 31/10/2015 S$'000	Year ended 31/10/2014 S$'000	% increase/ (decrease)
Revenue				
Sales of goods		57	191	(70)
Rental income		796	473	68
Gain on disposal of business/subsidiaries		-	11,030	(100)
Other revenue	1	288	422	(32)
Total revenue		1,141	12,116	
Other items of expense				
Cost of goods sold		(26)	(96)	(73)
Salaries and employee benefits		(793)	(1,427)	(43)
Bad debts written off		(80)	-	NM
Rental expenses		(94)	(3)	3033
Depreciation of property, plant and equipment		(138)	(103)	34
Depreciation of investment properties		(328)	(167)	96
Impairment of AFS investment		(147)	(458)	(68)
Foreign currency gain		-	9	(100)
Other operating expenses	2	(694)	(640)	8
		(2,300)	(2,885)	
(Loss)/profit from continuing operations before taxation		(1,159)	9,231	
Taxation		(107)	-	NM
(Loss)/profit from continuing operations, net of taxation		(1,266)	9,231	
Profit from discontinued operations, net of taxation		-	423	(100)
(Loss)/profit for the year		(1,266)	9,654	(113)

The comparative figures have been reclassified to conform with current period presentation.

NM denotes not meaningful.

Consolidated Statement of Comprehensive Income (Cont'd)

	Note	Group Year ended 31/10/2015 S$'000	Year ended 31/10/2014 S$'000
(Loss)/profit for the year		(1,266)	9,654
Other comprehensive income:			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation		(23)	(5)
Realisation of foreign currency translation		-	840
Fair value gain on available-for-sale investment		55	-
Other comprehensive income for the year, net of taxation		32	835
Total comprehensive (loss)/income for the year		(1,234)	10,489
Total comprehensive (loss)/income attributable to:			
Owners of the Parent		(1,234)	10,489

1(a)(ii) Other profit and loss items disclosure.

	Group Year ended 31/10/2015 S$'000	Year ended 31/10/2014 S$'000
Note 1		
Other revenue includes the following:-		
Interest income	237	247
Other income	51	175
	288	422
Note 2		
Other operating expenses includes the following:-		
Advertising and promotion	(5)	(5)
Loss on disposal of available-for-sale investments	-	(43)
Professional Expenses	(377)	(355)
Insurance Expenses	(38)	(7)
Telecommunication	(3)	(2)
Travelling and transport	(21)	(3)

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

Balance Sheets

	Group		Company	
	31/10/2015 S$'000	31/10/2014 S$'000	31/10/2015 S$'000	31/10/2014 S$'000
Non-current assets				
Property, plant and equipment	115	249	-	-
Investment properties	3,012	3,340	-	-
Investment in subsidiaries	-	-	7,081	7,779
Available-for-sale investments	1,312	1,404	-	-
Loan to investee company	4,967	4,730	-	-
Escrow account	2,800	2,800	50	50
Current assets				
Inventories	-	16	-	-
Trade and other receivables	75	118	7,803	14,101
Prepayments	82	87	77	18
Cash and cash equivalents	5,940	7,273	5,516	51
	6,097	7,494	13,396	14,170
Current liabilities				
Trade and other payables	15	15	464	464
Accrued operating expenses	133	717	86	687
Current income tax payable	283	143	-	-
	431	875	550	1,151
Net current assets	5,666	6,619	12,846	13,019
Non-current liability				
Deferred tax liabilities	-	36	-	-
Net assets	17,872	19,106	19,977	20,848
Equity				
Share capital	18,541	18,541	18,541	18,541
Revenue reserve	487	1,753	1,436	2,307
Other reserve	(1,156)	(1,188)	-	-
Total equity	17,872	19,106	19,977	20,848

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

	Group			
	As at 31/10/2015		As at 31/10/2014	
	Secured	Unsecured	Secured	Unsecured
	$'000	$'000	$'000	$'000
Amount repayable in one year or less, or on demand	-	-	-	-
Amount repayable after one year	-	-	-	-

Details of any collateral

Not applicable.

