G. K. Goh Holdings Limited



Financial statements and related announcement First quarter ended 31 March 2019

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REVIEW OF PERFORMANCE OF THE GROUP

Results for the First Quarter

Group revenues for the first quarter rose by 36% to S\$27.1 million. This increase was due to investment income of S\$4.4 million (1Q18: S\$0.5 million) and revenues from new businesses acquired by Boardroom in the latter part of 2018.

Group net profits amounted to \$\$3.0 million (1Q18: \$\$0.2 million), resulting in earnings per share of 0.93 cents (1Q18: 0.01 cents). Contributions from operating businesses were in line with expectations, with most of the improvement attributable to investment income. The latter reflected the rebound in stock markets in the first quarter, and \$\$2.0 million of realised profits from an investment in a property development project.

However, largely because of a 19% decline in the market price of Eastern & Oriental Bhd, one of our long-term investments, other comprehensive income was in the red with a loss of S\$5.7 million (1Q18: loss of S\$0.8 million). A decline in the relative value of the Australian dollar also contributed S\$0.7 million to the loss. As a result, the Group's total comprehensive loss amounted to S\$2.7 million (1Q18: loss of S\$0.5 million).

Results from the Group's two key operating businesses were in line with expectations.

Boardroom Limited's ("Boardroom") revenues were up 17% to S\$22.3 million (1Q18: S\$19.0 million). This figure includes revenues from the two businesses acquired in 2018, and mainly from the former Symphony corporate services businesses in Malaysia. The acquisitions also resulted in higher salary costs and increased interest expenses. The ongoing integration of Boardroom and Symphony in Malaysia entails significant merger costs, including relocation expenses to be borne in the second half of 2019, but operational synergies are already starting to bear fruit.

Boardroom contributed net profits of \$\$0.4 million for the quarter (1Q18: \$\$1.9 million). This decline was partly due to lower share registry revenue from quieter Singapore and Hong Kong IPO markets in the first quarter, and higher staff costs from salary increments and additional headcounts across all markets.

Contributions from our Australian associate Opal Aged Care Group ("Opal") improved by 13%, a commendable result given the relative weakness of the Australian dollar over the past year. Opal's earnings had declined over the past two years, largely because of changes to aged care policy and funding. The Australian government has announced a one-time funding boost for the period from 20 March to 30 June, and whilst this on paper will mean higher revenues (most of the impact of which will be seen in the second quarter), a significant part of the gain will be invested into process and staffing improvements.

The Allium Care Suites, on opening in the third quarter, will be the Group's first private nursing home in Singapore. Staffing is being ramped up ahead of opening, and along with other pre-opening costs, this resulted in a loss of S\$1.4 million in the first quarter. Allium Healthcare ("Allium") is expected to continue registering losses as it progressively opens to residents over the next year.

The Group's investment returns were satisfactory for the period, reflecting stronger equity markets. The public equities portfolio remains relatively light as more assets have been deployed towards private equity and venture capital.

VARIANCE BETWEEN PREVIOUS PROSPECT STATEMENT AND ACTUAL RESULTS

None

COMMENTARY ON PROSPECTS

We expect Allium's operating losses to increase in the coming quarter ahead of the opening of Allium Care Suites, with losses moderating towards the next financial year as occupancy increases. Opal and Boardroom are expected to deliver satisfactory results for the rest of the year. As always, however, returns from investments will be volatile in the short-term.

STATEMENT OF COMPREHENSIVE INCOME

(Amounts in Singapore dollars) (These figures have not been audited)

	Note	Group 3 months ended			
		31 Mar 2019	31 Mar 2018	+/(-)	
		\$'000	\$'000	%	
CONTINUING OPERATIONS					
Revenue		22 224	10.022	17	
Corporate services revenue Investment income		22,321 4,387	19,032 512	17 757	
Other income		399	433	(8)	
Total revenue		27,107	19,977	36	
			10,011	00	
Cost and expenses		(45.707)	(40.000)	20	
Employees' compensation and related costs		(15,767)	(12,293)	28	
Office and equipment rental costs Depreciation and amortisation		(1,181) (2,635)	(1,806) (1,339)	(35) 97	
		• • • •	• • •		
Technology and information services costs		(517)	(459)	13	
Loss on foreign currency exchange		(99)	(1,136)	(91)	
(Provision for) / w rite-back of doubtful debts		(115)	211	NM 12	
Other operating expenses Total cost and expenses		(4,479)	(3,966)	13 19	
Total cost and expenses		(24,793)	(20,788)	19	
Profit / (loss) from operating activities		2,314	(811)	NM	
Finance costs		(1,309)	(938)	40	
Share of profit of associates		2,522	2,478	2	
Profit before tax	В	3,527	729	384	
Taxation	С	(486)	(513)	(5)	
Profit for the period		3,041	216	1,308	
Other comprehensive income / (loss) Items that will not be reclassified to profit or loss Net fair value (loss) / gain on financial assets		(4,745)	6,270	NM	
Items that may be reclassified subsequently to profit or loss		(050)	(00)	4 000	
Share of other comprehensive income / (loss) of associates		(352)	(20)	1,660	
Net gain on cash flow hedge Net gain on hedge of net investment		47	1,080	NM NM	
Foreign currency translation		(658)	(8,083)	(92)	
Other comprehensive loss for the period, net of tax		(5,708)	(753)	658	
Total comprehensive loss for the period		(2,667)	(537)	397	
Profit attributable to:					
Owners of the Company		3,029	21	14,324	
Non-controlling interests		12	195	(94)	
		3,041	216	1,308	
Tatal as mana hana iya laga attiihytabla ta					
Total comprehensive loss attributable to:		(2.665)	(514)	418	
Ow ners of the Company Non-controlling interests		(2,665) (2)	(514) (23)	(91)	
Notificontrolling interests		(2,667)	(537)	397	
		(2,001)	(551)		
NM : Not meaningful					
Fornings nor chara	_				
Earnings per share - basic and diluted	E	0.93 cents	0.01 cents		

