

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

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

	Group Six Months ended		Increase / (Decrease)
	30 Sep 2015 ("1H2016") S\$'000	30 Sep 2014 ("1H2015") S\$'000	%
Revenue			
Sales of goods	5,737	6,385	(10.15)
Sales of services	11,017	12,263	(10.16)
Construction revenue	-	4,173	(100.00)
Total revenue	16,754	22,821	(26.59)
Other income	165	188	(12.23)
Costs and expenses			
Costs of sales	(9,982)	(16,111)	(38.04)
Staff Costs	(2,845)	(2,946)	(3.43)
Depreciation of property, plant and equipment	(1,961)	(1,799)	9.01
Foreign exchange gain	937	305	207.21
Share of result of associates	(890)	(302)	194.70
Other operating expenses	(1,355)	(1,325)	2.26
	(16,096)	(22,178)	(27.42)
Profit from operations	823	831	(0.96)
Finance expense	(502)	(493)	1.83
Profit before taxation	321	338	(5.03)
Taxation	-	(105)	(100.00)
Profit after taxation	321	233	37.77
Profit attributable to:			
Equity holders of the parent	179	186	(3.76)
Non-controlling interest	142	47	202.13
	321	233	37.77

N.M: Not meaningful

Consolidated Statement of Comprehensive Income

	Group		
	1H2016 S\$'000	1H2015 S\$'000	
Profit after taxation	321	233	37.77
Other comprehensive income:			
Foreign currency translation on foreign operations	406	257	57.98
Total comprehensive income for the period	727	490	48.37
Total comprehensive income attributable to:			
Equity holders of the parent	436	406	7.39
Non-controlling interest	291	84	246.43
	727	490	48.37

1(a) (ii) Additional information for the income statement

Profit for the period is arrived at after crediting/(charging) the following:

	Group		Increase/ (Decrease) %
	1H2016 S\$'000	1H2015 S\$'000	
Interest expenses	(502)	(493)	1.83
Depreciation of property, plant and equipment	(1,961)	(1,799)	9.01
Write back allowance of doubtful debts	-	28	(100.00)
Allowance for doubtful debts	(39)	-	100.00
Gain on disposal of property, plant and equipment	-	6	(100.00)

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

	Group		Company	
	30 Sep 2015 S\$'000	31 Mar 2015 S\$'000	30 Sep 2015 S\$'000	31 Mar 2015 S\$'000
Non-current assets				
Property plant and equipment	74,995	74,573	22	22
Investment in subsidiaries	-	-	38,133	38,133
Investment in associates	3,659	4,880	-	-
Goodwill	175	175	-	-
Other investments	8,632	9,048	-	-
	<u>87,461</u>	<u>88,676</u>	<u>38,155</u>	<u>38,155</u>
Current assets				
Inventories	4,617	3,730	-	-
Trade receivables	5,452	6,026	-	-
Other receivables	1,659	1,961	15	15
Construction in progress	4,013	1,513	-	-
Amount due from subsidiaries	-	-	26,207	25,428
Amount due from associates	8,482	8,631	-	-
Fixed deposits	3,018	3,178	-	-
Cash and bank balances	2,406	1,527	971	68
	<u>29,647</u>	<u>26,566</u>	<u>27,193</u>	<u>25,511</u>
Current liabilities				
Trade payables	7,873	8,221	-	-
Other payables and accruals	3,107	2,092	663	659
Bank Overdraft	1,854	1,587	-	-
Amount due to subsidiaries	-	-	7,016	7,030
Loan and borrowings	24,909	26,412	-	-
Hire purchase creditors	3	2	-	-
Provision for taxation	507	573	-	-
	<u>38,253</u>	<u>38,887</u>	<u>7,679</u>	<u>7,689</u>
Net current (liabilities)/assets	(8,606)	(12,321)	19,514	17,822
Non-Current liabilities				
Hire purchase creditors	(2)	(4)	-	-
Amount due to a related company	(3,842)	(3,711)	-	-
Loan and borrowings	(11,071)	(11,539)	(4,000)	(4,000)
Deferred tax liabilities	(47)	(47)	-	-
	<u>(14,962)</u>	<u>(15,301)</u>	<u>(4,000)</u>	<u>(4,000)</u>
Net assets	<u>63,893</u>	<u>61,054</u>	<u>53,669</u>	<u>51,977</u>
Share capital	46,757	44,645	46,757	44,645
Foreign currency translation reserve	(1,863)	(2,120)	-	-
Revenue Reserve	13,562	13,383	6,912	7,332
Shareholders' equity	<u>58,456</u>	<u>55,908</u>	<u>53,669</u>	<u>51,977</u>
Non Controlling interests	5,437	5,146	-	-
	<u>63,893</u>	<u>61,054</u>	<u>53,669</u>	<u>51,977</u>

