



OXLEY HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 201005612G)

(The "Company")

Unaudited Full Year Financial Statements
and Dividend Announcement For the Financial Year Ended
30 June 2020

1(a) Statement of Comprehensive Income (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year

	Group Second Half Ended			Group Full Year Ended		
	30-Jun-20 S\$'000	30-Jun-19 S\$'000	Change %	30-Jun-20 S\$'000	30-Jun-19 S\$'000	Change %
Revenue	638,922	160,285	299%	1,232,960	686,068	80%
Cost of sales	(489,616)	(123,239)	297%	(988,411)	(547,287)	81%
Gross profit	149,306	37,046	303%	244,549	138,781	76%
Other income	5,771	6,232	-7%	6,498	8,587	-24%
Interest income	5,203	3,130	66%	10,321	6,559	57%
Other gains	3,070	180,240	-98%	7,237	227,955	-97%
Marketing and distribution costs	(3,791)	(11,166)	-66%	(10,603)	(25,972)	-59%
Administrative expenses	(39,148)	(47,147)	-17%	(72,851)	(61,509)	18%
Other losses	(324,913)	(14,477)	N.M.	(298,276)	(16,290)	N.M.
Finance costs	(69,088)	(78,661)	-12%	(149,969)	(149,805)	0%
Share of results from associates and joint ventures, net of tax	(7,522)	(18,948)	-60%	4,768	(22,889)	N.M.
(Loss)/profit before tax	(281,112)	56,249	N.M.	(258,326)	105,417	N.M.
Income tax (expense)/credit	(6,895)	5,913	N.M.	(16,763)	(9,441)	78%
(Loss)/profit for the period/year	(288,007)	62,162	N.M.	(275,089)	95,976	N.M.
Other comprehensive (loss)/income						
<i>Items that will not be reclassified to profit or loss</i>						
Net fair value (loss)/gain on equity instruments at FVTOCI	(1,935)	8,124	N.M.	7,099	(35,188)	N.M.
(Loss)/gain on revaluation of properties, net of tax	(70,281)	11,167	N.M.	(70,281)	11,167	N.M.
	(72,216)	19,291	N.M.	(63,182)	(24,021)	163%
<i>Items that may be reclassified subsequently to profit or loss</i>						
Exchange differences on translation of foreign operations	382	(7,430)	N.M.	5,879	(38,643)	N.M.
Total other comprehensive (loss)/income, net of tax	(71,834)	11,861	N.M.	(57,303)	(62,664)	-9%
Total comprehensive (loss)/income for the period/year	(359,841)	74,023	N.M.	(332,392)	33,312	N.M.
Loss/(profit) for the period/year attributable to:						
- Owners of the Company	(296,328)	62,520	N.M.	(280,612)	96,763	N.M.
- Non-controlling interests	8,321	(358)	N.M.	5,523	(787)	N.M.
	(288,007)	62,162	N.M.	(275,089)	95,976	N.M.
Total comprehensive (loss)/income for the period/year attributable to:						
- Owners of the Company	(368,093)	74,305	N.M.	(337,846)	34,032	N.M.
- Non-controlling interests	8,252	(282)	N.M.	5,454	(720)	N.M.
	(359,841)	74,023	N.M.	(332,392)	33,312	N.M.

1(a)(i) (Loss)/Profit before tax is arrived after crediting / (charging) the following:

	Group Second Half Ended			Group Full Year Ended		
	30-Jun-20 S\$'000	30-Jun-19 S\$'000	Change %	30-Jun-20 S\$'000	30-Jun-19 S\$'000	Change %
Rental income ⁽²⁾	5,565	9,977	-44%	12,340	32,079	-62%
Depreciation of property, plant and equipment	(8,240)	(3,971)	108%	(16,105)	(14,766)	9%
Net fair value (loss)/gain on investment property	(72,579)	152,959	N.M.	(48,709)	190,322	N.M.
Gain on sale of investment property	420	1,185	-65%	1,747	1,185	47%
Deconsolidation of subsidiaries	-	14,204	N.M.	-	17,197	N.M.
Impairment loss on development property	(1,182)	(6,009)	-80%	(1,182)	(6,009)	-80%
Impairment loss on receivables	(115,507)	-	N.M.	(115,507)	(279)	N.M.
Net fair value (loss)/gain on derivative financial instruments	(8,770)	4,330	N.M.	(4,726)	5,620	N.M.
Gain on disposal of investments in securities	-	1,401	N.M.	-	1,401	N.M.
Loss on disposal of investment in associates	(100,746)	-	N.M.	(100,885)	-	N.M.
Loss on disposal of asset classified as held for sale	-	(27)	N.M.	-	(1,222)	N.M.
Net foreign exchange (loss)/gain	(24,285)	5,699	N.M.	(23,711)	9,702	N.M.
Government grant income	4,837	23	N.M.	4,871	32	N.M.

