NEW SILKROUTES GROUP LIMITED First Quarter Financial Statement and Dividend Announcement For The Period Ended 30 September 2019

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

	GROUP 1ST QUARTER ENDED		
	30/09/19 US\$'000	30/09/18 US\$'000	Change %
Revenue	90,209	169,273	-47%
Other income	623	53	1075%
Purchases of finished goods	(87,280)	(151,173)	-42%
Changes in inventories of finished goods	238	(14,235)	NM
Employee benefits expense	(2,353)	(1,929)	22%
Amortisation of intangible assets	(69)	(46)	50%
Depreciation of property, plant and equipment	(205)	(100)	105%
Depreciation of right-of-use assets	(349)	-	NM
Net fair value gain/(loss) on derivative financial instruments	741	(249)	NM
Other operating expenses	(531)	(1,402)	-62%
Finance costs	(708)	(622)	14%
Profit/(Loss) before taxation	316	(430)	NM
Taxation	(73)	(48)	52%
Profit/(Loss) for the period	243	(478)	NM
Other comprehensive loss after tax:			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation	(242)	(115)	110%
Other comprehensive loss for the period, net of tax	(242)	(115)	110%
Total comprehensive profit/(loss) for the period	1	(593)	-100%
Profit/(Loss) attributable to:			
Owners of the company	3	(578)	-101%
Non-controlling interests	240	100	140%
=	243	(478)	NM
Total comprehensive income/(loss) attributable to:			
Owners of the company	(226)	(659)	-66%
Non-controlling interests	227	66	244%
=	1	(593)	-100%
Notes (The expenses below are included in "Other operating expenses" above).		
Foreign exchange gain/(loss)). 23	(101)	-123%

NM - not meaningful

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.

	GRO	GROUP		ANY
	30/09/2019 US\$'000	30/06/2019 US\$'000	30/09/2019 US\$'000	30/06/2019 US\$'000
ASSETS				
Non-current assets				
Property, plant and equipment	9,763	9,964	1	1
Right-of-use assets	1,959	-	-	-
Intangible assets	19,946	20,098	-	-
Subsidiaries	-	-	46,436	46,436
Financial asset at fair value through				
other comprehensive income	19,737	19,737	-	-
Long-term receivables	3,278	3,414	900	900
Deferred tax assets	198	199	-	-
Total non-current assets	54,881	53,412	47,337	47,337
Current assets				
Inventories	1,561	1,655	-	-
Trade and other receivables	38,419	30,370	5,902	6,205
Contract assets	161	18,288	-	-
Prepayments	808	827	24	17
Cash and bank balances	16,200	17,905	211	215
Fixed deposits	372	451	-	-
Total current assets	57,521	69,496	6,137	6,437
Total assets	112,402	122,908	53,474	53,774
EQUITY AND LIABILITIES Equity	00.400	00,400	00,400	00.400
Share capital	88,183	88,183	88,183	88,183
Treasury shares	(863)	(863)	(863)	(863
Other reserves	(6,852)	(6,623)	45	45
Accumulated losses	(36,861)	(36,864)	(39,637)	(39,310
.	43,607	43,833	47,728	48,055
Non-controlling interests	1,184	1,338	-	-
Total equity	44,791	45,171	47,728	48,055
Non-current liabilities				
Borrowings	59	97	-	-
Lease liabilities	939	-	-	-
Deferred tax liabilities	637	668	-	-
Other payables	3,596	5,046	-	1,450
Total non-current liabilities	5,231	5,811	-	1,450
Current liabilities				
Trade and other payables	34,636	44,795	2,145	643
Contract liabilities	226	155	-	-
Borrowings	25,904	26,516	3,601	3,626
Lease liabilities	1,111	-	-	-
Derivative financial instruments	, 5	5	-	-
Current tax payable	498	455	-	-
	62,380	71.926	5.746	4.269
Total current liabilities	02,000			
Total current liabilities Total liabilities	67,611	77,737	5,746	5,719

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

Amount repayable in one year or less, or on demand

	As at 30 Se	As at 30 September 2019		June 2019
	Secured US\$'000	Unsecured US\$'000	Secured US\$'000	Unsecured US\$'000
Borrowings	22,312	3,600	22,890	3,626
Amount repayable af	ter one year			

	As at 30 Se	As at 30 September 2019		June 2019
	Secured	Unsecured	Secured	Unsecured
	US\$'000	US\$'000	US\$'000	US\$'000
Borrowings	82	-	97	-

Details of any collateral

The Group's borrowings are secured by,

(a) security over certain plant and equipment;

(b) pledge(s) over fixed deposits of US\$0.372m;

(c) corporate guarantee from the Company and related parties;

(d) personal guarantee(s) from directors of subsidiaries;

(e) pledge over a related party's land; and

(f) charges over shares of certain subsidiaries of the Company.

