

EZRA HOLDINGS LIMITED

**Full Financial Statement And Dividend Announcement
For the financial year ended 31 August 2014**

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

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

(Amounts expressed in United States dollars)

CONSOLIDATED INCOME STATEMENT

	Group			Group		
	3 months ended		Incr/ (decr) %	12 months ended		Incr/ (decr) %
	31 August 2014 US\$'000	31 August 2013 US\$'000		31 August 2014 US\$'000	31 August 2013 US\$'000	
Revenue	445,972	419,170	6	1,488,351	1,262,065	18
Cost of sales	(382,685)	(344,337)	11	(1,261,448)	(1,092,833)	15
Gross profit	63,287	74,833	(15)	226,903	169,232	34
Other income, net	3,367	992	239	7,151	105,224	(93)
Administrative expenses	(42,236)	(50,684)	(17)	(157,284)	(165,739)	(5)
Profit from operations	24,418	25,141	(3)	76,770	108,717	(29)
Financial income	971	1,199	(19)	3,629	5,002	(27)
Financial expenses	(11,165)	(10,314)	8	(42,656)	(43,535)	(2)
Share of profit of associated companies	2,104	5,074	(59)	33,763	18,508	82
Share of profit of joint venture companies	636	632	1	3,196	3,591	(11)
Profit before tax	16,964	21,732	(22)	74,702	92,283	(19)
Tax	(4,054)	(8,210)	(51)	(20,680)	(28,219)	(27)
Profit after tax	12,910	13,522	(5)	54,022	64,064	(16)
Attributable to:						
Owners of the parent	11,038	10,043	10	45,269	53,649	(16)
Non-controlling interests	1,872	3,479	(46)	8,753	10,415	(16)
	12,910	13,522	(5)	54,022	64,064	(16)

nm – not meaningful

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Group 3 months ended			Group 12 months ended		
	31 August 2014	31 August 2013	Incr/ (decr)	31 August 2014	31 August 2013	Incr/ (decr)
	US\$'000	US\$'000	%	US\$'000	US\$'000	%
Profit after tax	12,910	13,522	(5)	54,022	64,064	(16)
Other comprehensive income:						
Exchange differences on translating foreign operations	(554)	(924)	(40)	1,217	(1,222)	nm
Net gain on available-for-sale ("AFS") investments	-	-	nm	-	28,886	(100)
Reclassification on disposal of AFS investments included in profit or loss	-	-	nm	-	(57,961)	(100)
Fair value changes on cash flow hedges	617	(660)	nm	3,169	(1,059)	nm
Reclassification of gain on cash flow hedges to profit or loss	-	-	nm	-	(4,211)	(100)
Share of other comprehensive income of associated companies and joint ventures companies	(11,200)	2,089	nm	3,127	2,262	38
Other comprehensive income for the financial year, net of tax	(11,137)	505	nm	7,513	(33,305)	nm
TOTAL COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR	1,773	14,027	(87)	61,535	30,759	100
Total comprehensive income attributable to:						
Owners of the parent	(99)	10,548	nm	52,782	20,344	159
Non-controlling interests	1,872	3,479	(46)	8,753	10,415	(16)
	1,773	14,027	(87)	61,535	30,759	100

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

	Group 3 months ended			Group 12 months ended		
	31 August 2014	31 August 2013	Incr/ (decr)	31 August 2014	31 August 2013	Incr/ (decr)
	US\$'000	US\$'000	%	US\$'000	US\$'000	%
Amortisation of other intangible assets	(212)	(412)	(49)	(843)	(1,646)	(49)
Depreciation of fixed assets	(19,618)	(17,926)	9	(71,289)	(58,232)	22
Loss on disposal of assets held for sale	-	(30)	(100)	-	(3,416)	(100)
(Loss)/gain on disposal of fixed assets	(240)	(1,179)	(80)	(197)	28,835	nm
Impairment loss on fixed assets	(88)	(2,000)	(96)	(607)	(2,000)	(70)
Realised (loss)/gain on derivative instruments, net	(27)	(121)	(78)	(270)	4,180	nm
Gross dividend income from an AFS investment	1,200	-	nm	1,200	32	nm
Gross dividend income from fair value through profit and loss ("FVTPL") investments	-	29	(100)	180	115	57
Fair value changes in respect of derivative instruments, net	-	-	nm	-	613	(100)
Fair value changes in respect of FVTPL investments, net	-	(90)	(100)	345	(29)	nm
Foreign exchange (loss)/gain, net	(403)	1,656	nm	(6,232)	(3,486)	79
Gain on disposal of an AFS investment	-	-	nm	-	67,369	(100)
Bad debts recovered/(written off), net	407	(11)	nm	898	(1,404)	nm
Allowance for doubtful debts, net	(4,149)	(5,528)	(25)	(4,149)	(6,898)	(40)
Fixed assets written off	(2,553)	(3)	nm	(3,057)	(47)	nm
(Loss)/gain on dilution of interest in an associated company	(103)	2,716	nm	4,995	4,684	7
Negative goodwill on acquisition of a subsidiary	-	610	(100)	-	610	(100)
Gain on disposal of a subsidiary	-	-	nm	-	151	(100)

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

(Amounts expressed in United States dollars)