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

Consolidated Statement of Cash Flow

	Group	
	Year ended 31/10/2015 S$'000	**Year ended 31/10/2014 S$'000**
Cash flows from operating activities		
(Loss)/profit before taxation from continuing operations	(1,159)	9,231
Profit before taxation from discontinued operation	-	497
(Loss)/profit before tax, total	(1,159)	9,728
Adjustments for:-		
Bad debt written off	80	-
Depreciation of property, plant and equipment	138	497
Depreciation of investment properties	328	167
Interest income	(237)	(247)
Impairment loss on quoted investment	147	458
Loss on disposal on quoted investment	-	43
Property, plant and equipment written off	1	-
Gain on disposal of business/subsidiaries	-	(11,030)
Currency realignment	(22)	34
Operating income before changes in working capital	(724)	(350)
Changes in working capital		
(Increase)/decrease in trade and other receivables	(37)	1,548
Decrease in prepayments	5	139
Decrease/(increase) in inventories	15	(1,545)
Decrease in trade and other payables	-	(1,342)
Decrease in accrued operating expenses	(584)	(96)
Cash flows (used in) operations	(1,325)	(1,646)
Interest received	-	22
Income tax paid, net of refund	(3)	(93)
Net cash flows used in operating activities	(1,328)	(1,717)
Cash flows from investing activities		
Purchase of plant and equipment	(2)	(2)
Net cash received from disposal of business/subsidiaries	-	25,918
Proceeds from disposal of quoted investment	-	302
Net cash flows (used in)/ generated from investing activities	(2)	26,218
Cash flows from financing activities		
Dividend paid	-	(21,872)
Net cash flows (used in) financing activities	-	(21,872)
Net (decrease)/increase in cash and cash equivalents	(1,330)	2,629
Effect of exchange rate changes on balances held in foreign currencies	(3)	(5)
Cash and cash equivalents at beginning of financial year	7,273	4,649
Cash and cash equivalents at end of financial year	5,940	7,273

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

Statement of Changes in Equity

Group	Total attributable to equity holders of parent $'000	Share capital $'000	Revenue reserve $'000	Other reserves $'000	Foreign currency translation reserve $'000	Fair value adjustment reserve $'000
Balance as at 1 November 2013	30,489	18,541	13,971	(2,023)	(2,023)	-
Profit for the year	9,654	-	9,654	-	-	-
Other comprehensive income for the year						
Foreign currency translation	(5)	-	-	(5)	(5)	-
Realisation of foreign currency translation	840	-	-	840	840	-
Other comprehensive income for the year, net of taxation	835	-	-	835	835	-
Total comprehensive income for the year	10,489	-	9,654	835	835	-
Distributions to owners						
Dividends on ordinary shares	(21,872)	-	(21,872)	-	-	-
Total distributions to owners	(21,872)	-	(21,872)	-	-	-
Balance as at 31 October and 1 November 2014	19,106	18,541	1,753	(1,188)	(1,188)	-
Loss for the year	(1,266)	-	(1,266)	-	-	-
Other comprehensive income for the year						
Foreign currency translation	(23)	-	-	(23)	(23)	-
Fair value gain on available-for-sale asset	55	-	-	55	-	55
Other comprehensive income for the year, net of taxation	32	-	-	32	(23)	55
Total comprehensive income for the year	(1,234)	-	(1,266)	32	(23)	55
Balance as at 31 October 2015	17,872	18,541	487	(1,156)	(1,211)	55

Statement of Changes in Equity (Cont'd)

Company	Share capital $'000	Revenue reserve $'000	Total equity $'000
Balance as at 1 November 2013	18,541	2,143	20,684
Profit for the year, representing total comprehensive income for the year	-	22,036	22,036
Dividend declared and paid during the year	-	(21,872)	(21,872)
Balance as at 31 October and 1 November 2014	18,541	2,307	20,848
Loss for the year, representing total comprehensive income for the year	-	(871)	(871)
Balance as at 31 October 2015	18,541	1,436	19,977

1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles, as well as the number of shares held as treasury shares, if any, against the total number of issued shares excluding treasury shares of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

There were no changes in the Company's share capital since 1 November 2014 up to 31 October 2015.

As at 31 October 2015, the Company did not have any outstanding options on unissued shares (31 October 2014: Nil).

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

	As at 31/10/2015	As at 31/10/2014
Total number of issued shares excluding treasury shares	179,280,000	179,280,000

1(d)(iv) A statement showing all sales, transfers, disposal, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

Not applicable. The Company did not have treasury shares during and as at the end of the current financial period reported on.

2. Whether the figures have been audited or reviewed and in accordance with which auditing standard or practice.

These figures have not been audited nor reviewed by the auditors.

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

Not applicable.