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

	GROI 3 MONTHS	
	30/09/2019	30/09/2018
	US\$'000	US\$'000
	240	(400)
Profit/(Loss) before taxation	316	(430)
Adjustments for:-	<u></u>	40
Amortisation of intangible assets	69	46
Depreciation of property, plant and equipment	238	100
Depreciation of right-of-use assets	349	-
Finance costs	708	622
Finance income	(15)	-
Loss on deregistration of a subsidiary	-	150
Net fair value (gain)/loss on derivative financial instruments	(741)	249
Unrealised foreign exchange differences	(404)	14
Property, plant and equipment written off	2	14
Operating profit before working capital changes Increase/decrease in:	522	765
Inventories	94	14,235
Trade and other receivables	(7,159)	(42,874)
Contract assets	18,127	-
Prepayments	14	1,492
Trade and other payables	(11,656)	38,948
Contract liabilities	71	-
Cash from operations	13	12,566
Income tax paid	(59)	(12)
Net cash flows (used in)/from operating activities	(46)	12,554
INVESTING ACTIVITIES		
Acquisition of subsidiaries, net of cash acquired	-	(8,288)
Acquisition of property, plant and equipment	(93)	(99)
Interest received	3	-
Net cash flows used in investing activities	(90)	(8,387)
FINANCING ACTIVITIES		
Restricted cash	3,175	(10,001)
Dividends paid to the non-controlling interests of the subsidiaries	(381)	(57)
Interest paid	(661)	(517)
Pledged fixed deposits	81	(338)
Proceeds from issuance of convertible loan note	-	1,885
Proceeds from short-term loans	-	11,503
Repayment of lease liabilities	(292)	(2)
Repayment of short-term loans	(301)	(6,543)
Net cash flows from/(used in) financing activities	1,621	(4,070)
Net increase in cash and cash equivalents	1,485	97
Cash and cash equivalents at beginning of the period	6,821	11,973
Effect of exchange rate differences in cash and cash equivalents	(16)	(23)
Cash and cash equivalents at end of financial period	8,290	12,047
Cash and cash equivalents comprise the following:		
Cash and bank balances	16,200	42,760
Less: Bank overdrafts		(202)
Less: Restricted cash	(7,910)	(30,511)
Cash and cash equivalents at end of financial period	8,290	12,047
each and such equivalents at one of intended period	0,200	12,047

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 US\$'000	Treasury shares US\$'000	Warrant reserve US\$'000	Capital reserve US\$'000	Other reserve US\$'000	Fair value reserve US\$'000	Translation reserve US\$'000	Accumulated losses US\$'000	Equity attributable to owners of the Company US\$'000	Non- controlling interests US\$'000	Total equity US\$'000
GROUP											
Balance as at 1 July 2019	88,183	(863)	-	45	(3,596)	(2,924)	(148)	(36,864)	43,833	1,338	45,171
(Loss)/Profit for the period	-	-	-	-	-	-	-	3	3	240	243
Other comprehensive income											
 Foreign currency translation 	-	-	-	-	-	-	(229)	-	(229)	(13)	(242)
Total comprehensive income/(loss)											
for the period		-	-	-	-	-	(229)	3	(226)	227	1
Contributions by and distributions											
to owners											
- Dividends	-	-	-	-	-	-	-	-	-	(381)	(381)
Transactions with owners recognised											
directly in equity	-	-		-	-	-	-	-	-	(381)	(381)
Balance as at 30 September 2019	88,183	(863)	-	45	(3,596)	(2,924)	(377)	(36,861)	43,607	1,184	44,791
Balance as at 1 July 2018											
- As previously reported	78,076	(863)	666	45	-	(987)	508	(35,852)	41,593	784	42,377
- Effect of adoption SFRS(I)	-	-	-	-	-	-	(473)	473	-	-	-
As restated	78,076	(863)	666	45	-	(987)	35	(35,379)	41,593	784	42,377
(Loss)/Profit for the period	-	-	-	-	-	-	-	(578)	(578)	100	(478)
Other comprehensive income											
- Foreign currency translation	-	-	-	-	-	-	(81)	-	(81)	(34)	(115)
Total comprehensive (loss)/income											
for the period	-	-	-	-	-	-	(81)	(578)	(659)	66	(593)
Contributions by and distributions											
to owners											
- Issue of shares	1,885	-	-	-	-	-	-	-	1,885	-	1,885
- Deregistration of a subsidiary	-	-	-	-	-	-	-	-	-	150	150
- Dividends	-	-	-	-	-	-	-	-	-	(57)	(57)
Changes in ownership interests in subsidiaries											
- Acquisition of subsidiaries	-	-	-	-	-	-	-	-	-	173	173
Transactions with owners recognised											
directly in equity	1,885	-	-	-	-	-	-	-	1,885	266	2,151
Balance as at 30 September 2018	79,961	(863)	666	45	-	(987)	(46)	(35,957)	42,819	1,116	43,935
	Share capital US\$'000	Treasury shares US\$'000	Warrant reserve US\$'000	Capital reserve US\$'000	Accumulated losses US\$'000	Total equity US\$'000					
COMPANY	00 100	(060)		45	(20.240)	49.055					
Balance as at 1 July 2019	88,183	(863)	-	45	(39,310)	48,055					

