



Incorporated in the Republic of Singapore Company Registration No. 200405522N

Unaudited First Quarter Financial Statements Announcement for the Financial Period Ended 31 December 2016



(REG. NO. 200405522N)

PART 1 - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2, Q3 & Q4), HALF-YEAR AND FULL YEAR RESULTS

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.

Statement of Comprehensive Income

	Gro		
	S\$'000	S\$'000	%
	3 months ended 31/12/2016 (1Q 2017)	3 months ended 31/12/2015 (1Q 2016)	Increase/ (Decrease)
Revenue	17,408	7,462	133
Cost of sales	(15,820)	(5,907)	168
Gross profit	1,588	1,555	2
Other operating income	184	148	24
Finance income	4	-	N/M
Administrative expenses	(1,351)	(1,529)	(12)
Finance costs	(351)	(329)	7
Share of results of associated companies	(1)	(7)	N/M
Profit/(Loss) before taxation	73	(162)	(145)
Income tax	46	(3)	N/M
Profit/(Loss) for the period	119	(165)	: (172)
Other comprehensive income: Revaluation surplus resulting from the reclassification of property, plant and			
equipment to investment properties	1,525	-	N/M
Foreign currency translation differences	251	1,924	N/M
	1,776	1,924	N/M
Total comprehensive income	1,895	1,759	N/M
Profit/(Loss) attributable to:			
Equity holders of the Company, net of tax	128	(155)	N/M
Non-controlling interests, net of tax	(9)	(10)	N/M
	119	(165)	N/M
Total comprehensive income attributable to:			•
Equity holders of the Company, net of tax	1,826	1,194	N/M
Non-controlling interests, net of tax	69	565	N/M
	1,895	1,759	N/M

N/M: Not meaningful



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1(a)(ii) Breakdown and explanatory notes to the income statement:

Profit after income tax is arrived at:

		Group	
	S\$'000	S\$'000	%
	3 months ended 31/12/2016	3 months ended 31/12/2015	Increase/ (Decrease)
	1Q 2017	1Q 2016	
After charging:			
Depreciation of property, plant and equipment Finance costs Change in fair value of financial assets	150 351	133 329	13 7
through profit and loss	-	18	N/M
and crediting: Finance income Rental income Management fees Change in fair value of financial assets through profit and loss	(4) (81) - (21)	- (103) (9) -	N/M (21) N/M N/M

N/M: Not meaningful



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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.

Statement of Financial Position

	Group Unaudited 31/12/2016 S\$'000	Group Audited 30/9/2016 S\$'000	Company Unaudited 31/12/2016 S\$'000	Company Audited 30/9/2016 S\$'000
Non-current assets				
Property, plant and equipment	5,696	6,080	-	-
Investment properties	86,534	85,220	-	_
Investment in subsidiaries	-	-	10,516	10,516
Investments in associated companies	1,940	1,941	-	-
Available for sale financial asset	10,485	10,485	-	-
Deferred tax assets	822	855		
	105,477	104,581	10,516	10,516
Current assets				
Trade and other receivables	51,758	51,781	66,969	66,180
Other current assets	167	56	40	23
Development properties for sale	225,764	240,035	-	-
Other financial assets	159	137	-	-
Cash and cash equivallents	37,774	30,231	23	600
	315,622	322,240	67,032	66,803
Less:-			-	
Current liabilities			-	
Obligations under finance leases	47	47	-	-
Trade and other payables	8,535	9,241	17,778	17,505
Convertible bond	1,680	1,660	1,680	1,660
Bank borrowings	128,103	131,730	-	-
Current tax payable	777	-	-	-
	139,142	142,678	19,458	19,165
Net current assets	176,480	179,562	47,573	47,638
Non-current liabilities			-	
Obligations under finance leases	77	89	-	-
Bank borrowings	18,987	17,602	-	-
Deferred tax liabilities	25,579	31,033		
	44,643	48,724		
Net assets	237,314	235,419	58,089	58,154
			-	
Capital and reserves			-	
Share capital	63,280	63,280	63,280	63,280
Retained earnings	76,719	76,591	3,937	4,002
Merger reserve	(485)	(485)	-	-
Treasury shares	(9,357)	(9,357)	(9,357)	(9,357)
Currency translation reserve	(21,462)	(21,635)	-	-
Acquisition reserve	78,743	78,743	-	-
Fair value reserve	6	6	-	-
Revaluation surplus reserve	3,224	1,699		
Equity option reserve	229	229		229
Equity attributable to owners of the Company	190,897	189,071	- 58,089	58,154
Non-controlling interests	46,417	46,348	-	-
Total equity	237,314	235,419	58,089	58,154