Note:

(1) N.M. = Not Meaningful

(2) Including rental income in other income

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 as At		Company as At	
	30-Jun-20 S\$'000	30-Jun-19 S\$'000	30-Jun-20 S\$'000	30-Jun-19 S\$'000
Assets		(Restated)		
Non-current assets				
Property, plant and equipment	944,555	1,021,335	1,033	2,009
Investment properties	329,749	571,077	-	-
Investments in subsidiaries	-	-	37,078	42,807
Investments in associates	28,367	197,410	490	490
Investments in joint ventures	50,518	50,856	4,321	8,246
Intangible asset [#]	27,182	-	-	-
Deferred tax assets	24,164	12,765	-	-
Other receivables	178,175	177,297	1,282,907	1,417,395
Other assets	610	620	-	-
Investments in securities	14,791	349,389	6,587	342,017
Total non-current assets	1,598,111	2,380,749	1,332,416	1,812,964
Current assets				
Inventories	1,626	75	-	-
Development properties	2,488,751	2,594,037	-	-
Trade and other receivables	629,973	615,031	661,877	942,635
Other assets	44,435	35,317	762	327
Cash and cash equivalents	384,722	474,407	205,783	265,669
Total current assets	3,549,507	3,718,867	868,422	1,208,631
Total assets	5,147,618	6,099,616	2,200,838	3,021,595
Equity and liabilities				
Equity				
Share capital	300,700	275,922	300,700	275,922
Treasury shares	(7,638)	(3,943)	(7,638)	(3,943)
Retained earnings	578,045	898,790	399,884	447,701
Other reserves	176,291	235,124	(13,773)	(19,273)
Equity attributable to owners of the Company	1,047,398	1,405,893	679,173	700,407
Non-controlling interests	18,124	4,674	-	-
Total equity	1,065,522	1,410,567	679,173	700,407
Non-current liabilities				
Deferred tax liabilities	45,151	69,748	-	-
Other payables	-	-	64,259	75,371
Other financial liabilities	1,266,222	2,237,753	5,070	410,758
Total non-current liabilities	1,311,373	2,307,501	69,329	486,129
Current liabilities				
Income tax payable	55,038	47,536	384	1,900
Trade and other payables	558,295	511,410	1,028,250	1,575,777
Other financial liabilities	1,759,633	1,342,480	423,702	257,382
Other liabilities	397,757	480,122	-	-
Total current liabilities	2,770,723	2,381,548	1,452,336	1,835,059
Total liabilities	4,082,096	4,689,049	1,521,665	2,321,188
Total equity and liabilities	5,147,618	6,099,616	2,200,838	3,021,595

[#] On 4 October 2019, the Group acquired the remaining 60% of Pindan Group Pty Ltd ("Pindan"). Prior to the acquisition, the Group held 40% interest in Pindan. Pursuant to the acquisition, Pindan had become a wholly-owned subsidiary in the Group. The fair values of identifiable assets acquired and liabilities assumed from the acquisition of Pindan and its subsidiaries and associates (collectively, the "Pindan Group") are recorded on a provisional basis and are subject to changes upon completion of the purchase price allocation exercise as required under SFRS(I) 3, Business Combinations. The purchase price allocation exercise is expected to be completed not later than 12 months from the date of acquisition. The intangible asset as at 30 June 2020 arose from acquisition of Pindan Group.

1(b)(ii) Aggregate amount of group's bank borrowings and debt securities**Amount repayable in one year or less, or on demand**

As At 30 June 2020		As At 30 June 2019	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
1,016,961	733,601	813,638	528,738

Amount repayable after one year

As At 30 June 2020		As At 30 June 2019	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
1,038,006	228,216	1,474,545	763,038

Total bank borrowings and debt securities above amounted to \$3,016.8 million (30 June 2019: \$3,580.0 million).

The total bank borrowings and debt securities above exclude the carrying amounts of derivatives of \$9.1 million (30 June 2019: \$0.3 million) classified under other financial liabilities.

Details of collaterals**The above bank borrowings are secured by:**

- a) First legal mortgages on the relevant property, plant and equipment, investment properties, development properties and investment securities.
- b) Legal assignment of all rights, title and interests in the construction contracts, insurance policies and performance bonds (if any), tenancy agreements and sale and purchase agreements in respect of the proposed developments, property, plant and equipment and investment properties.
- c) Corporate guarantees by the Company.
- d) Corporate guarantees by non-controlling shareholders of non-wholly owned subsidiaries for bank borrowings amounting to \$50.8 million (30 June 2019: \$52.4 million).

Note:

The above borrowings do not include advances from non-controlling shareholders of certain subsidiaries of \$52.9 million as at 30 June 2020 (30 June 2019: \$53.7 million). These advances, included in trade and other payables, are unsecured and without fixed repayment terms. Some of the advances are subordinated to the bank borrowings.

Unsecured borrowings include medium term notes of \$716.7 million as at 30 June 2020 (30 June 2019 medium term notes and retail bonds: \$1,074.6 million), due in financial years 2021 to 2023.