	Group		Company	
	31 August 2014 US\$'000	31 August 2013 US\$'000	31 August 2014 US\$'000	31 August 2013 US\$'000
Non-current assets				
Fixed assets	1,593,955	1,346,231	1,468	2,074
Goodwill	231,370	231,017	-	-
Other intangible assets	10,509	10,919	-	-
Investments in subsidiaries	-	-	306,965	306,965
Investments in associated companies	187,765	148,009	29,743	29,743
Investments in joint venture companies	25,738	24,311	18,987	18,987
AFS investments	3,075	-	3,075	-
FVTPL investments	-	2,282	-	2,282
Long term receivable from a subsidiary	-	-	13,817	13,458
Long term receivable from associated companies	48,080	37,800	37,800	37,800
Funding scheme pension	48	178	-	-
Trade receivable	49,621	33,074	-	-
Deferred tax assets	2,496	2,767	-	-
Current assets				
Assets held for sale	120,298	102,548	101,785	101,785
Inventories and work-in-progress	96,501	75,311	-	-
Trade receivables	546,406	459,465	-	-
Other receivables	36,517	48,371	1,969	1,109
Other current assets	63,905	71,494	536	637
Balances due from				
- subsidiaries	-	-	792,050	792,215
- associated companies	145,863	135,455	13,234	16,007
- joint venture companies	21,337	21,750	6	2
Derivative financial instruments	615	-	615	-
Cash and cash equivalents	173,585	173,078	94,827	96,619
Cash pledged	5,308	2,660	-	-
	1,210,335	1,090,132	1,005,022	1,008,374
Current liabilities				
Trade payables	154,001	152,167	-	-
Other payables	270,899	197,039	33,895	20,590
Bills payable to banks	228,585	192,758	56,601	66,491
Deferred income	1,540	1,644	-	-
Progress billings in excess of work-in-progress	61,766	41,026	-	-
Balances due to				
- subsidiaries	-	-	40,278	46,062
- associated companies	60,789	39,476	-	-
- joint venture companies	2,500	2,500	2,500	2,500
Derivative financial instruments	3,847	11,122	3,398	11,122
Lease obligations	1,054	1,048	30	180
Bank term loans	281,122	258,919	92,192	130,134
Convertible bonds	-	49,204	-	49,204
Provision for tax	17,117	14,115	1,508	288
	1,083,220	961,018	230,402	326,571
Net current assets	127,115	129,114	774,620	681,803

	Group		Company	
	31 August 2014	31 August 2013	31 August 2014	31 August 2013
	US\$'000	US\$'000	US\$'000	US\$'000
Non-current liabilities				
Other payables	(26,076)	(12,152)	(6,076)	(12,152)
Pension liability	(1,297)	(2,047)	-	-
Deferred income	(24,442)	(27,006)	-	-
Lease obligations	(811)	(751)	-	(13)
Bank term loans	(665,940)	(510,386)	(11,000)	(2,363)
Notes payable	(374,405)	(272,769)	(374,405)	(272,769)
Deferred tax liabilities	(1,032)	(675)	-	-
NET ASSETS	1,185,769	1,139,916	794,994	805,815
EQUITY				
Share capital	490,085	490,085	490,085	490,085
Perpetual securities	123,047	122,940	123,047	122,940
Accumulated profits	523,716	492,695	190,976	205,073
Capital reserve	(3,242)	(3,210)	(2,353)	(2,353)
Fair value adjustment reserve	4,951	3,491	-	-
Hedging reserve	243	(2,790)	615	(2,554)
Translation reserve	(1,622)	(4,674)	-	-
Treasury shares	(7,376)	(7,376)	(7,376)	(7,376)
	1,129,802	1,091,161	794,994	805,815
Non-controlling interests	55,967	48,755	-	-
TOTAL EQUITY	1,185,769	1,139,916	794,994	805,815
	-	-	-	-

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

	31 August 2014		31 August 2013	
	Secured US\$'000	Unsecured US\$'000	Secured US\$'000	Unsecured US\$'000
Amount repayable in one year or less, or on demand	302,316	208,445	233,740	268,189
Amount repayable after one year	653,155	388,001	508,773	275,133

Details of any collaterals

The above term loans and bills payable are secured by way of legal mortgages on the vessels, leasehold property, equipments and cash deposits of the Group.

Certain motor vehicles are under finance lease arrangements.

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

(Amounts expressed in United States dollars)