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

The Group and the Company have applied the same accounting policies and methods of computation in the preparation of the financial statements for the current financial year as compared with the audited financial statements for the year ended 31 October 2014, except for the adoption of new or revised Financial Reporting Standard ("FRS") and Interpretations to FRS ("INT FRS") which became effective for periods beginning on or after 1 November 2014.

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

As disclosed in paragraph 4, the Group and the Company have adopted new or revised FRS and INT FRS from this financial year. The adoption of these new or revised FRS or INT FRS do not have any significant impact on the financial statements of the Group and the Company.

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

	Group	
Earnings per share	Year ended 31/10/2015	Year ended 31/10/2014
a. Based on the weighted average number of ordinary shares on issue	(0.71) cents	5.38 cents
b. On a fully diluted basis	(0.71) cents	5.38 cents

Note:

The above earnings per share is calculated based on the Group's profit/loss after tax with weighted average number of ordinary shares on issue of 179,280,000 (2014: 179,280,000) during the respective financial periods.

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

Net asset value per ordinary share	Year ended 31/10/2015	Year ended 31/10/2014
a. Group	10.0 cents	10.7 cents
b. Company	11.1 cents	11.6 cents

8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:-

(a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and

(b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.

Review of Financial Performance

Revenue

Following the disposal of Nippon Golf Pte Ltd, Transview Lifestyle Pte Ltd and Transview Golf Sdn Bhd which were mainly in the wholesale of golf equipment and related products to Leonian Singapore Pte Ltd on 31 March 2014, the Group's total revenue of $1,141,000 for the financial year ended 31 October ("FYE") 2015 consisted mainly of rental and interest income. Rental income of $796,000 was derived from the Group's two investment properties located in Singapore and Malaysia, whereas interest income of $237,000 was derived from the Group's loan to investee company.

Expenses

Given the Group's lower level of business activity in FYE 2015 as compared to FYE 2014, there was considerably lower operating expense except for the following:

1. Depreciation of property, plant and equipment increased from $103,000 FYE 2014 to $138,000 FYE 2015 due mainly to full year deprecation being charged on furniture & fittings compared to last year.

2. Depreciation of investment properties increased from $167,000 FYE 2014 to $328,000 FYE due to full year depreciation as they were reclassified from property, plant and equipment during FYE 2014.

3. There was a write off of bad debts of $80,000 in FYE 2015.

Earnings

As a result of the decrease in revenue and comparable expenses from FYE 2014 to FYE 2015, the Group recorded net losses of approximately $1,159,000 in FYE 2015 compared to last year's net profit $9,653,843.

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

Not applicable as the Group has not previously disclosed any forecast or prospect statement relating to FYE 2015.

10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

While the Group continues to focus on its existing business activities in property development and property leasing, it intends to also expand into the automotive industry through the acquisition of Regal Motors Pte. Ltd. ("Regal Motors").

The Company had, on 21 December 2015, entered into a sale and purchase agreement pursuant to which it shall acquire approximately 88.5% of the issued and paid-up capital of Regal Motors (the "Proposed Acquisition"). The Proposed Acquisition is in line with the Group's overall growth strategy to seek and seize attractive investment opportunities as they arise in order to stay competitive. The Board believes that the Proposed Acquisition will contribute positively to the future earnings of the Group and enhance shareholder value in the long term. Accordingly, the Board is of the opinion that the business prospects of the Group will improve in the next 12 months due to the integration of Regal Motors.

The Group is currently exploring and evaluating other business opportunities that will enhance shareholders' value in the long term and will make further announcements when there are material developments on the same or the Proposed Acquisition.

11. Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

No.

(b) Corresponding Period of the Immediately Preceding Financial Year

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

Name of Dividend	Tax-exempt one-tier
Dividend Type	Interim dividend
Dividend Amount per Share (in cents)	12 cents
Tax Rate	-

(c) Date payable

Not applicable.

(d) Books closure date

Not applicable.

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

No dividend has been declared or recommended.

13. If the Group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

The Group has not obtained a general mandate from shareholders for IPTs and there were no IPTs during the current financial period under review.

14. Confirmations by the Board pursuant to Rule 705(5)

Not required for announcement on full year results.

15. Confirmation Pursuant to Rule 720(1)

The Company has procured undertakings from all its directors and executive officers in the format set out in Appendix 7H under Rule 720(1).