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

	Group		Group	
	Second Half Ended		Full Year Ended	
	30-Jun-20 S\$'000	30-Jun-19 S\$'000	30-Jun-20 S\$'000	30-Jun-19 S\$'000
Cash flows from operating activities:				
(Loss)/profit before tax	(281,112)	(Restated) 56,249	(258,326)	(Restated) 105,417
Adjustments for:				
Dividend income	(337)	(3,809)	(337)	(3,809)
Interest income	(5,203)	(3,130)	(10,321)	(6,559)
Finance costs	69,088	78,661	149,969	149,805
Depreciation of property, plant and equipment	8,240	3,971	16,105	14,766
Deconsolidation of subsidiaries	-	(14,204)	-	(17,197)
Impairment loss on development property	1,182	6,009	1,182	6,009
Impairment loss on receivables	115,507	-	115,507	279
Fair value loss/(gain) on derivative financial instruments	8,770	(4,330)	4,726	(5,620)
Gains on disposal of investments in securities	-	(1,401)	-	(1,401)
Gains on disposal of property, plant and equipment	(253)	(7)	(253)	(7)
Gain on sale of investment property	(420)	(1,185)	(1,747)	(1,185)
Loss/(gain) on fair value changes in investment property	72,579	(152,959)	48,709	(190,322)
Loss on disposal of asset classified as held-for-sale	-	27	-	1,222
Loss on disposal of investment in associate	100,746	-	100,885	-
Share of results from associates and joint ventures, net of tax	7,522	18,948	(4,768)	22,889
Net effect of exchange rate changes	22,845	(22,155)	22,743	(19,865)
Operating cash flows before changes in working capital	119,154	(39,315)	184,074	54,422
Inventories	198	(8)	150	(23)
Development properties	111,474	(205,150)	116,865	(570,145)
Trade and other receivables	(28,560)	82,196	(74,196)	107,681
Other assets	(712)	47,994	(5,044)	(8,554)
Trade and other payables	114,399	17,115	(21,835)	66,657
Other liabilities	(153,441)	116,995	(124,338)	25,358
Cash flows from/(used in) from operations	162,512	19,827	75,676	(324,604)
Income taxes (paid)/refund	(36,568)	2,909	(36,787)	(500)
Net cash flows generated from/(used in) operating activities	125,944	22,736	38,889	(325,104)
Cash flows from investing activities:				
Additions of property, plant and equipment	(1,030)	(49,391)	(4,475)	(50,287)
Additions of investment properties	(54,562)	(84,975)	(144,738)	(102,665)
Additions of investment in securities	-	-	-	(14,875)
Net cash inflow on acquisition of a subsidiary	-	-	5,749	-
Other receivables, non-current	(558)	60	884	1,053
Proceeds from asset classified as held-for-sale	-	-	-	116,293
Proceeds from disposal of investments in associates	54,413	-	56,285	-
Proceeds from disposal of investments in securities	-	3,640	342,844	3,640
Proceeds from disposal of property, plant and equipment	463	22	463	22
Proceeds from sale of investment properties	142,596	3,255	380,903	3,255
Investments in associates	425	(9,372)	(2,410)	(9,372)
Investments in joint ventures	(1)	3,943	(1)	-
Deconsolidation of a subsidiary, net of cash deconsolidated	-	194,700	-	194,700
Dividends from associates and joint ventures	79	9,274	13,820	34,926
Dividends from investments in securities	-	3,809	-	3,809
Advances from/(to) associates	(349)	(3,211)	47	(4,292)
Advances from/(to) joint ventures	(6,158)	2,583	(9,002)	(61,290)
Interest income received	5,203	3,130	10,321	6,559
Net cash flows generated from investing activities	140,521	77,467	650,690	121,476
Cash flows from financing activities:				
Dividends paid to equity owners	(12,036)	(3,041)	(16,954)	(10,820)
Dividends paid to non-controlling interests	-	36	(531)	(1,368)
Purchase of treasury shares	(3,695)	1,368	(3,695)	-
Proceeds from borrowings	204,335	251,209	1,037,166	1,090,154
Repayment of borrowings	(339,724)	(68,948)	(1,677,164)	(523,600)
Advances from/(to) non-controlling shareholders	157	(8,558)	565	(8,558)
Return of capital contribution to non-controlling interests of subsidiaries	(3,169)	-	(3,169)	(725)
Increase in capital contribution by non-controlling interests of subsidiaries	4,357	-	4,357	755
Interest expense paid	(56,460)	(44,504)	(120,827)	(120,973)
Net cash flows (used in)/generated from financing activities	(206,235)	127,562	(780,252)	424,865
Net increase/(decrease) in cash and cash equivalents	60,230	227,765	(90,673)	221,237
Effects of exchange rate changes on cash and cash equivalents	737	(1,840)	988	(1,810)
Cash and cash equivalents at beginning of period/year	323,755	248,482	474,407	254,980
Cash and cash equivalents at end of period/year	384,722	474,407	384,722	474,407

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

Group	Share capital	Treasury shares	Retained earnings	Other reserves ⁽¹⁾	Total	Non-controlling interest	Total equity
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Current year							
Balance at 1 July 2019, as previously reported	275,922	(3,943)	993,498	234,793	1,500,270	4,600	1,504,870
Adoption of new accounting policy	-	-	(94,708)	331	(94,377)	74	(94,303)
Balance at 1 July 2019, as restated	275,922	(3,943)	898,790	235,124	1,405,893	4,674	1,410,567
Purchase of treasury shares	-	(3,695)	-	-	(3,695)	-	(3,695)
Increase in capital contribution by non-controlling interests of subsidiaries	-	-	-	-	-	4,357	4,357
Return of capital contribution to non-controlling interests of subsidiaries	-	-	-	-	-	(3,169)	(3,169)
Issue of shares under the scrip dividend scheme	24,778	-	-	-	24,778	-	24,778
Non-controlling interest arising from acquisition of a subsidiary	-	-	-	-	-	7,339	7,339
Transfer upon disposal of investment in equity instruments at FVTOCI	-	-	1,599	(1,599)	-	-	-
Total comprehensive (loss)/income for the year	-	-	(280,612)	(57,234)	(337,846)	5,454	(332,392)
Dividends on ordinary shares	-	-	(41,732)	-	(41,732)	(531)	(42,263)
Balance as at 30 June 2020	300,700	(7,638)	578,045	176,291	1,047,398	18,124	1,065,522
Previous year							
Balance at 1 July 2018, as previously reported	242,050	(2,575)	898,404	297,855	1,435,734	41,282	1,477,016
Adoption of new accounting policy	-	-	(51,685)	-	(51,685)	(1,253)	(52,938)
Balance as at 1 July 2018, as restated	242,050	(2,575)	846,719	297,855	1,384,049	40,029	1,424,078
Purchase of treasury shares	-	(1,368)	-	-	(1,368)	-	(1,368)
Increase in capital contribution by non-controlling interests of subsidiaries	-	-	-	-	-	755	755
Return of capital contribution to non-controlling interests of subsidiaries	-	-	-	-	-	(725)	(725)
Issue of shares under the scrip dividend scheme	33,872	-	-	-	33,872	-	33,872
Total comprehensive income/(loss) for the year	-	-	96,763	(62,731)	34,032	(720)	33,312
Dividends on ordinary shares	-	-	(44,692)	-	(44,692)	(34,665)	(79,357)
Balance as at 30 June 2019	275,922	(3,943)	898,790	235,124	1,405,893	4,674	1,410,567