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

Amount repayable in one year or less, or on demand

As at 31	/12/2016	As at 30/09/2016				
Secured	Unsecured	Secured	Unsecured			
S\$'000	S\$'000	S\$'000	S\$'000			
128,150	1,680	131,777	1,660			

Amount repayable after one year

As at 31/	12/2016	As at 30/09/2016			
Secured	Unsecured	Secured	Unsecured		
S\$'000	S\$'000	S\$'000	S\$'000		
19,064	-	17,691	-		

Details of any collateral

Bank borrowings are secured by:

- 1) Corporate guarantee by Goodland Group Limited
- 2) Mortgages on the Group's property, plant and equipment, investment properties and development properties for sale;
- 3) Assignment of all rights, titles and benefits with respect to these properties;
- 4) Deed of subordination of all shareholders' and related corporations' loans for all monies up to the full retirement of the credit facilities;
- 5) Assignment of performance bond, insurances, proceeds and construction contract;
- 6) Legal assignment of rental proceeds and charge over bank account(s) into which rental proceeds shall be paid;
- 7) Assignment of developer's rights and benefits in sale and purchase agreements;
- 8) Leased assets for finance leases



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

Consolidated Statement of Cash Flows

	Group		
	Unaudited 3 months ended	Unaudited 3 months ended	
	31/12/2016	31/12/2015	
	(1Q2017)	(1Q2016)	
	S\$'000	S\$'000	
Cash flows from operating activities			
Loss before income taxation	73	(162)	
Adjustments for:-		,	
Depreciation of property, plant and equipment	150	133	
Change in fair value of financial assets through profit or loss	(21)	18	
Interest expense	351	329	
Interest income	(4)	-	
Dividend income	(2)	-	
Share of results of associated companies	1	7	
Operating cash flow before working capital changes	548	325	
Trade, other receivables and other current assets	(14)	(1,052)	
Trade and other payables	(1,034)	(2,483)	
Development properties for sale	10,964	2,770	
Cash generated from/(used in) operations Interest received	10,464 4	(440)	
Income tax refund	72	_	
Net cash generated from/(used in) operating activities	10,540	(440)	
Cash flows from investing activities	(02)	(57)	
Purchase of property, plant and equipment (Note B) Payments for investment properties	(83)	(57) (107)	
Repayment to associated companies	-	(238)	
Advances to associated companies	(68)	(200)	
Dividend received from other equity investments	2	_	
Net cash used in investing activities	(149)	(402)	
Cash flows from financing activities			
Gross proceeds from issuance of ordinary shares and		5,199	
exercise of warrants	-		
Purchase of treasury shares	-	(5,681)	
Proceeds from bank loans	1,416	1,879	
Advances from associated companies	250	(00.4)	
Repayment of bank loans	(3,658)	(234)	
Repayment of finance lease liabilities Interest paid	(12) (844)	(14) (655)	
Net cash (used in)/generated from financing activities	(2,848)	(655) 494	
net cash (used in)/generated nom midheing activities	(2,040)	434	
Net increase / (decrease) in cash and cash equivalents	7,543	(348)	
Cash and cash equivalents at beginning of financial year	30,231	16,508	
Cash and cash equivalents at end of financial year (Note A)	37,774	16,160	



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Note A

Cash and cash equivalents comprise fixed deposit and cash and bank balances:

	As at 31/12/2016	As at 31/12/2015
	S\$'000	S\$'000
Fixed deposits with banks	64	-
Cash and bank balances	37,710	17,979
	37,774	17,979
Bank overdraft		(1,819)
	37,774	16,160
Note B		
Purchases of property, plant and equipment were financed as follows:		
	3 months ended	3 months ended
	31/12/2016	31/12/2015
	(1Q2017)	(1Q2016)
	S\$'000	S\$'000
Additions to property, plant and equipment	(83)	(57)
Acquired under finance lease agreements	<u> </u>	
Cash payments	(83)	(57)



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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