	Group		Group	
	3 months ended		12 months ended	
	31 August 2014 US\$'000	31 August 2013 US\$'000	31 August 2014 US\$'000	31 August 2013 US\$'000
Cash flows from operating activities				
Profit before tax	16,964	21,732	74,702	92,283
Adjustments:				
Depreciation of fixed assets	19,618	17,926	71,289	58,232
Loss on disposal of assets held for sale	-	30	-	3,416
Fixed assets written off	2,553	3	3,057	47
Amortisation of other intangible assets	212	412	843	1,646
Loss/(gain) on disposal of fixed assets	240	1,179	197	(28,835)
Impairment loss on fixed assets	88	2,000	607	2,000
Share of profit of associated companies	(2,104)	(5,074)	(33,763)	(18,508)
Share of profit of joint venture companies	(636)	(632)	(3,196)	(3,591)
Loss/(gain) on dilution of interest in an associated company	103	(2,716)	(4,995)	(4,684)
Gain on disposal of an AFS investment	-	-	-	(67,369)
Gain on disposal of a subsidiary	-	-	-	(151)
Realised loss/(gain) on derivative financial instruments, net	27	121	270	(4,180)
Fair value changes in respect of derivative financial instruments, net	-	-	-	(613)
Fair value changes in respect of FVTPL investments, net	-	90	(345)	29
Unrealised exchange loss/(gain)	1,588	(3,275)	539	(7,924)
Interest expense	11,165	10,314	42,656	43,535
Interest income	(971)	(1,199)	(3,629)	(5,002)
Gross dividend income from an AFS investment	(1,200)	-	(1,200)	(32)
Gross dividend income from FVTPL investments	-	(29)	(180)	(115)
Bad debts (recovered)/written off, net	(407)	11	(898)	1,404
Negative goodwill on acquisition of a subsidiary	-	(610)	-	(610)
Allowance for doubtful debts, net	4,149	5,528	4,149	6,898
Operating profit before working capital changes	51,389	45,811	150,103	67,876
(Increase)/decrease in:				
Inventories and work-in-progress	(14)	38,497	(15,442)	10,911
Trade receivables	(37,713)	(74,508)	(106,191)	(10,147)
Other receivables and other current assets	44,414	43,200	19,279	(31,292)
Due from associated companies, net	5,145	(33,217)	624	(40,521)
Due from joint venture companies, net	(6,537)	(9,821)	413	(9,905)
Increase/(decrease) in:				
Trade payables	65,807	35,892	1,834	33,199
Other payables	(22,088)	(98,938)	85,791	(5,775)
Progress billings in excess of work-in-progress	(55,195)	26,295	20,738	24,077
Due to joint venture companies, net	-	(1,114)	-	(1,114)
Cash generated from/(used in) operations	45,208	(27,903)	157,149	37,309
Interest paid	(6,124)	(2,731)	(44,520)	(25,523)
Interest income received	972	798	3,245	3,407
Tax paid	(64)	(3,376)	(17,052)	(30,041)
Net cash generated from/(used in) operating activities	39,992	(33,212)	98,822	(14,848)

	Group		Group	
	3 months ended		12 months ended	
	31 August	31 August	31 August	31 August
	2014	2013	2014	2013
	US\$'000	US\$'000	US\$'000	US\$'000
Cash flows from investing activities				
Purchase of fixed assets	(53,565)	(60,744)	(326,963)	(241,589)
Purchase of intangible asset	(433)	(7,200)	(433)	(7,200)
Purchase of an AFS investment	(3,075)	-	(3,075)	-
Proceeds from disposal of assets held for sale	-	-	-	24,434
Proceeds from disposal of a subsidiary, net of cash disposed	-	-	-	2,593
Proceeds from disposal of AFS investment	-	72,119	-	72,119
Proceeds from liquidation of a joint venture company	-	57	-	57
Proceeds from disposal of fixed assets	5,860	64,000	5,911	64,015
Proceeds from disposal of FVTPL investments	-	-	2,627	-
Dividend received (net) from FVTPL investments	-	29	180	115
Dividend received (net) from an AFS investment	1,200	-	1,200	32
Dividend received (net) from joint venture companies	655	564	1,260	1,232
Advance given to an associated company	-	(1)	-	(2,586)
Increase in cash pledged	(1)	(2,660)	(2,648)	(2,610)
Interest paid and capitalised as fixed assets	(2,357)	(1,774)	(8,614)	(6,236)
Net cash (used in)/generated from investing activities	<u>(51,716)</u>	<u>64,390</u>	<u>(330,555)</u>	<u>(95,624)</u>
Cash flows from financing activities				
Proceeds/(repayment of) from bills payable, net	8,623	(16,725)	25,077	(95,029)
Repayment of lease obligations, net	(233)	(383)	(1,027)	(568)
Proceeds from issuance of perpetual securities, net of transaction costs	-	-	-	118,149
Proceeds from bank term loans	33,401	101,858	404,245	386,718
Repayment of bank term loans	(49,971)	(108,171)	(225,187)	(403,799)
Repayment of guaranteed notes	-	-	-	(40,582)
(Payment for)/receipt of derivative financial instruments, net	(27)	-	(270)	4,334
Redemption of convertible bonds	-	-	(50,000)	(100,000)
Proceeds from issuance of fixed rate notes, net of transaction costs	-	-	94,587	281,115
Payment for perpetual securities distribution	-	-	(10,327)	(5,260)
Payment of dividend on ordinary shares	-	-	(3,814)	-
Payment of dividend by subsidiary company to non-controlling interest	-	-	(1,541)	-
Net cash (used in)/generated from financing activities	<u>(8,207)</u>	<u>(23,421)</u>	<u>231,743</u>	<u>145,078</u>
Net (decrease)/increase in cash and cash equivalents	(19,931)	7,757	10	34,606
Effects of exchange on cash and cash equivalents	95	265	497	5,116
Cash and cash equivalents at beginning of financial year	<u>193,421</u>	<u>165,056</u>	<u>173,078</u>	<u>133,356</u>
Cash and cash equivalents at end of financial year	<u>173,585</u>	<u>173,078</u>	<u>173,585</u>	<u>173,078</u>

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

(Amounts expressed in United States dollars)