Company	Share capital	Treasury shares	Retained earnings	Other reserves ⁽²⁾	Total equity
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Current year					
Balance as at 1 July 2019	275,922	(3,943)	447,701	(19,273)	700,407
Purchase of treasury shares	-	(3,695)	-	-	(3,695)
Issue of shares under the scrip dividend scheme	24,778	-	-	-	24,778
Transfer upon disposal of investment in equity instruments at FVTOCI	-	-	1,599	(1,599)	-
Total comprehensive income for the year	-	-	(7,684)	7,099	(585)
Dividends on ordinary shares	-	-	(41,732)	-	(41,732)
Balance as at 30 June 2020	300,700	(7,638)	399,884	(13,773)	679,173
Previous year					
Balance as at 1 July 2018	242,050	(2,575)	170,505	15,915	425,895
Purchase of treasury shares	-	(1,368)	-	-	(1,368)
Issue of shares under the scrip dividend scheme	33,872	-	-	-	33,872
Total comprehensive income/(loss) for the year	-	-	321,888	(35,188)	286,700
Dividends on ordinary shares	-	-	(44,692)	-	(44,692)
Balance as at 30 June 2019	275,922	(3,943)	447,701	(19,273)	700,407

(1) Includes foreign currency translation reserve, assets revaluation reserve, fair value reserve and other reserve.

(2) Includes fair value reserve and other reserve.

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 the number of shares that may be issued on conversion of all the outstanding convertibles, if any, against the total number of issued shares excluding treasury shares and subsidiary holdings 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. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed 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.

Total number of issued shares as at 30 June 2020 was 4,245,902,914 ordinary shares (31 December 2019: 4,237,976,173 ordinary shares). The increase represents 7,926,741 new ordinary shares being allotted and issued on 14 May 2020 at \$0.1948 per share to eligible shareholders who have elected to participate in the Company's Scrip Dividend Scheme in respect of the interim tax exempt (one-tier) dividend of \$0.0032 per ordinary share in the capital of the Company for the financial year ended 30 June 2020.

As at 30 June 2020, the Company held 27,429,300 (30 June 2019: 9,300,000) treasury shares, constituting 0.65% (30 June 2019: 0.22%) of the total number of ordinary shares outstanding.

The Company had no outstanding convertibles and no subsidiary holdings as at 30 June 2020 and 30 June 2019.

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

	As at 30-Jun-2020	As at 30-Jun-2019
Total number of issued shares, excluding treasury shares ('000)	4,218,474	4,155,744

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

There were no sales, transfers, cancellation and/or use of treasury shares by the Company during the year ended 30 June 2020.

1(d)(v) A statement showing all sales, transfers, cancellation and/or use of subsidiary holdings as at the end of the current financial period reported on

There were no sales, transfers, cancellation and/or use of subsidiary holdings during the year ended 30 June 2020.

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 auditors.

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

Not applicable.

3A Where the latest financial statements are subject to an adverse opinion, qualified opinion or disclaimer of opinion:-

(a) Updates on the efforts taken to resolve each outstanding audit issue.

(b) Confirmation from the Board that the impact of all outstanding audit issues on the financial statements have been adequately disclosed.

This is not required for any audit issue that is a material uncertainty relating to going concern.

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 same accounting policies and methods of computation in the FY2019 audited annual financial statements have been applied for the current reporting period, except as disclosed in Section 5 below.

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

New or amended standards

On 1 July 2019, the Group adopted all the new standards, amendments and interpretations to existing standards that are mandatory for application from that date. Except for the below, the adoption of the new standards and interpretations did not result in any significant impact on the financial statements.

Agenda Decision - Overtime transfer of constructed goods (SFRS(I) 1-23 Borrowing Costs)

In March 2019, the IFRS Interpretations Committee (IFRSIC) issued an update on the decisions reached by the IFRSIC and concluded its views that borrowing costs relating to development properties where revenue is recognised over time should not be capitalised and instead, be expensed when incurred. Following the conclusion of the agenda decision by IFRSIC, borrowing costs which were previously capitalised as development projects over the period of development are now expensed as incurred to the statement of profit or loss. The financial effects are as follows:

	Second Half Ended			Full Year Ended		
	30 June 2019			30 June 2019		
	As previously reported S\$'000	Effects S\$'000	As restated S\$'000	As previously reported S\$'000	Effects S\$'000	As restated S\$'000
<u>Effect on Consolidated Statement of Profit or Loss and Other Comprehensive Income</u>						
Cost of sales	(126,662)	3,423	(123,239)	(550,990)	3,703	(547,287)
Finance costs	(51,986)	(26,675)	(78,661)	(100,786)	(49,019)	(149,805)
Share of results from associates and joint ventures, net of tax	(16,516)	(2,432)	(18,948)	(20,457)	(2,432)	(22,889)
Income tax expense	2,874	3,039	5,913	(15,494)	6,053	(9,441)
Profit for the period/year	84,807	(22,645)	62,162	137,671	(41,695)	95,976
Exchange differences on translation of foreign operations	(7,630)	200	(7,430)	(38,973)	330	(38,643)
Total comprehensive income/(loss) for the period/year	11,661	200	11,861	(62,994)	330	(62,664)
Profit for the period/year attributable to:						
- Owners of the company	86,493	(23,973)	62,520	139,786	(43,023)	96,763
- Non-controlling interests	(1,686)	1,328	(358)	(2,115)	1,328	(787)
	84,807	(22,645)	62,162	137,671	(41,695)	95,976
Total comprehensive income for the period attributable to:						
- Owners of the company	98,077	(23,772)	74,305	76,724	(42,692)	34,032
- Non-controlling interests	(1,609)	1,327	(282)	(2,047)	1,327	(720)
	96,468	(22,445)	74,023	74,677	(41,365)	33,312
Basic and diluted earnings per share						
	2.09 cents	(0.58) cents	1.51 cents	3.42 cents	(1.05) cents	2.37 cents
As at 30 June 2019			As at 1 July 2018			
	As previously reported S\$'000	Effects S\$'000	As restated S\$'000	As previously reported S\$'000	Effects S\$'000	As restated S\$'000
<u>Effect on Statements of Financial Position</u>						
Investments in joint ventures	53,312	(2,456)	50,856	75,176	(21)	75,155
Deferred tax assets	5,385	7,380	12,765	1,530	1,327	2,857
Development properties	2,693,264	(99,227)	2,594,037	2,143,716	(54,244)	2,089,472
Retained earnings	993,498	(94,708)	898,790	898,404	(51,685)	846,719
Other reserves	234,793	331	235,124	297,855	-	297,855
Non-controlling interests	4,600	74	4,674	41,282	(1,253)	40,029
Net asset value per ordinary share based on total number of issued shares (excluding treasury shares)						
	36.21	(2.27)	33.94	36.53	(1.30)	35.23

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**

Earnings per ordinary share is computed based on profit, net of tax, attributable to owners of the Company:-

	Group			
	Second Half Ended		Full Year Ended	
	30-Jun-20	30-Jun-19	30-Jun-20	30-Jun-19
Earnings per ordinary share for the period/year		(Restated)		(Restated)
(a) Basic ⁽¹⁾	(7.02) cents	1.51 cents	(6.70) cents	2.37 cents
(b) Fully diluted ⁽¹⁾	(7.02) cents	1.51 cents	(6.70) cents	2.37 cents
(1) Calculated based on weighted average number of shares (excluding treasury shares) ('000)	4,220,816	4,129,812	4,185,452	4,086,392

7 **Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares at the end of the:-**

(a) current financial period reported on; and

(b) immediately preceding financial year.

	Group As At		Company As At	
	30-Jun-20	30-Jun-19	30-Jun-20	30-Jun-19
Net asset value per ordinary share based on total number of issued shares (excluding treasury shares)	25.26 cents	33.94 cents	16.10 cents	16.85 cents
Total number of issued shares (excluding treasury shares) ('000)	4,218,474	4,155,744	4,218,474	4,155,744

- 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.**

Profit or loss review

Revenue

Group revenue for second half year ended 30 June 2020 ("2H FY2020") increased by 299% to \$638.9 million compared with second half year ended 30 June 2019 ("2H FY2019") mainly due to higher revenue from the projects in Cambodia, the United Kingdom and Singapore, in addition to new contribution from a wholly-owned subsidiary group in Australia.

Group revenue for the financial year ended 30 June 2020 ("FY2020") increased by 80% to \$1,233.0 million compared with the financial year ended 30 June 2019 ("FY2019"), mainly due to increase in revenue from the projects in Cambodia, Singapore and Ireland, in addition to 9-month revenue contribution from a wholly-owned subsidiary group in Australia.

Gross profit margin

Gross profit margins for 2H FY2020 and FY2020 were comparable with 2H FY2019 and FY2019 respectively, primarily due to higher margin from the development project in Cambodia, partially offset by lower margins from the new subsidiary group in Australia, the development project in the United Kingdom and certain Singapore development projects.

Other income

Other income for 2H FY2020 and FY2020 decreased by 7% and 24% to \$5.8 million and \$6.5 million respectively, primarily due to lower dividend income received from investment in quoted securities, partially offset by government grants received during 2H FY2020.

Interest income

Interest income for 2H FY2020 and FY2020 increased by 66% and 57% to \$5.2 million and \$10.3 million respectively, mainly due to higher interest income from advances due from joint ventures and associate companies.

Other gains

Other gains for 2H FY2020 and FY2020 decreased to \$3.1 million and \$7.2 million compared with \$180.2 million and \$228.0 million in 2H FY2019 and FY2019 respectively, mainly due to absence of fair value gains on investment properties in Singapore and Ireland.

Marketing and distribution costs

Marketing and distribution costs for 2H FY2020 and FY2020 decreased to \$3.8 million and \$10.6 million, from \$11.2 million and \$26.0 million in 2H FY2019 and FY2019 respectively, mainly due to lower expenses incurred for the show flats, advertisements, sales launches and exhibitions, and sales commission incurred for the overseas projects.

Administrative expenses

Administrative expenses for 2H FY2020 decreased by 17% or \$8.0 million to \$39.1 million in 2H FY2020, mainly due to lower payroll and related costs incurred in Singapore, partially offset by inclusion of payroll and related costs of the newly acquired Australian subsidiary.