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

Amount repayable in one year or less, or on demand

30 September 2015		31 March 2015	
S\$'000	S\$'000	S\$'000	S\$'000
Secured	Unsecured	Secured	Unsecured
20,233	6,533	20,772	7,229

Amount repayable after one year

30 September 2015		31 March 2015	
S\$'000	S\$'000	S\$'000	S\$'000
Secured	Unsecured (note 1)	Secured	Unsecured (note 1)
6,704	4,369	7,183	4,360

Note 1: S\$4,000 relates to the issue of non-convertible bonds on 18 March 2014 which was unsecured

Details of any collateral

Fixed assets purchased under hire-purchase contracts with a carrying amount of S\$9,000 (31 March 2015: S\$10,000).
The Group's power plant with carrying amount of S\$70,804,000 (31 March 2015: S\$70,314,000) is subject to a first charge to secure the bank loans and borrowings.
The Group's factory building with a carrying value of S\$3,646,000 (31 March 2015: S\$3,691,000) is subject to a first charge to secure the bank loans and borrowings.
The Group's fixed deposits amounting to S\$2,847,000 (31 March 2015: \$3,007,000) are pledged to secure banking facilities which were granted to certain subsidiaries.

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

Cash Flow Statements

	Group 1H2016 S\$'000	1H2015 S\$'000
Cash flows from operating activities		
Profit before taxation	321	338
Adjustment for:		
Depreciation of property, plant and equipment	1,961	1,799
Interest income	2	-
Interest expense	502	493
Provision/(Written back) of allowance of doubtful debts	39	(28)
Share of results of associates	890	302
Gain on disposal of property plant and equipment	-	(6)
Currency alignment	(1,165)	(401)
Operating cash flow before changes in working capital	2,550	2,497
Increase in inventories	(887)	(192)
Increase in construction in progress	(2,500)	(4,116)
Decrease/(increase) in amount due from related companies	149	(108)
Decrease in trade and other receivables	836	457
Increase/(decrease) in trade and other payables	667	(553)
Cash generated from/(used in) from operations	815	(2,015)
Interest paid	(502)	(493)
Interest received	2	-
Income tax paid	(65)	(38)
Net cash generated from/(used in) operating activities	250	(2,546)
Cash flows from investing activities		
Purchase of property, plant and equipment	(69)	(343)
Proceeds from sale of property, plant and equipment	-	6
Net cash used in investing activities	(69)	(337)
Cash flow from financing activities		
Net repayment of trust receipts	(1,502)	(642)
Proceeds from issuance of shares	2,112	3,654
Repayment of interest bearing term loans	(468)	(1,468)
Decrease/(increase) in pledged deposits	159	(2,546)
Dividend paid to shareholders	-	(598)
Dividend paid by subsidiary to non-controlling interest	-	(106)
Increase in loan from a related party	131	1,798
Repayment of hire purchase creditors (net)	(1)	(4)
Net cash generated from financing activities	431	88
Net increase/(decrease) in cash and cash equivalents	612	(2,795)
Cash and cash equivalents at beginning of period	111	2,072
Cash and cash equivalents at end of period	723	(723)
Cash and cash equivalents consist of the following :		
Cash and bank balances	2,406	4,335
Fixed deposits	3,018	-
	5,424	4,335
Less: Pledged deposits	(2,847)	(2,801)
Less: Bank Overdraft	(1,854)	(2,257)
	723	(723)

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.