1,885 -	-	-	-	(661)	1,885
1,885	-	-	-	,	
				(- ,)	- ,
78,076	(863)	666	45	(37,329)	40,595
88,183	(863)	-	45	(39,637)	47,728
-	-	-	-	(327)	(327)
88,183	(863)	-	45	(39,310)	48,055
	88,183	88,183 (863)		88,183 (863) - 45	(327) 88,183 (863) - 45 (39,637)

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

There were no changes in the share capital since the end of the previous period reported on.

The number of shares that may be issued on conversion of the Company's outstanding convertibles as at the end of the financial period is as follows:

	30/09/2019	30/09/2018
Warrants		
Total number of shares that may be issued on conversion of the	-	15,301,568
Company's outstanding warrants		
Convertible loan note		
Total number of shares that may be issued on conversion of the	11,111,111	11,111,111
Company's convertible loan note ⁽¹⁾		

Note:

(1) On 30 May 2018, the Company had entered into convertible loan agreement with Haitong International Financial Products (Singapore) Pte. Ltd. (the "Lender"), pursuant to which the Lender has agreed to make available to the Company a convertible loan facility of up to a maximum amount of \$\$5,000,000. The Company had drawn down \$\$5,000,000 (equivalents to US\$3,600,500). The convertible loan is convertible into 11,111,111 ordinary shares, at a reset floor price of \$\$0.45 per share.

As at 30 September 2019, the Company held 3,444,200 (30 September 2018: 3,444,200) of its issued shares as treasury shares.

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

The number of issued shares excluding treasury shares as at the end of the financial period was 208,464,669 (30 June 2019: 208,464,669).

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 as at the end of the current financial period reported on.

	No. of shares	Amount
		US\$'000
Balance as at 1 July 2019 and 30 September 2019	3,444,200	863

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.

Except as disclosed under item 5 below, the Group has applied the same accounting policies and methods of computation in the financial statements for the current reporting period as compared with those of the audited financial statements for the financial year ended 30 June 2019.

5 If there are any changes in the accounting polices 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 SFRS(I) 16 is effective from 1 July 2019. The Group has applied the modified retrospective approach and does not restate comparative amounts for year prior to first adoption.

In compliance with SFRS(I) 16 ,the Group has applied the practical expedient to recognise the amount of right-of-use assets equal to the lease liabilities as at 1 July 2019. Subsequent to initial recognition, the Group depreciates the right-of-use assets over the lease term, and recognise interest expenses on the lease liabilities.

The right-of-use assets of approximately US\$1.959 million as at 30 September 2019 were mainly related to the leases of the land use rights and premises occupied by the Group. Accordingly, there was a corresponding lease liabilities of approximately US\$2.019 million being recorded as at 30 September 2019.

Cash payments for the settlement of lease liabilities were reported as cash flows from financing activities. The total net cash flows of the Group are unaffected.

Except as stated above, the Group expects the adoption of new and revised SFRS(I)s and interpretation of SFRS(I) that are relevant to the Group to have no significant impact on the financial statements of the Group.

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

Profit/(Loss) per ordinary share for the period based on net profit/(loss)	3 MONTHS ENDED	
	30/09/2019	30/09/2018
	US\$	US\$
(i) Basic	0.001 cents	(0.351) cents
(ii) Diluted	0.001 cents	(0.351) cents

The basic earnings per ordinary share for the financial period ended 30 September 2019 was calculated based on the weighted average number of issued shares 208,464,669. For comparison, earnings/(loss) per share for the corresponding period was computed based on the weighted average number of shares of 164,478,930.

The diluted earnings per ordinary share for the financial period ended 30 September 2019 was calculated based on the weighted average number of issued shares 219,575,780. For comparison, the outstanding warrants and potential ordinary shares to be converted under the convertible loan note were excluded from the calculation of the diluted weighted average number of ordinary shares in issue as their effect would have been anti-dilutive.