				Attril	outable to e	quity holder	s of the Co	mpany					
The Group					Currency		Fair	Revaluation	Equity			Non-	
	Share	Warrants	Merger	Treasury	Translation	Acquisition	Value	Surplus	Option	Retained		Controlling	Total
	Capital	Reserve	Reserve	Shares	Reserve	Reserve	Reserve	Reserve	Reserve	Earnings	Subtotal	Interests	Equity
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
44 0 44 5 4 7 0045	50.004	000	(405)	(4.000)	(00.540)	70.740	252		220	04.400	400 000	45 500	224 225
At 1 October 2015	53,981	960	(485)	(1,993)	(23,516)	78,743	252	-	229	81,128	189,299	45,566	234,865
Total comprehensive income for the period										(455)	(455)	(40)	(405)
Loss for the period	-	-	-	-	-	-	-	-	-	(155)	(155)	(10)	(165)
Other comprehensive income													
Exchange differences arising from transaction	-	-	-	-	1,349	-	-	-	-	-	1,349	575	1,924
Total other comprehensive income	-	-	-	-	1,349	-	-	-		-	1,349	575	1,924
Total comprehensive income for the period	-	-	-	-	1,349	-	-	-	-	(155)	1,194	565	1,759
Transaction with owners, recognised directly in equity Contribution by and distributions to owners													
Issuance of ordinary shares upon exercise of warrants	5,524	(325)	-	-	-	-	-	-	-	-	5,199	-	5,199
Purchase of treasury shares	-	-	-	(5,681)	-	-	-	-	-	-	(5,681)	-	(5,681)
Total contribution by and distributions to owners	5,524	(325)	-	(5,681)	-	-	-	-	-	-	(482)	-	(482)
Total transactions with owners	5,524	(325)	-	(5,681)	-	-	-	-	-	-	(482)	-	(482)
Balance as at 31 December 2015	59,505	635	(485)	(7,674)	(22,167)	78,743	252	-	229	80,973	190,011	46,131	236,142
At 1 October 2016	63,280	ı	(485)	(9,357)	(21,635)	78,743	6	1,699	229	76,591	189,071	46,348	235,419
Total comprehensive income for the period Profit for the period	-	-	-	_	_		_	_	-	128	128	(9)	119
Other comprehensive income													
Exchange differences					173						173	78	251
Revaluation surplus resulting from													
reclassification of property, plant and equipment to investment property	-	-	-	-	-	-	-	1,525	-	-	1,525	-	1,525
Total other comprehensive income	-	-	-	-	173	-	-	1,525	-	-	1,698	78	1,776
Total comprehensive income for the period	-		-	-	173	-	-	1,525	-	128	1,826	69	1,895
Balance as at 31 December 2016	63,280	-	(485)	(9,357)	(21,462)	78,743	6	3,224	229	76,719	190,897	46,417	237,314

The Company	Share Capital S\$'000	Treasury Share S\$'000	Warrants Reserve S\$'000	Equitry Reserve S\$'000	Retained Earnings S\$'000	Total Equity S\$'000
At 1 October 2015	53,981	(1,993)	960	229	5,310	58,487
Total comprehensive income for the period						·
Loss for the period	-	-	-	-	(189)	(189)
Total comprehensive income for the period	-	-	-	-	(189)	(189)
Transaction with owners, recognised directly in equity Contribution by and distributions to owners						
Issuance of ordinary shares arising from acquisition	5,524	_	_	-	_	5,524
Issuance of ordinary shares upon exercise of warrants	-	-	(325)	-	-	(325)
Purchase of treasury shares	-	(5,681)	-	-	-	(5,681)
Total contribution by and distributions to owners	5,524	(5,681)	(325)	-	-	(482)
Total transactions with owners	5,524	(5,681)	(325)	-	-	(482)
Balance as at 31 December 2015	59,505	(7,674)	635	229	5,121	57,816
As at 1 October 2016 Total comprehensive income for the period	63,280	(9,357)	-	229	4,002	58,154
Loss for the period	_	-	-	-	(65)	(65)
Total comprehensive income for the period	-	-	-	-	(65)	(65)
Balance as at 31 December 2016	63,280	(9,357)	-	229	3,937	58,089

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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) 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.

During the period under review, there were no changes in the Company's share capital.

The Company	Number of shares issued and fully paid	Shares capital S\$'000	Number of Treasury Shares	Treasury Shares S\$'000
As at 1 October 2016	394,066,518	63,280	33,371,600	9,357
Shares repurchased and held as treasury shares	-	-	-	-
As at 31 December 2016	394,066,518	63,280	33,371,600	9,357

The total number of issued shares held as treasury shares of the Company as at 31 December 2016 was 33,371,600 (31 December 2015: 26,967,000).