	Share capital	Revenue Reserve	Translation Reserve	Total attributable to owner of the Company	Non-controlling interest	Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
GROUP						
Balance at 1 April 2015	44,645	13,383	(2,120)	55,908	5,146	61,054
Profit for the year	-	179	-	179	142	321
Other comprehensive income	-	-	257	257	149	406
Total comprehensive income for the period	-	179	257	436	291	727
Issuance of shares	2,112	-	-	2,112	-	2,112
Balance at 30 September 2015	46,757	13,562	(1,863)	58,456	5,437	63,893
GROUP						
Balance at 1 April 2014	40,862	13,573	(3,613)	50,822	4,853	55,675
Profit for the year	-	186	-	186	47	233
Other comprehensive income	-	-	220	220	37	257
Total comprehensive income for the period	-	186	220	406	84	490
Dividend paid	-	(598)	-	(598)	-	(598)
Dividend paid by subsidiary to non-controlling interests	-	(106)	-	(106)	-	(106)
Issuance of shares	3,654	-	-	3,654	-	3,654
Balance at 30 September 2014	44,516	13,055	(3,393)	54,178	4,937	59,115
COMPANY						
Balance at 1 April 2015	44,645	7,332	-	51,977	-	51,977
Issuance of shares	2,112	-	-	2,112	-	2,112
Dividend paid	-	-	-	-	-	-
Total comprehensive income	-	(420)	-	(420)	-	(420)
Balance at 30 September 2015	46,757	6,912	-	53,669	-	53,669
COMPANY						
Balance at 1 April 2014	40,862	8,113	-	48,975	-	48,975
Issuance of shares	3,654	-	-	3,654	-	3,654
Dividend paid	-	(598)	-	(598)	-	(598)
Total comprehensive income	-	(378)	-	(378)	-	(378)
Balance at 30 September 2014	44,516	7,137	-	51,653	-	51,653

1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-back, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares or cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles as 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.

For the period from 1 April 2015 to 30 September 2015, a total of 120,675,706 warrants were exercised and converted into 120,675,706 shares of the Company at the exercise price of S\$0.0175 per share.

Except as mentioned above, there have been no changes in the issued share capital of the Company since the last period reported on.

The Company did not hold any treasury shares as at 30 September 2015 and 30 September 2014.

As at 30 September 2015, the number of shares that may be issued from conversion of warrants amounted to Nil (30 September 2014: 214,221,142). The warrants which were issued by the Company pursuant to a deed poll dated 28 August 2013 have expired on 25 September 2015.

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

	30 September 2015	31 March 2015
Total number of issued shares less Treasury shares	1,324,462,688 NIL	1,203,786,982 NIL
Total number of issued shares excluding Treasury shares	1,324,462,688	1,203,786,982

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.

There were no sales, transfers, disposal, cancellation and/or use of treasury shares during and as at the end of 1H2016.

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

The figures have not been audited or reviewed.

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

Not applicable.

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

Except as disclosed in paragraph 5 below, the accounting policies and methods of computation adopted in the financial statements for the current reporting period are consistent with those disclosed in the most recent audited financial statements for the financial year ended 31 March 2015.

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 adopted the new/revised Financial Reporting Standards ("FRS") and Interpretations of FRS ("INT FRS") that are effective for annual periods beginning on or after 1 April 2015. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective FRS and INT FRS.

The adoption of these new/revised FRS and INT FRS did not have any significant impact on the current or prior 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	
	1H2016	1H2015
(a) Based on weighted average number of ordinary shares in issue	0.015 Singapore Cent	0.018 Singapore Cent
(b) On a fully diluted basis	0.015 Singapore Cent	0.015 Singapore Cent

Note:

The earnings per ordinary share for 1H2016 is calculated based on the Group's profit attributable to equity holders of the parent of S\$179,000 (1H2015: S\$186,000) divided by weighted average number of ordinary shares in issue of 1,225,143,032 in 1H2016 (1H2015: 1,044,168,545).

The basic and diluted earnings per ordinary share are the same for 1H2016 because there were no potentially dilutive ordinary shares as at 30 September 2015.