For FY2020, administrative expenses increased by \$11.3 million or 18% to \$72.9 million primarily due to inclusion of 9-month of payroll and related costs and other administrative expenses from the newly acquired Australian subsidiary, which was consolidated into the Group's results from 2Q2020.

Excluding the expenses of the Australian subsidiary, administrative expenses of the Group would be \$24.5 million and \$48.7 million for 2H FY2020 and FY2020 respectively, a decline of 48% and 21% year-on-year.

8 A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. (continued)**Profit or loss review (continued)**Other losses

The other losses for 2H FY2020 and FY2020 increased by \$310.4 million and \$282.0 million, compared with 2H FY2019 and FY2019 respectively. This was mainly attributable to the Covid-19 pandemic as follows:

(a) fair value loss of \$48.7 million on the investment properties in Singapore by independent external valuers in accordance with the Group's accounting policy, due to COVID-19 pandemic;

(b) non-recurring losses of \$210.7 million on:

(i) disposal of investment in an associated company, Galliard Group. In 2H FY2020, the Group divested its 18.8% stake in Galliard Group as part of the Group's plan to streamline its portfolio, divest non-core assets and enhance financial flexibility; and

(ii) a receivable of proceeds from final completion of the share sale of Oxley Beryl Pte Ltd, a company holding the asset at 30 Raffles Place, in June 2020. This was mainly due to unfavorable circumstances due to COVID-19 pandemic. The share sale generated a profit of \$130.0 million for the Group, and

(c) unrealised foreign exchange losses of \$23.7 million primarily from US\$ denominated EMTNs due to the appreciation of US dollar against Singapore dollar.

Finance costs

Following the adoption of SFRS(I) 1-23 Borrowing costs as disclosed in Section 5, finance costs for 2H FY2020, FY2020, 2H FY2019 and FY2019 comprised of interest expenses incurred for the development projects where revenue is recognised over time. Without the effect of the adoption, the finance costs for 2H FY2020 and FY2020 would be lower by approximately \$13.4 million and \$27.4 million respectively.

The decrease in reported finance costs for 2H FY2020 to \$69.1 million compared with \$78.7 million for 2H FY2019, was mainly due to lower finance costs after repayments of retail bonds and bank borrowings, and drop in average interest rates. Reported finance costs for FY2020 were however comparable with FY2019 as lower finance costs in the 2H FY2020 was offset by higher finance costs during the 1H FY2020 that arose from increases in borrowings to finance the Group's property development and investment properties, and advances to joint

Share of results from associates and joint ventures, net of tax

Share of losses from associates and joint ventures for 2H FY2020 was lower than 2H FY2019 mainly due to absence of losses from the associated companies in the United Kingdom and Australia.

In FY2020, the Group's share of profit from associates and joint ventures was mainly from an associate in the United Kingdom and joint ventures in Singapore, partially offset by share of losses from the joint venture in Cambodia.

Loss before tax

The losses before tax attributable to equity owners of the company for 2H FY2020 and FY2020 were \$281.1 million and \$258.3 million respectively, due to the reasons stated above.

Income tax expense/(credit)

The income tax expenses for 2H FY 2020 and FY2020 comprised of corporate taxes on the profit earned from the projects in Singapore, Malaysia, Cambodia and the United Kingdom, and withholding taxes (i) on the interest income earned from the overseas subsidiaries, and (ii) incurred by the overseas subsidiaries for the offshore payments, partially offset by write-back of over-provision of withholding tax at a Cambodian subsidiary.

8 **A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. (continued)**

Statement of financial position review

Net asset and gearing

As at 30 June 2020, the shareholders' fund of \$1,065.5 million represented a decrease of 24.5% or \$345.0 million from 30 June 2019 primarily due to fair value losses incurred for FY2020. The net asset value per share of the Group as at 30 June 2020 was lower than that as at 30 June 2019, due to the aforesaid reason.

The Group's gearing ratio as at 30 June 2020 was 2.48, higher than the gearing ratio of 2.20 as of 30 June 2019. Despite a drop in net debt of \$554.4 million, from \$3.6 billion as at 30 June 2019 to \$3.0 billion as at 30 June 2020, the increase in gearing ratio was attributable to the drop in net equity primarily a result of fair value losses on the assets in FY2020.

Excluding the effects from the adoption of SFRS(I) 1-23 Borrowing Costs whereby borrowing costs relating to development projects whose revenue is recognised over time, are expensed when incurred, the gearing ratio would have been 2.31 and 2.06 as of 30 June 2020 and 2019 respectively.

Non-current assets

The decrease in non-current assets of \$782.6 million or 32.9% as at 30 June 2020 compared with 30 June 2019 was mainly due to (i) sale of investment properties at Dublin Landings in Ireland; (ii) disposal of investment in quoted securities, (iii) disposal of a non-core asset - an investment in a property developer in the United Kingdom, and (iv) write-down in values of the Singapore investment properties arising from valuations by external independent valuers in accordance with the Group's accounting policy.

Current assets

The decrease in current assets of \$169.4 million or 4.6% as at 30 June 2020 compared with 30 June 2019 was mainly attributable to decrease in the value of development property in the United Kingdom as the cost is taken up in the cost of sales when the apartment units are completed and delivered to the buyers.

Non-current liabilities

The decrease in non-current liabilities of \$996.1 million or 43.2% as at 30 June 2020 compared with 30 June 2019 was mainly due to (i) reclassification of approximately \$800.0 million of EMTNs and bank borrowings from non-current liabilities to current liabilities as the EMTNs and bank borrowings are repayable in less than 12 months, and (ii) repayment of bank borrowings of \$96.0 million upon sale of the secured asset.