The total number of issued shares excluding treasury shares of the Company as at 31 December 2016 was 360,694,918 (31 December 2015: 371,857,722).

The Company had no outstanding warrants as at 31 December 2016 as the expiry date for the conversion of the Company's warrants was on 17 February 2016 (31 December 2015: 79,675,920).

As part of the purchase consideration for the acquisition of a subsidiary, namely Citrine Assets Pte Ltd, the Company issued non-interest bearing convertible bonds amounting to \$1.74 million. The convertible bonds will mature on 30 September 2017 and convertible into an aggregate 4,577,426 ordinary shares at the price of \$0.38 per share.

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.

	31/12/2016	30/09/2016
Total number of issued shares	394,066,518	394,066,518
Total number of treasury shares	(33,371,600)	(33,371,600)
Total number of issued shares excluding treasury shares	360,694,918	360,694,918

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

As at 31 December 2016, there were no sales, transfers, disposals, cancellation and/or use of treasury shares.

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

The figures have not been audited or reviewed by the Company's auditor.

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

Not applicable as the figures have not been audited or reviewed.

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

Save as disclosed in paragraph 5 below, the Group has applied the same accounting policies and methods of computation in the financial statements for the current financial period as those applied in the most recently audited financial statements of the Group for the financial year ended 30 September 2016.

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 all new and/or revised Singapore Financial Reporting Standards ("FRSs") and interpretation of FRSs ("INT FRSs") that are relevant to its operations and effective for the financial period beginning on or after 1 October 2016.

The adoption of these new/revised FRSs and INT FRSs does not result in changes in the Group's accounting policies and has no material impact on the financial statements reported for the current financial period or prior financial periods.

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 (Unaudited)			
Earnings per ordinary share for the period based on the Group's net profit:	3 months ended 31/12/2016 (1Q2017)	3 months ended 31/12/2015 (1Q2016)		
(a) Basic (cents) Weighted average number of ordinary shares	0.04	(0.05)		
in issue (excluding treasury shares)	360,694,918	340,017,625		
(b) Diluted ⁽¹⁾ (cents) Weighted average number of ordinary shares	0.04	(0.05)		
in issue (excluding treasury shares)	365,272,344	340,017,625		

⁽¹⁾ Diluted earnings per ordinary share in Item 6(b) was computed based on the weighted average issued ordinary shares, which is adjusted for the effects of all dilutive potential ordinary shares, which comprise warrants and number of shares to be issued upon redemption of convertible bonds, where applicable.



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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

	Group		Company	
	31/12/2016	30/09/2016	31/12/2016	30/09/2016
Net asset value per ordinary share, based on issued share capital (excluding treasury shares)	52.93 cents	52.42 cents	16.10 cents	16.12 cents
Number of issued shares (excluding treasury shares)	360,694,918	360,694,918	360,694,918	360,694,918

Net asset value is represented as equity attributable to owners of the Company.

- 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.

Revenue

The revenue increased by \$9.9 million to \$17.4 million in 1Q2017 from \$7.5 million in 1Q2016, mainly due to the sale of a detached landed house, as well as the recognition of revenue using the percentage of completion method, from progress made in the construction of a residential project, The Bently Residences@Kovan and a mixed residential/commercial project, The Citron and Citron Residences.

Cost of sales and Gross profit

Cost of sales increased by \$9.9 million to \$15.8 million in 1Q2017 from \$5.9 million in 1Q2016, in line with increase in revenue. Therefore, gross profit for 1Q2017 was \$1.59 million compared to \$1.56 million in 1Q2016. Gross profit margin decreased by 11.7% to 9.1% in 1Q2017 from 20.8% in 1Q2016, due mainly to lower margins from sale of development properties.

Other Operating Income

Other operating income increased by \$0.03 million to \$0.18 million in 1Q2017 from \$0.15 million in 1Q2016 was mainly due to higher government grants and fair value gain on other financial assets in 1Q2017.

Administrative expenses

Administrative expenses decreased by \$0.1 million to \$1.4 million in 1Q2017 from \$1.5 million in 1Q2016, mainly due to lower property taxes and professional fees incurred in 1Q 2017.