The diluted earnings per ordinary share for 1H2015 was calculated assuming that the 214,221,142 warrants outstanding as at 30 September 2014 were exercised on 1 April 2014.

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

	Group		Company	
	30 Sep 2015	31 March 2015	30 Sep 2015	31 March 2015
Net asset value per ordinary share based on total number of issued shares as at the end of the financial period	4.4 Singapore Cents	4.6 Singapore Cents	4.1 Singapore Cents	4.3 Singapore Cents

Note:

The net asset value per ordinary share as at 30 September 2015 is calculated based on 1,324,462,688 (31 March 2015: 1,203,786,982) ordinary shares in issue.

8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business.
The review must discuss any significant factors that affected the turnover, cost, and earning of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors. It must also discuss any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on

Revenue

	1H2016		1H2015		Increase / (Decrease)
	S\$'000	%	S\$'000	%	%
By business divisions					
- Fire-fighting and Protection	7,320	43.7%	8,141	35.7%	(10.08)
- Power related	9,434	56.3%	14,680	64.3%	(35.74)
	16,754	100.0%	22,821	100.0%	(26.59)

The Group's revenue for 1H2016 decreased by S\$6.0 million to S\$16.8 million from S\$22.8 million in 1H2015, a 27% decrease. The decrease in revenue of our power related division of S\$5.2 million was mainly due to absence of construction revenue in relation to the biomass project recognised during this period as compared to S\$4.2 million recorded in the prior year's corresponding period. Revenue from power generation also decreased by approximately S\$1.0 million due to the decrease in electricity revenue from our plants in Cambodia. While electricity demand had increased in the Phnom Penh Special Economic Zone, the increased revenue was overshadowed by the decreased demand in our first 2 power plants in Phnom Penh and Sihanoukville during the financial period. Fire-fighting and protection revenue declined by S\$0.8 million; from S\$8.1 million in 1H2015 to S\$7.3 million in 1H2016 due to lower sales from the industrial sector during the financial period.

Profitability

Despite a lower revenue, the Group's profit from operations of approximately S\$0.8 million in 1H2016 is comparable with that recorded for 1H2015.

Cost of sales decreased by S\$6.1 million from S\$16.1 million in 1H2015 to S\$10.0 million 1H2016. The decrease was in line with the lower revenue. The gross profit margin improved by about 10% from 29.4% in 1H2015 to 40.4% in 1H2016 due to the absence of the construction revenue from the biomass project, as the margin from construction tends to be rather thin. Depreciation of property, plant and equipment increased by approximately S\$0.2 million mainly due to the strengthening of the US dollar, which resulted in higher depreciation expenses when translated to the Group's reporting currency, the Singapore dollar. The Group recorded a foreign exchange gain of S\$0.9 million in 1H2016 as compared to a gain of S\$0.3 million in 1H2015. The gain was mainly due to strengthening of the US dollar. There was also an increase in the share of loss incurred by associates from S\$0.3 million in 1H2015 to S\$0.9 million in 1H2016 due to losses incurred during the initial year of operation of Maju Intan Biomass Energy Sdn Bhd.

Due to a combination of the above factors, the Group's net profit increased from S\$0.2 million in 1H2015 to S\$0.3 million in 1H2016.

Balance Sheet

As at 30 September 2015, non-current assets decreased by S\$1.2 million to S\$87.5 million as compared to S\$88.7 million as at 31 March 2015. This was mainly due to a reduction in the cost of investment in associates after accounting for the share of losses of associates during the period.

Current assets increased by S\$3.0 million mainly due to the increase in construction in progress from S\$1.5 million as at 31 March 2015 to S\$4.0 million as at 30 September 2015, and increase in inventories from S\$3.7 million as at 31 March 2015 to S\$4.6 million as at 30 September 2015. The increase in construction in progress was primarily due to work done but yet to be billed during the financial period and the increase in inventories was because of holding of fire protection inventories to facilitate faster turnaround of orders.

Current liabilities decreased by S\$0.6 million to S\$38.3 million as at 30 September 2015 from S\$38.9 million as at 31 March 2015. The decrease was mainly due to a repayment of loan and borrowings during the period and offset by a refundable deposit received by the Group.