PART II – ADDITIONAL INFORMATION REQUIRED FOR ANNOUNCEMENTS OF FULL YEAR RESULTS

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

	Golf Business*		Investment property		Corporate		Adjustments and eliminations		Per consolidated financial statements	
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Revenue										
External customers	57	11,310	-	-	-	-	--	(11,119)	57	191
Inter segment sales	-	2,254	-	-	-	-	--	(2,254)	-	-
Rental Income	-	-	796	473	-	-	-	-	796	473
Interest income	2	22	-	-	235	225	-	-	237	247
Other revenue	-	-	-	-	51	1,265	--	(1,090)	51	175
Total revenue	59	13,586	796	473	286	1,490	-	(14,463)	1,141	1,086
Results										
Depreciation expense	(3)	(497)	(328)	(167)	(135)	-	-	394	(466)	(270)
Segment (loss)/profit	(97)	10,262	(468)	-	(1,450)	-	749	(1,031)	(1,266)	9,231
Assets										
Additions to non-current assets	-	172	-	-	-	-	--	(170)	-	2
Segment assets	101	25,197	3,081	-	31,107	15,321	(15,986)	(5,179)	18,303	20,017
Segment liabilities	5	16,434	293	-	9,355	-	(9,222)	(15,523)	431	911

* The golf business has been sold as of 31 March 2014 and there are only small remnants in balance from the Hong Kong entities of Tee to Green (HK) Limited and Transcorp (HK) Limited brought forward to FYE2015.

Geographical information	Revenue		Non-current assets	
	2015 $'000	**2014** $'000	**2015** $'000	**2014** $'000
Singapore	881	6,276	10,602	12,489
Hong Kong	57	257	33	34
Malaysia	203	4,807	1,571	1,189
Indonesia	-	360	-	-
Thailand	-	775	-	-
Others	-	748	-	-
Discontinued operations	-	(12,136)	-	(1,189)
	1,141	1,087	12,206	12,523

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

Refer to Section 8 above.

18. A breakdown of the Group's sales as follows:

Group	Latest Financial Year $'000	Previous Financial Year $'000	% increase/ (decrease)
a. Sales reported for first half year	47	113	(58)
b. Operating (loss)/profit after tax before deducting minority interests reported for first half year	(803)	10,617	(108)
c. Sales reported for second half year	10	78	(87)
d. Operating loss after tax before deducting minority interests reported for second half year	(463)	(963)	(52)

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

	Latest Financial Year 31/10/2015 $	Previous Financial Year 31/10/2014 $
a. Ordinary	-	21,513,600
b. Preference	-	-
c. Total	-	21,513,600

20. Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(10). If there are no such persons, the issuer must make an appropriate negative statement.

Name	Age	Family relationship with any director and/or substantial shareholder	Current position and duties, and the year the position was first held	Details of changes in duties and position held, if any, during the year
Chu Wan Zhen	61	Wife of Mr Goh Chin Soon, the Executive Director of the Company, sister-in-law of Mr Neo Yim Pui, the Executive Director of the Company, and sister of Madam Chu Yi Han, the Non-Executive Director of the Company	Executive Chairman since 23 November 2015	From Non-Executive Chairman to Executive Chairman, and pursuant thereto, ceasing to be a member of the Company's Audit Committee
Neo Yim Pui	69	Brother-in-law of Madam Chu Wan Zhen, the Executive Chairman and Controlling Shareholder of the Company	Executive Director since 23 November 2015	From Personal Assistant to Executive Chairman to Executive Director
Chu Yi Han	54	Sister of Madam Chu Wan Zhen, the Executive Chairman and Controlling Shareholder of the Company	Non-Executive Director and member of the Company's Audit, Nominating and Remuneration Committees since 23 November 2015	Not applicable
Goh Chin Soon	60	Husband of Madam Chu Wan Zhen, the Executive Chairman and Controlling Shareholder of the Company, and Brother-in-law of Mr Neo Yim Pui and Madam Chu Yi Han, the Executive Director and Non-Executive Director of the Company, respectively	Executive Director since 17 December 2013	Not applicable

By Order of the Board

Chu Wan Zhen
Executive Chairman

Jong Khee Beng Ainsley
Chief Executive Officer

23 December 2015

This announcement has been prepared by the Company and its contents have been reviewed by the company's Sponsor, Stamford Corporate Services Pte Ltd, for compliance with the relevant rules of the SGX-ST. The Company's Sponsor has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

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