Group	Attributable to owners of the parent										
	Share capital US\$'000	Perpetual securities US\$'000	Accumulated profits US\$'000	Capital reserve US\$'000	Fair value adjustment reserve US\$'000	Hedging reserve US\$'000	Translation reserve US\$'000	Treasury shares US\$'000	Total equity attributable to owners of the parent US\$'000	Non-controlling interests US\$'000	Total equity US\$'000
Balance at 1 September 2012	490,085	-	487,865	13,089	29,075	2,703	(2,062)	(9,364)	1,011,391	(213)	1,011,178
Effects on purchase price allocation	-	-	1,100	-	-	-	-	-	1,100	-	1,100
As restated	490,085	-	488,965	13,089	29,075	2,703	(2,062)	(9,364)	1,012,491	(213)	1,012,278
Total comprehensive income for the financial year	-	-	53,649	384	(25,584)	(5,493)	(2,612)	-	20,344	10,415	30,759
Issuance of perpetual securities	-	120,231	-	-	-	-	-	-	120,231	-	120,231
Perpetual securities issuance expense	-	(2,082)	-	-	-	-	-	-	(2,082)	-	(2,082)
Accrued perpetual securities distribution	-	10,051	(10,051)	-	-	-	-	-	-	-	-
Payment of perpetual securities distribution	-	(5,260)	-	-	-	-	-	-	(5,260)	-	(5,260)
Dividend in specie	-	-	(12,531)	-	-	-	-	-	(12,531)	12,531	-
Dividend in specie issuance expense	-	-	(1,315)	-	-	-	-	-	(1,315)	-	(1,315)
Performance shares awarded using treasury shares	-	-	-	(1,119)	-	-	-	1,988	869	-	869
Derivative component of convertible bond on redemption	-	-	-	(15,564)	-	-	-	-	(15,564)	-	(15,564)
Total transactions with owners in their capacity as owners	-	122,940	(23,897)	(16,683)	-	-	-	1,988	84,348	12,531	96,879
Dilution of equity interest of subsidiary group to non-controlling interest without change in control	-	-	(26,022)	-	-	-	-	-	(26,022)	26,022	-
Balance at 31 August 2013	490,085	122,940	492,695	(3,210)	3,491	(2,790)	(4,674)	(7,376)	1,091,161	48,755	1,139,916

Group	Attributable to owners of the parent										
	Share capital US\$'000	Perpetual securities US\$'000	Accumulated profits US\$'000	Capital reserve US\$'000	Fair value adjustment reserve US\$'000	Hedging reserve US\$'000	Translation reserve US\$'000	Treasury shares US\$'000	Total equity attributable to owners of the parent US\$'000	Non-controlling interests US\$'000	Total equity US\$'000
Balance at 1 September 2013	490,085	122,940	492,695	(3,210)	3,491	(2,790)	(4,674)	(7,376)	1,091,161	48,755	1,139,916
Total comprehensive income for the financial year	-	-	45,269	(32)	1,460	3,033	3,052	-	52,782	8,753	61,535
Accrued perpetual securities distribution	-	10,434	(10,434)	-	-	-	-	-	-	-	-
Payment of perpetual securities distribution	-	(10,327)	-	-	-	-	-	-	(10,327)	-	(10,327)
Payment of dividend on ordinary shares	-	-	(3,814)	-	-	-	-	-	(3,814)	-	(3,814)
Payment of dividend by subsidiary company to non-controlling interest	-	-	-	-	-	-	-	-	-	(1,541)	(1,541)
Total transactions with owners in their capacity as owners	-	107	(14,248)	-	-	-	-	-	(14,141)	(1,541)	(15,682)
Balance at 31 August 2014	490,085	123,047	523,716	(3,242)	4,951	243	(1,622)	(7,376)	1,129,802	55,967	1,185,769

Company

	Attributable to equity owners of the parent								
	Share capital US\$'000	Perpetual securities US\$'000	Accumulated profits US\$'000	Capital reserve US\$'000	Fair value adjustment reserve US\$'000	Hedging reserve US\$'000	Total reserves US\$'000	Treasury shares US\$'000	Total equity US\$'000
Balance at 1 September 2012	490,085	-	175,671	14,330	29,075	2,854	221,930	(9,364)	702,651
Total comprehensive income for the financial year	-	-	51,984	-	(29,075)	(5,408)	17,501	-	17,501
Issuance of perpetual securities	-	120,231	-	-	-	-	-	-	120,231
Perpetual securities issuance expense	-	(2,082)	-	-	-	-	-	-	(2,082)
Accrued perpetual securities distribution	-	10,051	(10,051)	-	-	-	(10,051)	-	-
Payment of perpetual securities distribution	-	(5,260)	-	-	-	-	-	-	(5,260)
Dividend in specie	-	-	(12,531)	-	-	-	(12,531)	-	(12,531)
Performance shares awarded using treasury shares	-	-	-	(1,119)	-	-	(1,119)	1,988	869
Derivative component of convertible bond on redemption	-	-	-	(15,564)	-	-	(15,564)	-	(15,564)
Total transactions with owners in their capacity as owners	-	122,940	(22,582)	(16,683)	-	-	(39,265)	1,988	85,663
Balance at 31 August 2013	490,085	122,940	205,073	(2,353)	-	(2,554)	200,166	(7,376)	805,815
Balance at 1 September 2013	490,085	122,940	205,073	(2,353)	-	(2,554)	200,166	(7,376)	805,815
Total comprehensive income for the financial year	-	-	151	-	-	3,169	3,320	-	3,320
Accrued perpetual securities distribution	-	10,434	(10,434)	-	-	-	(10,434)	-	-
Payment of perpetual securities distribution	-	(10,327)	-	-	-	-	-	-	(10,327)
Payment of dividend on ordinary shares	-	-	(3,814)	-	-	-	(3,814)	-	(3,814)
Total transactions with owners in their capacity as owners	-	107	(14,248)	-	-	-	(14,248)	-	(14,141)
Balance at 31 August 2014	490,085	123,047	190,976	(2,353)	-	615	189,238	(7,376)	794,994

- 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 of the issuer, 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**

Convertible Bonds

On 1 March 2011, the Company issued a US\$50 million Convertible Bond (the "US\$50 million Bond") as part of the purchase consideration for the acquisition of AMC Group. The US\$50 million Bond is convertible up to 36,238,607 new ordinary shares.