Profit before taxation

Profit before taxation was \$0.1 million in 1Q2017, compared to loss before taxation of \$0.2 million in 1Q2016. This was mainly attributable to decrease in administrative expenses.

Other comprehensive income

In 1Q2017, reclassification of property, plant and equipment to investment properties resulted in a revaluation surplus of \$1.5 million. Foreign currency translation differences in 1Q2017 arose mainly from investments in Malaysian entities.



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Assets

Trade and other receivables decreased by \$0.02 million to \$51.76 million as at 31 December 2016 from \$51.78 million as at 30 September 2016 mainly due to progress billing received partially offset by progress billings made to buyers of development properties.

Development properties for sale decreased by \$14.2 million to \$225.8 million as at 31 December 2016 from \$240.0 million as at 30 September 2016 mainly due to the recognition of development properties sold and translation differences arising from Malaysian development properties, offset by costs incurred on on-going projects.

Property, plant and equipment decreased by \$0.4 million to \$5.7 million as at 31 December 2016 from \$6.1million as at 30 September 2016 mainly due to depreciation for the period and transfer of property, plant and equipment to investment properties.

Investment properties increased by \$1.3 million to \$86.5 million in 31 December 2016 from \$85.2 million in 30 September 2016, mainly due to transfer of property, plant and equipment to investment properties, offset by translation differences arising from Malaysian development properties.

Liabilities

Trade and other payables decreased by \$0.7 million to \$8.5 million as at 31 December 2016 from \$9.2 million as at 30 September 2016 mainly due to decrease in amounts payable to suppliers and subcontractors.

Bank borrowings decreased by \$2.2 million to \$147.1 million as at 31 December 2016 from \$149.3 million as at 30 September 2016 mainly due to repayment of bank loans of a development property sold.

Current tax payable of \$0.8 million as at 31 December 2016 was mainly in relation to development properties for which temporary occupation permit was received from the Building and Construction Authority in 1Q2017.

Net Working Capital

The Group's net working capital decreased by \$3.1 million to \$176.5 million as at 31 December 2016 from \$179.6 million as at 30 September 2016 mainly due to the increase in cash and bank balances and decrease in borrowings partially offset by decrease in development properties for sale.

Capital and reserves

Retained earnings increased by \$0.1 million to \$76.7 million as at 31 December 2016 from \$76.6 million as at 30 September 2016. This was mainly due to profit of \$0.1 million.

Statement of cash flows

The net cash flows generated from operating activities for 1Q2017 was \$10.5 million. This was mainly due to decrease in development properties for sale of \$11.0 million, and adjustments amounting to \$0.4 million for interest expense, partially offset by increase in trade and trade receivables of \$0.01 million and decrease in trade and other payables of \$1.0 million;

The net cash flow used in investing activities for 1Q2017 was \$0.15 million. This was mainly due to advance to associated companies of \$0.07 million and purchase of property, plant and equipment of \$0.08 million.

The net cash flow used in financing activities for 1Q2017 was \$2.8 million. This was mainly due to repayment of bank loans of \$3.7 million and interest paid of \$0.8 million, partially offset by proceeds from bank loans of \$1.4 million and advances from associated companies of \$0.3 million.

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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 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 outlook for Singapore property market remains challenging in the next 12 months. The Group will continue to refine its investment strategy whilst actively exploring opportunities locally and overseas, including replenishing the Group's land bank.

11. Dividend

(a) Current Financial Period Reported On

No dividend was declared/ recommended for the current financial period reported on.

(b) Corresponding Period of the Immediately Preceding Financial Year

No dividend was declared/ recommended for the corresponding period of the immediately preceding financial year.

(c) Date payable

Not applicable.

(d) Books closure date

Not applicable.

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

Not applicable.

13. Interested Person Transactions

There were no interested person transactions for the period under review. The Company does not have a general mandate from its shareholders for the interested person transaction.

14. Confirmation by the Board pursuant to Rule 705(5) of the SGX Listing Manual

The Directors of the Company confirm that, to the best of their knowledge, nothing has come to the attention of the Board of Directors which may render the unaudited interim financial results of the Group and the Company to be false or misleading in any material aspect.

15. Confirmation pursuant to Rule 720(1) of the SGX-ST Listing Manual

Pursuant to Rule 720(1) of the SGX Listing Manual, the Company has procured undertakings from all its directors and executive officers.

BY ORDER OF THE BOARD

Alvin Tan Chee Tiong Chief Executive Officer

10 February 2017