As at 30 September 2015, the Group had a net current liabilities of S\$8.6 million as compared against a net current liability position of S\$12.3 million as at 31 March 2015. The net current liabilities were mainly due to the utilisation of short-term financing on the Group's energy projects in Cambodia and Malaysia. The Group is currently in negotiation to restructure the financing to improve its liquidity position.

Cash Flow

In 1H2016, a net cash inflow of S\$0.3 million was generated from operating activities as compared to a net cash outflow of S\$2.5 million in 1H2015. The improvement was mainly due to the lower level of resources tied up in construction work in progress as compared to 1H2015. Under investing activities, net cash of S\$0.1 million was used to finance purchase of motor vehicles. Net cash generated from financing activities was S\$0.4 million in 1H2016 as compared to S\$0.1 million in 1H2015, mainly due to the proceeds from the issuance of shares from the exercise of warrants during the respective periods, a reduction in repayment of interest bearing loans and pledged deposits as well as dividend of S\$0.6 million paid in 1H2015. Overall cash flow increased by S\$0.6 million for the half year ended 30 September 2015.

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

No specific prospect or forecast statement was previously made and the current results are in line with the Company's discussion presented in Note 10 of the unaudited results announcement dated 27 May 2015.

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

The biomass project in Malaysia has been largely completed and finalisation of the billing is expected to be completed soon.

Electricity demand for our 2 plants in Phnom Penh and Sihanoukville is expected to remain low for the rest of the year although the plants will be compensated by its minimum offtake. As for the plant in Phnom Penh Special Economic Zone, which we are the exclusive supplier of electricity, the demand for electricity is expected to increase with new tenants operating in the zone.

Fire-fighting and protection business is expected to be challenging due to the current economy outlook.

As at 30 September 2015, the Group is in a net current liabilities position of S\$8.6 million mainly due to utilisation of short term finance on the Group's energy projects in Cambodia and Malaysia.

Subsequent to 1H2016, the Group had entered into a sale and purchase agreement for the proposed disposal of the Company's indirect 22.09% equity interest in Viet Hydro Pte. Ltd for a cash consideration of US\$2,136,700 (approximately S\$3 million). The proceeds, upon completion, will be used to repay banking facilities and for working capital purposes. Please refer to the Company's announcement dated 6 November 2015 for further details. The Group is also exploring various financing options and restructuring of existing loans to improve its liquidity position.

11. Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

None.

(b) Corresponding Period of the Immediately Preceding Financial Year

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

None

(c) Date Payable

Not applicable.

12. If no dividend has been declared/recommendeded, a statement to the effect

No dividend has been recommended for the current financial period reported on.

13. If the group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 902(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

The Group has not obtained a general mandate for IPTs under Rule 920 of the Catalist Rules. There was no IPT of S\$100,000 and above for 1H2016.

14. Use of proceeds from rights and warrants issue

	S\$'000
Net proceeds from the rights issue	11,799
Net proceeds from the warrants conversion	<u>10,752</u>
	<u>22,551</u>

Use of proceeds:

Current energy projects	20,700
-------------------------	--------

Balance	<u><u>1,851</u></u>
----------------	---------------------

The above utilisation is in line with the intended use as stated in the announcement dated 28 May 2013 in respect of the rights cum warrants issue.

15. Confirmation by the Directors pursuant to Rule 705(5) of the Listing Manual

We, Tan Boon Kheng and Tan Boon Yew, being two of the directors of Asiatic Group (Holdings) Limited, confirm that to the best of the Board's knowledge, nothing has come to the Board's attention which may render the unaudited interim financial results for the half year ended 30 September 2015 of the Group and the Company to be false or misleading in any material aspect.

On behalf of the Board,

Tan Boon Kheng Tan Boon Yew

BY ORDER OF THE BOARD

Tan Boon Kheng
Managing Director
12 November 2015

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"), for compliance with the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst. The Sponsor has not verified the contents of this announcement.

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

The contact person for the Sponsor is Mr Lance Tan, Director, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore, telephone (65) 6229 8088.