On 28 February 2014, the Company redeemed the US\$50 million Bond in principal amount (or approximately US\$57.88 million including interest) which matured on 1 March 2014.

As at 31 August 2014, the Company's total issued shares is 977,896,088 (31 August 2013: 977,896,088) with 3,439,880 (31 August 2013: 3,439,880) shares being held as treasury shares.

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

The Company's total issued shares excluding treasury shares is 974,456,208 as at 31 August 2014 (31 August 2013: 974,456,208).

- 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**

As at 31 August 2014, the Company has 3,439,880 shares being held as treasury shares. There is no change in the treasury shares during the financial year.

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

The figures have not been audited or reviewed by the auditors.

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

Not applicable.

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

The Group has applied the same accounting policies and methods of computation in the preparation of the financial statements for the financial year ended 31 August 2014 as the most recently audited financial statements for the financial year ended 31 August 2013 ("FY13").

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

The Group has adopted the new and revised FRSs and Interpretation of FRS (INT FRS) that are effective for annual periods beginning on or after 1 September 2013. The adoption of these new/revised FRS and INT FRSs did not have material effect on the financial performance or position of the Group.

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

	12 months ended 31 August 2014	12 months ended 31 August 2013
Net profit attributable to owners of the parent (US\$'000)	45,269	53,649
Weighted average ordinary shares for calculation of ('000):		
- Basic earnings per share	974,456	974,032
- Diluted earnings per share	974,456	974,032
Earnings per ordinary share ("EPS") (US cents) of the Group:		
(a) Based on the weighted average number of ordinary shares on issue	4.65	5.51
(b) On a fully diluted basis (detailing any adjustments made to the earnings)	4.65	5.51

For "Diluted earnings per share", the weighted average number of ordinary shares includes the number of additional shares to be issued upon conversion of the convertible bonds. Adjustment is made to net profit attributable to the owners of the parent for the effect of the convertible bonds. The diluted EPS is the same as the basic EPS, as the effect of the convertible bonds is anti-dilutive.

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

	Group		Company	
	As at 31 August 2014	As at 31 August 2013	As at 31 August 2014	As at 31 August 2013
Net asset value per ordinary share (US cents)	121.69	116.98	81.58	82.69

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 PERFORMANCE:

Revenue

Financial year ended 31 August 2014 ("FY14")
3 months ended 31 August 2014 ("4Q14")

The Group's revenue increased by US\$226.3 million (18%) for FY14 when compared to the financial year ended 31 August 2013 ("FY13"). The increase was due to an increase in revenue of US\$252.7 million from Subsea Services Division. This increase was partially offset by a decrease of US\$1.0 million from Marine Services Division and US\$25.4 million from Offshore Support Services Division.

REVIEW OF PERFORMANCE (CONT'D):

Revenue (cont'd)

The Group's revenue increased by US\$26.8 million (6%) for 4Q14 when compared to the corresponding period for the three months ended 31 August 2013 ("4Q13"). The increase was mainly due to an increase in revenue of US\$52.1 million from Subsea Services Division. This increase was partially offset by a decrease of US\$5.2 million from Marine Services Division and US\$20.1 million from Offshore Support Services Division.

The increase in revenue for FY14 and 4Q14 from Subsea Services Division was mainly due to:-

- (i) Increase in the value and number of projects undertaken compared to FY13 and 4Q13;
- (ii) Additional variation orders arising mainly from projects closed out in FY14; and
- (iii) Full year revenue contribution from two (2) subsea construction vessels, *Lewek Express* and *Lewek Centurion*, which were delivered in fourth quarter of FY13 and have commenced operations in FY14. In addition, the inspection, maintenance and repair vessel, *Lewek Inspector*, which was delivered in first quarter of FY14 also contributed to the increase in revenue.

The decrease in revenue from Marine Services Division for 4Q14 was mainly due to the decrease in engineering design work performed in 4Q14 as compared to 4Q13. Revenue from Marine Services Division for FY14 remains comparable to FY13.

The decrease in revenue from Offshore Support Services Division for FY14 was mainly due to a decrease in revenue contribution from two (2) leased-in vessels which were returned to the owner during FY14. In addition, the weakness in the anchor handling tugs ("AHT") segment and the shallow water platform support vessels ("PSV") segment also contributed to the decrease. The decrease was partially offset by revenue contribution from two (2) PSVs, *Lewek Avior* and *Lewek Alkaid* and one (1) anchor handling tug and supply vessel ("AHTS"), *Lewek Teal*, which were delivered subsequent to second half year of FY13.

The decrease in revenue from Offshore Support Services Division for 4Q14 was mainly due to a decrease in revenue contribution from one (1) leased-in vessels which were returned to the owner in 2Q14 and the transfer of two (2) vessels from the Offshore Support Services for use in the operations of Subsea Services Division. In addition, the weakness in the AHT segment and the shallow water PSV segment also contributed to the decrease.

Gross profit

Financial year ended 31 August 2014 ("FY14")

3 months ended 31 August 2014 ("4Q14")

Gross profit increased from US\$169.2 million in FY13 to US\$226.9 million in FY14 and gross profit margin has increased from 13% in FY13 to 15% in FY14.

Gross profit decreased from US\$74.8 million in 4Q13 to US\$63.2 million in 4Q14 and gross profit margin has decreased from 18% in 4Q13 to 14% in 4Q14.

The improvement in gross profit and gross profit margin in FY14 as compared to FY13 is mainly due to the Subsea Services Division's FY13 performance being affected by a one-off higher than expected cost at the project level resulting from delays in the execution of certain projects and the recognition of additional costs that were previously unexpected for certain projects. The unexpected cost situation that impacted the corresponding period is not present in FY14, hence improving the overall gross profit and gross profit margin.