Current liabilities

The increase in current liabilities of \$389.2 million or 16.3% as at 30 June 2020 compared with 30 June 2019 was mainly due to reclassification of approximately \$800.0 million of EMTNs and bank borrowings from non-current liabilities to current liabilities, partially offset by repayments of retail bonds and bank borrowings during the year.

Cash flow review

Net cash flows generated from operating activities for 2H FY2020 and FY2020 were \$125.9 million and \$38.9 million respectively, mainly due to cash flows received on the delivery of residential units to the buyers in the United Kingdom and progress billings on the Singapore development properties, partially offset by payment of corporate taxes in the United Kingdom.

Net cash flows from investing activities for 2H FY2020 and FY2020 were \$140.5 million and \$650.7 million respectively, generated from proceeds received from (i) disposal of investment in quoted securities, (ii) sale of commercial buildings at Dublin Landings in Ireland, (iii) final completion proceeds received from share sale of an investee company that held the commercial property on 30 Raffles Place in Singapore, and (iv) disposal of an investment in a property developer in the United Kingdom, partially offset by cost incurred to prepare the investment properties in Ireland for sale.

The cash flows used in financing activities for 2H FY2020 and FY2020 were \$206.2 million and \$780.3 million respectively, mainly due to net repayments of bank loans and redemption of bonds.

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

The Company has not previously disclosed any forecast / prospect statements.

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.

Ministry of Trade and Industry announced that Singapore economy contracted by 13.2% year-on-year in the second quarter (Q2) of 2020. Quarter-on-quarter, the economy shrank 42.9%, following the contraction of 3.1% in the first quarter and Singapore is in a technical recession after 2 consecutive quarters of negative growth. The “circuit breaker” measures implemented from April 7 to June 1 in a bid to curb the spread of COVID-19 virus in Singapore, and weak external demand amidst a global economic downturn caused by the pandemic have contributed to the downturn.

The hospitality sector has bore the brunt of the pandemic, with 400 passengers passing through Changi Airport, compared with 190,000 a day during the heyday. Hotel business comes to a standstill with the exception of government contracts catered to those served with Stay Home Notices. With the uncertainty surrounding the travel recovery, Singapore Tourism Board has rolled out a \$45 million marketing campaign over the next nine months to encourage the residents to take local holidays – dubbed a “Singapoliday”. Hotels are offering staycation deals packaged with the local tours to capture a slice of this campaign.

Despite the economic uncertainty, Urban Redevelopment Authority’s data showed 1,080 new homes were sold in July 2020 compared with 998 units sold in June and represents a third straight month of growth. Home prices eked out a 0.3% gain in Q2 over the previous quarter and 1.2% over same time last year. This is a result of pent-up demand during the “circuit breaker” period and buyers capitalizing on the fall in interest rates and attractive home prices. Singapore property market is also attracting foreign buyers who are looking for a safe haven to park their money amidst the uncertain global economic and geo-political environments.

Construction activities halted during the “circuit-breaker” period in Singapore and other overseas countries which affected the project progress and target completion dates. As the countries begin to resume business activities albeit cautiously, construction activities have steadily resumed at all the Group’s construction sites.

The world economy is flushed with liquidity as most central banks around the world implemented quantitative easing measures to mitigate the fallout from the pandemic. In the short-term, interest rates are expected to remain low and exchange rates to fluctuate significantly.

As at end-August 2020, the Group's total sales secured for its development portfolio amounted to \$8.6 billion, of which approximately \$3.5 billion and \$5.1 billion were attributable to the projects in Singapore and overseas respectively.

	Sales secured (S\$mn)	Recognised billings (S\$mn)	Future progress billings (S\$mn)
Singapore	3,475	887	2,588
Overseas	5,094	4,310	784
Total *	<u>8,569</u>	<u>5,197</u>	<u>3,372</u>

* Includes unbilled contract value of joint ventures and associates

11 If a decision regarding dividend has been made:-

(a) Whether an interim (final) ordinary dividend has been declared (recommended)

A final dividend and special dividend in respect of the financial year ended 30 June 2020 have been declared.

(b) (i) Amount per share

Final and Special dividend of 0.5 and 1.0 Singapore cent per ordinary share respectively

(ii) Previous corresponding period

0.68 Singapore cent per ordinary share

(c) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country whether the dividend is derived. (If the dividend is not taxable in the hands of shareholders, this must be stated).

The dividend is tax exempt in the hands of shareholders

(d) The date the dividend is payable

To be announced at a later date

(e) The date on which Registrable Transfers received by the company (up to 5.00 pm) will be registered before entitlements to the dividend are determined.

To be announced at a later date

12 If no dividend has been declared/recommended, a statement to that effect and reason(s) for the decision

Not applicable

13 Interested person transactions

There were no transactions under the general mandate from shareholders for interested person transactions during the second half ended 30 June 2020.

During the half year ended 30 June 2020, there were interests of \$271,000, \$206,000 and \$638,000 payable to Mr Ching Chiat Kwong (Executive Chairman and CEO and controlling shareholder of the Company), Mr Low See Ching (Deputy CEO and controlling shareholder of the Company) and Blacktip Partners Pte Ltd (a company wholly-owned by Mr. Shawn Ching Wei Hung, a Director of the Company and the son of Mr Ching Chiat Kwong) respectively, in respect of advances extended by them, all of which had been fully settled by the end of July 2020.