7 Net asset / (liability) 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 year reported on; and

(b) immediately preceding financial year

	GRC	UP	COM	PANY
	30/09/2019	30/06/2019	30/09/2019	30/06/2019
	US\$	US\$	US\$	US\$
Net asset value per ordinary share				
based on the issued share capital at the	20.918 cents	21.027 cents	22.895 cents	23.052 cents
end of the period				

Net asset value per ordinary share as at 30 September 2019 and 30 June 2019 was calculated based on the number of shares in issue excluding treasury shares of 208,464,669.

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.

Income Statement Review

The Group registered a total revenue of US\$90.209m in first quarter ended 30 September 2019 ("1Q20") which was 47% lower than US\$169.273m in first quarter ended 30 September 2018 ("1Q19"). This is mainly due to the decrease in the oil trades.

Other income increased to US\$0.623m in 1Q20 as compared to US\$0.053m in 1Q19. This is mainly due to the miscellaneous income of US\$0.472m from the oil trading activities in 1Q20.

Employee benefits expense increased to US\$2.353m in 1Q20 as compared to US\$1.929m in 1Q19 mainly due to the acquisition of the medical companies on 2 August 2018 and Shanghai Fengwei Garment Accessory Co., Ltd ("Fengwei") on 2 January 2019.

Amortisation of intangible assets and depreciation of property, plant and equipment increased to US\$0.069m and US\$0.205m in 1Q20 as compared to US\$0.046m and US\$0.100m respectively in 1Q19 mainly due to the acquisition of Fengwei.

Depreciation of right-of-use assets in 1Q20 amounted to US\$0.349m arising from the adoption of the new Singapore Financial Reporting Standards (International) (SFRS(I)) 16 Leases.

Other operating expenses decreased to US\$0.531m in 1Q20 as compared to US\$1.402m in 1Q19 was mainly due to the adoption of the new SFRS(I) 16 Leases, which resulted in a corresponding increase in depreciation of right-of-use assets. The decrease was also due to a one time professional fees and loss on deregistration of a subsidiary incurred in 1Q19.

Finance costs increased to US\$0.708m in 1Q20 as compared to US\$0.622m in 1Q19, arising mainly from loans established to finance the expansion of the healthcare business and interest expense from the newly acquired subsidiary Fengwei and the adoption of the new SFRS(I) 16 Leases.

Financial Position Review

Right-of-use assets of US\$1.959m as at 30 September 2019 arising from the adoption of the SFRS(I) 16 Leases.

As at 30 September 2019, the increase/decrease of the following items is primarily due to the oil trading activities as compared to 30 June 2019:

i. Trade and other receivables increased to US\$38.419m as compared to US\$30.370m.

ii. Contract assets decreased to US\$0.161m as compared to US\$18.288m.

iii. Trade and other payables decreased to US\$34.636m as compared to US\$44.795m.

Total lease liabilities of US\$2.019m as at 30 September 2019 was due to the adoption of the SFRS(I) 16 Leases.

Non-current other payables decreased to US\$3.596m as compared US\$5.046m was due to the reclassification of the consideration payable of US\$1.440m from non-current to current payables.

Cash Flow Statement Review

The net cash flows of US\$0.046m used in operating activities was mainly due to the timing difference between payment and collection of oil trading activities.

The net cash of US\$1.621m from financing activities in the current period mainly resulted from the reduction of US\$3.175m in restricted cash held in designated bank accounts which is earmarked for letters of credit issued.

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

No forecast has been issued for the current financial reporting period.

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.

We believe the general practice market will continue to grow in terms of patient volume due to an aging population and increased overseas travel towards the end of the year, which will increase the demand for travel-related vaccinations.

Healthsciences International (HSI) will look for opportunities to enlarge its general practice network regionally to tap this growth. We will branch into adjacent markets, such as specialist care services, ambulatory care centres and pursue hospital management contracts.

Our rate of growth may be affected by our ability to raise the necessary financing for organic investments as well as acquisitions.

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.

(d) Books closure date

Not applicable.

12 If no dividend has been declared/recommended, a statement to that effect and the reasons for the decision.

No dividend has been declared or recommended for the period ended 30 September 2019 due to the accumulated losses of the Company.

13 If the Group has obtained a general mandate from shareholders for Interested Person Transactions (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.

No IPT mandate has been obtained.

14 Negative assurance confirmation on the interim financial results under Rule 705(5)

To the best of our knowledge, nothing has come to the attention of the Board of Directors which may render the unaudited first quarter financial results of the Group and the Company (comprising the statements of financial position, consolidated income statement, statements of changes in equity and the consolidated cash flow statement, if any) as of 30 September 2019 to be false or misleading in any material respect.

15 Confirmation that the issuer has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1).

The Company confirms that it has procured undertakings from all its directors and executive officers as set out in Appendix 7.7 of Rule 720(1) of the Listing Manual.

BY ORDER OF THE BOARD

Dr Goh Jin Hian Executive Director and Chief Executive Officer 12 November 2019