The decrease in gross profit and gross profit margin in 4Q14 as compared to 4Q13 was mainly due to a lower gross profit margin contribution from the Offshore Support Division as a result of weakness in the AHT and PSV segment. In addition, gross profit margin for Subsea Services Division was also lower resulting from higher project close out and variation orders recognised in 4Q13 compared to 4Q14.

REVIEW OF PERFORMANCE (CONT'D):

Other operating income, net

Financial year ended 31 August 2014 ("FY14")

The decrease in other operating income for FY14 when compared to FY13 was mainly due to the absence of one-off gains from (i) the disposal of fixed assets and assets held for sale amounting to US\$25.4 million; and (ii) disposal of an AFS investment amounting to US\$67.4 million.

The decrease was also attributable to the turnaround of the realised gain on derivative instruments of US\$4.2 million in FY13 to realised loss of \$0.3 million in FY14 and an increase in net foreign exchange loss of US\$2.7 million.

3 months ended 31 August 2014 ("4Q14")

The increase in other operating income for 4Q14 when compared to 4Q13 was mainly due to (i) lower impairment loss on fixed assets in 4Q14 of US\$0.1 million as compared to 4Q13 of US\$2 million; and (ii) lower loss on disposal of fixed assets and assets held for sale of US\$0.2 million as compared to 4Q13 of US\$1.2 million.

Administrative expenses

Financial year ended 31 August 2014 ("FY14")

3 months ended 31 August 2014 ("4Q14")

The decrease in administrative expenses for FY14 and 4Q14 when compared to FY13 and 4Q13 respectively was mainly due to lower personnel expenses as a result of higher utilisation rate of project personnel and lower provision for doubtful debts.

Share of profit of associated companies

Financial year ended 31 August 2014 ("FY14")

The increase in share of profit of associated companies for FY14 when compared to FY13 was mainly due to higher share of profit from an associated company, EMAS Offshore Limited (formerly known as EOC Limited), resulting from the sale and leaseback of a vessel, *Lewek Champion*. The Group's share of the gain from disposal of the vessel is US\$16.6 million.

3 months ended 31 August 2014 ("4Q14")

The decrease in share of profit of associated companies for 4Q14 when compared to 4Q13 was mainly due to lower share of profit from associated companies as a result of weaker performance by the associated companies.

Profit before tax

Financial year ended 31 August 2014 ("FY14")

3 months ended 31 August 2014 ("4Q14")

Profit before tax decreased by 19% to US\$74.7 million in FY14 when compared to FY13. The decrease was mainly due to lower other operating income and was partially offset by higher gross profit and share of profit of associated companies.

Profit before tax for decreased by 22% to US\$17.0 million in 4Q14 when compared to 4Q13. The decrease was mainly due to lower gross profit and share of profit of associated companies and was partially offset by lower administrative expenses.

REVIEW OF PERFORMANCE (CONT'D):

Tax

Tax expense in FY14 and 4Q14 amounting to US\$20.7 million and US\$4.1 million respectively relates mainly to the corporate tax expense of the Company and its subsidiaries and withholding tax expense incurred by vessels operating in overseas waters and projects undertaken in foreign tax jurisdiction. Charter income derived from Singapore and foreign flagged vessels which operate in international waters continue to remain tax exempt under Section 13 of the Singapore Income Tax Act and Maritime Sector Incentive - Approved International Shipping Enterprise Scheme.

The decrease in tax expense in FY14 and 4Q14 when compared to FY13 and 4Q13 respectively is mainly due to the decrease in withholding tax expense due to change in area of operations of certain vessels and projects.

REVIEW OF STATEMENT OF FINANCIAL POSITION AND CASH FLOWS:

Non-current assets

The increase in non-current assets was mainly due to:-

- (i) Increase in fixed assets. This refers to the capitalisation of shipbuilding costs and equipment costs of vessels under construction during the financial year, purchase of vessels and a spoolbase facility located in the United States of America.
- (ii) Increase in trade receivables due to the restructuring of repayment terms of certain trade receivable;
- (iii) Increase in long term receivable due from associated companies resulting from reclassification of certain trade receivable to non-current asset; and
- (iv) Increase in investment in associated and joint venture companies mainly due to the share of the associated companies' results and reserves.

Current assets

The increase in current assets was mainly due to:-

- (i) Increase in assets held for sale as a result of impending sale of two (2) vessels;
- (ii) Increase in inventories and work-in-progress resulting from the build up of subsea activities;
- (iii) Increase in trade receivables is mainly due to higher level of billings from Subsea Services Division and Marine Services Division during the financial year; and
- (iv) Increase in balances due from associated companies mainly due to services rendered to associated companies.

Current liabilities

The increase in current liabilities was mainly due to:-

- (i) Net increase in trade and other payables mainly due to the increase in accruals for operating expenses as a result of higher business activities;
- (ii) Increased in bank term loans and bills payable to bank mainly due to purchase of vessels and project financing. In addition, debt refinancing exercise was undertaken to improve the debt maturity profile;
- (iii) Increase in progress billing in excess of work-in-progress due to milestone billings made to customers; and
- (iv) Increase in balances from to associated companies mainly due to services rendered by associated companies.

Non-current liabilities

The increase in non-current liabilities was due to the issuance of two tranches of Fixed Rate Notes amounting to S\$120 million as well as drawdown of a vessel construction loan.