14 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

	Property development S\$'000	Property investment S\$'000	Hotel S\$'000	Construction S\$'000	Corporate S\$'000	Group S\$'000
<u>FY2020</u>						
Segment revenue						
Sales to external customers	975,206	-	41,225	205,169	-	1,221,600
Rental income	-	11,360	-	-	-	11,360
Total revenue	975,206	11,360	41,225	205,169	-	1,232,960
Segment results	169,700	6,744	4,101	(4,796)	(31,115)	144,634
Interest income	1,267	644	-	29	8,381	10,321
Net fair value (loss)/gain on financial instruments	(188)	(792)	(8,746)	-	5,000	(4,726)
Fair value loss on investment properties	-	(48,709)	-	-	-	(48,709)
Loss on disposal of associates	-	-	-	(139)	(100,746)	(100,885)
Gain on sale of investment property	-	1,747	-	-	-	1,747
Impairment on receivables	(198)	(913)	-	(18)	(114,378)	(115,507)
Finance costs	(33,271)	(5,288)	(21,087)	(1,301)	(89,022)	(149,969)
Share of results from associates and joint ventures, net of tax	-	-	-	51	4,717	4,768
Profit before tax	137,310	(46,567)	(25,732)	(6,174)	(317,163)	(258,326)
Income tax expense	(14,809)	2,406	-	(1,272)	(3,088)	(16,763)
Profit for the year	122,501	(44,161)	(25,732)	(7,446)	(320,251)	(275,089)
<u>Other significant items</u>						
Depreciation of property, plant and equipment	(246)	-	(13,273)	(1,129)	(1,457)	(16,105)
Impairment loss of development property	(1,182)	-	-	-	-	(1,182)
<u>Assets</u>						
Segment assets	3,044,543	357,956	881,273	91,854	678,316	5,053,942
Investments in associates and joint ventures	8,694	-	-	9,290	60,901	78,885
Investments in securities	7,322	-	-	882	6,587	14,791
Total assets	3,060,559	357,956	881,273	102,026	745,804	5,147,618
Segment assets include:						
Additions to:						
Property, plant and equipment	90	-	3,402	644	339	4,475
Investment properties	-	144,738	-	-	-	144,738
<u>Liabilities</u>						
Segment liabilities	1,829,018	195,900	712,602	88,897	1,255,679	4,082,096

14 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

	Property development S\$'000	Property investment S\$'000	Hotel S\$'000	Construction S\$'000	Corporate S\$'000	Group S\$'000
<u>FY2019</u>						
Segment revenue						
Sales to external customers	608,603	-	46,758	-	-	655,361
Rental income	-	30,707	-	-	-	30,707
Total revenue	608,603	30,707	46,758	-	-	686,068
Segment results	29,167	17,673	3,391	-	6,997	57,228
Interest income	365	642	-	-	5,552	6,559
Net fair value (loss)/gain on financial instruments	(173)	329	(362)	-	5,826	5,620
Fair value gains on investment properties	-	190,037	285	-	-	190,322
Deconsolidation of subsidiaries	-	-	-	-	17,197	17,197
Gain on sale of investment property	-	1,185	-	-	-	1,185
Finance costs	(53,247)	(14,621)	(20,133)	-	(61,804)	(149,805)
Share of results from associates and joint ventures, net of tax	(13)	-	-	-	(22,876)	(22,889)
Profit before tax	(23,901)	195,245	(16,819)	-	(49,108)	105,417
Income tax expense	(2,110)	(1,952)	-	-	(5,379)	(9,441)
Profit for the year	(26,011)	193,293	(16,819)	-	(54,487)	95,976
Other significant items						
Depreciation of property, plant and equipment	(241)	-	(13,084)	-	(1,441)	(14,766)
Impairment loss of development property	(6,009)	-	-	-	-	(6,009)
<u>Assets</u>						
Segment assets	2,945,823	539,066	971,165	-	1,045,907	5,501,961
Investments in associates and joint ventures	8,449	-	-	-	239,817	248,266
Investments in securities	7,372	-	-	-	342,017	349,389
Total assets	2,961,644	539,066	971,165	-	1,627,741	6,099,616
Segment assets include:						
Additions to:						
Property, plant and equipment	851	-	46,252	-	4,851	51,954
Investment properties	-	106,268	-	-	-	106,268
<u>Liabilities</u>						
Segment liabilities	1,857,480	344,373	547,758	-	1,939,438	4,689,049

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

Please refer to the review of performance in paragraph 8 and paragraph 10.

16 A breakdown of sales as follows:

<u>Group</u>	FY2020 \$'000	FY2019 \$'000	Change %
(a) Sales reported for first half year	594,038	525,783	13%
(b) Operating profit after tax before deducting minority interests reported for first half year	12,918	33,814	-62%
(a) Sales reported for second half year	638,922	160,285	299%
(b) Operating profit after tax before deducting minority interests reported for second half year	(288,007)	62,162	-563%

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

<u>Total annual dividend</u>	FY2020 \$'000	FY2019 \$'000
Ordinary dividend paid and payable in respect of latest and previous years	34,565	41,446
Special dividend payable in respect of latest and previous years	42,185	-

The proposed final and special tax exempt (one-tier) dividend of 0.5 and 1.0 Singapore cent per ordinary share respectively in respect of FY2020 is subject to shareholders' approval at the forthcoming AGM.

18 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

Not applicable

19 Confirmation pursuant to rule 720(1) of the listing manual

The Company confirms that it has procured undertakings from all its Directors and Executive Officers (in the format set out in Appendix 7.7 of the Listing Manual) under Rule 720(1) of the Listing Manual.

By order of the Board

Ching Chiat Kwong
Executive Chairman and CEO
Date: 28 August 2020

Low See Ching
Deputy CEO
Date: 28 August 2020