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

Equity

The increase in shareholders' equity was mainly due to profit for FY14 and share of associated companies' reserves.

Cash flows

Financial year ended 31 August 2014 ("FY14")

The cash and cash equivalents remain comparable between FY14 and FY13. Cash flows from operating activities have turned positive to US\$98.8 million in FY14 compared to cash outflow of US\$14.8 million in FY13.

Net cash outflow from investing activities have increased from US\$95.6 million in FY13 to US\$330.6 million in FY14 as result of more purchases of fixed assets and lower proceeds from disposal of fixed assets, assets held for sale and AFS investment.

Net cash inflow from financing activities have increased from US\$145.1 million in FY13 to US\$231.7 million in FY14 as result of higher net inflow from bank term loans and bills payable. The increase is partially offset by lower amount of fixed rates notes issuance in FY14 and the redemption of convertible bonds in FY13.

3 months ended 31 August 2014 ("4Q14")

Cash flows from operating activities have turned positive to US\$40.0 million in 4Q14 compared to cash outflow of US\$33.2 million in 4Q13.

Cash flows from investing activities have turned from an inflow of US\$64.4 million in 4Q13 to an outflow of US\$51.7 million in 4Q14 as result of lower proceeds from disposal of fixed assets and AFS investment.

Net cash outflow from financing activities have decreased from US\$23.4 million in 4Q13 to US\$8.2 million in 4Q14 as result of net cash inflow from bills payable in 4Q14 as compared to net cash outflow in 4Q13.

Proceeds utilisation

Proceeds utilisation of Share Placement exercise

On 16 March 2012, the Company issued and allotted 110,000,000 new ordinary shares in the capital of the Company ("the Placement Shares") pursuant to a private placement at an issue price of S\$1.10 for each Placement Share to raise gross proceeds of S\$121 million.

To date, S\$88.1 million has been utilised for repayment of existing debt and general working capital purposes. Details of utilisation have been announced.

Proceeds utilisation of S\$150 million Perpetual Securities

On 18 September 2012, the Company issued a S\$150 million Fixed Rate Subordinated Perpetual Securities (the "Securities"). The Securities were issued under the US\$500 million Multicurrency Debt Issuance Programme established by the Company on 28 August 2012. The net proceeds from the issuance of the Securities (after deducting issuance expenses) will be used by the Company to refinance existing borrowings of the Company and its subsidiaries, and for general working capital purposes.

To date, S\$124.3 million has been utilised for repayment of existing debt, purchase of equipment on board vessels and general working capital purposes. Details of utilisation have been announced.

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

Proceeds utilisation of S\$25 million Fixed Rate Notes

On 16 September 2013, the Company issued a S\$25 million Fixed Rate Notes due 2015. The S\$25 million Notes were issued under the US\$500 million Multicurrency Debt Issuance Programme established by the Company on 28 August 2012 and are consolidated and form a single series with the existing S\$200 million 5.00 per cent Fixed Rates Notes due 2015 issued on 7 September 2012. The net proceeds from the issuance of the S\$25 million Notes (after deducting issuance expenses) has been fully utilised by the Company to refinance existing borrowings of the Company and its subsidiaries and for general working capital purposes.

Proceeds utilisation of S\$95 million Fixed Rate Notes

On 21 March 2014, the Company issued a S\$95 million Fixed Rate Notes due 2016. The S\$95 million Notes were issued under the US\$500,000,000 Multicurrency Debt Issuance Programme established by the Company on 28 August 2012. The net proceeds from the issue of the S\$95 million Notes (after deducting expenses) has been fully utilised by the Company for repayment of existing borrowings. Details of utilisation have been announced.

Financial ratios

The Group's net debt to equity ratio (defined as ratio of total external indebtedness (net of cash and cash equivalents and cash pledged) owing to bank and financial institutions to total equity) has increased to 1.16 times as at the end of FY14 as compared to 0.97 times at end of FY13.

Interest cover is 4.4 times in FY14 compared to 4.5 times in FY13.

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

Not applicable.

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

The recent volatile oil price environment may result in selective near-term slowdown in project awards and execution as the upstream oil and gas companies seek to rein in their capital expenditure plans and maintain greater cash flow discipline.

Amidst concerns of moderating capital expenditure programs in the near-term amongst the national oil companies and oil majors, our tendering activity remains robust. We continue to believe that the long-term fundamentals of the oil and gas industry remain strong and will drive continued spending in the segments that our businesses operate in.

The Group remains focused in executing its current backlog of US\$2.4 billion*, with the majority of its existing contracts to be executed over the next 12 to 18 months.

On 3 October 2014, the Group completed the transfer of its Offshore Support Services companies into EMAS Offshore Limited. The consolidation of Ezra's Offshore Support Services companies into EMAS Offshore Limited will enable Ezra to focus on its Subsea Services business while continuing to participate in the growth of the Offshore Support Services business.

** The Group's backlog is inclusive of a backlog of US\$520 million from the two FPSOs, Lewek EMAS and Perisai Kamelia that EMAS Offshore Limited has stakes in*

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? Yes

Name of dividend	Final
Dividend type	Cash
Dividend rate (S\$)	0.5 cents per ordinary share
Tax rate	Tax exempt (one-tier)

(c) Date payable

Not applicable

(d) Books closure date

Not applicable

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

No dividend has been declared or recommended for the current financial year reported on.

However, the directors of the Company would like to propose a bonus issue of one (1) Bonus Share for every twenty-five (25) existing ordinary shares. Further details of the bonus issue will be released in a separate announcement later.

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 Interested Party Transactions ("IPTs").

14. Negative confirmation pursuant to Rule 705(5).

Not required for announcement on full year results.

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

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

Business segments

Financial year ended 31 August 2014	Offshore Support Services US\$'000	Marine Services US\$'000	Subsea Services US\$'000	Group US\$'000
Revenue				
Sales	267,971	188,213	1,045,837	1,502,021
Inter-segment sales	(8,035)	-	(5,635)	(13,670)
Sales to external customers	259,936	188,213	1,040,202	1,488,351
Profit from operations	20,423	22,451	58,585	101,459
Share of profit of associated companies	4,111	-	-	4,111
Share of profit of joint venture companies	2,538	-	-	2,538
Financial income				3,629
Financial expenses				(42,656)
Tax				(20,680)
Unallocated other operating income, net				(7,048)
Unallocated expenses				(17,641)
Unallocated share of associated companies				29,652
Unallocated share of joint venture companies				658
Net profit for the financial year				54,022
Assets				
Segment assets	729,180	428,843	1,711,317	2,869,340
Unallocated assets				493,652
Total assets				3,362,992
Liabilities				
Segment liabilities	435,556	255,119	842,090	1,532,765
Unallocated liabilities				644,458
Total liabilities				2,177,223
Other information				
Capital expenditure	84,384	34,356	219,624	338,364
Unallocated capital expenditure				3,141
Total capital expenditure				341,505
Depreciation and amortisation	31,720	8,162	30,334	70,216
Unallocated depreciation and amortisation				1,916
Total depreciation and amortisation				72,132

Business segments (cont'd)

Financial year ended 31 August 2013	Offshore Support Services US\$'000	Marine Services US\$'000	Subsea Services US\$'000	Group US\$'000
Revenue				
Sales	291,759	189,194	792,115	1,273,068
Inter-segment sales	(6,422)	-	(4,581)	(11,003)
Sales to external customers	285,337	189,194	787,534	1,262,065
Profit from operations	45,038	29,558	(22,745)	51,851
Share of profit of associated companies	7,863	-	-	7,863
Share of profit of joint venture companies	3,576	-	-	3,576
Financial income				5,002
Financial expenses				(43,535)
Tax				(28,219)
Unallocated other operating income, net				79,670
Unallocated expenses				(22,804)
Unallocated share of associated companies				10,645
Unallocated share of joint venture companies				15
Net profit for the financial year				64,064
Assets				
Segment assets	729,329	339,922	1,442,080	2,511,331
Unallocated assets				415,389
Total assets				2,926,720
Liabilities				
Segment liabilities	388,031	206,754	563,032	1,157,817
Unallocated liabilities				628,987
Total liabilities				1,786,804
Other information				
Capital expenditure	67,710	27,069	148,860	243,639
Unallocated capital expenditure				2,507
Total capital expenditure				246,146
Depreciation and amortisation	25,971	6,356	25,439	57,766
Unallocated depreciation and amortisation				2,112
Total depreciation and amortisation				59,878

Geographical segments

Revenue ⁽¹⁾	Group	
	31 August 2014 US\$'000	31 August 2013 US\$'000
Singapore	265,165	121,757
South East Asia ⁽²⁾	334,624	308,744
Americas	349,131	283,319
Other countries ⁽³⁾	539,431	548,245
	<u>1,488,351</u>	<u>1,262,065</u>

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

(2) South East Asia includes Indonesia, Thailand, Brunei, Malaysia, Philippines and Vietnam and excludes Singapore.

(3) Other countries include Australia, China, India, Nigeria, United Arab Emirates, South Korea, Norway, United Kingdom, Netherlands, Italy, Oman, France, Germany, Ivory Coast, Ghana, and Congo.

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

Non-Current Assets	Group	
	31 August 2014 US\$'000	31 August 2013 US\$'000
Singapore	1,217,901	1,084,390
South East Asia ⁽⁴⁾	201,199	142,868
Other countries ⁽⁵⁾	416,734	360,909
	<u>1,835,834</u>	<u>1,588,167</u>

(4) South East Asia includes Malaysia, Thailand and Vietnam and excludes Singapore.

(5) Other countries include the India, United Kingdom, British Virgin Islands, United States of America, Australia and Norway.

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

In FY2014, the Subsea Services Division continued to drive the Group's revenue growth as a result of increased project execution activities. The Group expects that the Subsea Services Division will continue to increase its contribution to the Group's turnover.

With the completion of the consolidation of Ezra's Offshore Support Services companies into EMAS Offshore Limited, the Group believes that the Offshore Support Services business will continue to contribute significantly, particularly with the expansion of the offshore accommodation segment.

Revenue contribution outside of South East Asia accounts for 59.7% (FY2013: 65.9%) of revenue. These countries include Australia, China, India, Nigeria, United Arab Emirates, South Korea, Norway, United Kingdom, Netherlands, Italy, Oman, France, Germany, Ivory Coast, Ghana, and Congo. The Group expects to have continual strong contribution outside of South East Asia.

17. A breakdown of sales

	Group		Increase / (Decrease) %
	31 August 2014 US\$'000	31 August 2013 US\$'000	
Sales reported for first half year	640,256	525,815	22
Operating profit after tax before deducting non-controlling interests reported for first half year	30,882	40,910	(25)
Sales reported for second half year	848,095	736,250	15
Operating profit after tax before deducting non-controlling interests reported for second half year	23,140	23,154	(0.1)

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

	Latest Full Year	Previous Full Year
	US\$'000	US\$'000
Ordinary	-	3,822
Preference	-	-
Total	-	3,822

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

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