BALANCE SHEETS

(Amounts in Singapore dollars) (These figures have not been audited)

(Those ligates have not been addited)	Note	Gro	oup	Company		
			31 Dec 2018	31 Mar 2019	31 Dec 2018	
		\$'000	\$'000	\$'000	\$'000	
Non-current assets						
Property, plant and equipment		16,883	37,624	-	-	
Right-of-use assets		39,424	-	2,406	-	
Intangible assets		143,193	143,749	-	-	
Investment properties		3,727	3,727	-	-	
Subsidiaries		-	-	227,100	229,270	
Associates		189,388	191,454	-	-	
Long-term investments		185,069	189,854	5,594	5,642	
Lease receivables		810	-	-	-	
Deferred tax assets		8,502	7,789	-	-	
Current assets						
Amounts receivable from subsidiaries		-	-	160,380	136,791	
Trade debtors		28,215	24,503	-	-	
Other debtors		4,872	4,146	435	440	
Lease receivables		438	-	-	-	
Short-term investments		24,906	30,252	-	-	
Cash and bank balances		43,716	35,534	2,335	2,574	
		102,147	94,435	163,150	139,805	
Current liabilities						
Trade creditors		18,448	11,251	-	-	
Other creditors		14,812	18,228	601	529	
Lease liabilities	D	5,787	-	891	-	
Bank borrowings	D	111,606	92,446	39,612	18,598	
Provision for taxation		1,602	1,144	312	262	
		152,255	123,069	41,416	19,389	
Net current (liabilities) / assets		(50,108)	(28,634)	121,734	120,416	
Non-current liabilities						
Lease liabilities	D	11,333	-	1,490	-	
Bank borrowings	D	58,280	75,451	-	-	
Provision for employee benefits		239	234	-	-	
Deferred tax liabilities		15,433	15,608	1,558	1,457	
Net assets		451,603	454,270	353,786	353,871	
Equity attributable to Owners of the Company						
Share capital		191,987	191,987	191,987	191,987	
Revenue reserve		256,362	250,205	161,771	161,807	
Fair value adjustment reserve		1,248	9,121	(109)	(60)	
Foreign currency translation reserve		(12,130)	(11,495)	-	-	
Cash flow hedge reserve		(1,248)	(934)	-	-	
Transactions with non-controlling interests		(5,434)	(5,434)	-	-	
Capital reserve		137	137	137	137	
		430,922	433,587	353,786	353,871	
Non-controlling interests		20,681	20,683	-	- -	
Total equity		451,603	454,270	353,786	353,871	

STATEMENTS OF CHANGES IN EQUITY

(Amounts in Singapore dollars)
(These figures have not been audited)

	Attributable to Owners of the Company							_		
				Foreign				Equity		
			Fair Value	Currency	Cash Flow	Transactions with		Attributable to	Non-	
Group	Share	Revenue	Adjustment	Translation	Hedge	Non-controlling	Capital	Owners of the	controlling	Total
2019	Capital	Reserve	Reserve	Reserve	Reserve	Interests	Reserve	Company	Interests	Equity
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at 1 January 2019	191,987	250,205	9,121	(11,495)	(934)	(5,434)	137	433,587	20,683	454,270
Profit for the period	-	3,029	-	-	-	-	-	3,029	12	3,041
Other comprehensive income / (loss)										
Net fair value loss on financial assets	-	-	(4,745)	-	-	-	-	(4,745)	-	(4,745)
Share of other comprehensive loss										
of associates	-	-	-	-	(352)	-	-	(352)	-	(352)
Net gain on cash flow hedge	-	-	-	-	38	-	-	38	9	47
Foreign currency translation		-	-	(635)	-	-	-	(635)	(23)	(658)
Other comprehensive loss										
for the period		-	(4,745)	(635)	(314)	-	-	(5,694)	(14)	(5,708)
Total comprehensive income / (loss)										
for the period	-	3,029	(4,745)	(635)	(314)	-	-	(2,665)	(2)	(2,667)
Others										
Transfer of gain on disposal of financial assets		3,128	(3,128)	-	-	-	-	-	-	-
Total others		3,128	(3,128)	-	-	-	-	-	-	
Balance at 31 March 2019	191,987	256,362	1,248	(12,130)	(1,248)	(5,434)	137	430,922	20,681	451,603

STATEMENTS OF CHANGES IN EQUITY (Continued)

_			A	ttributable to	Owners of t	he Company			_	
			Fair Value	Foreign Currency	Cash Flow	Transactions with		Equity Attributable to	Non-	
Group	Share	Revenue	Adjustment	Translation	Hedge	Non-controlling	Capital	Owners of the		Total
2018	Capital	Reserve	Reserve	Reserve	Reserve	Interests	Reserve	Company	Interests	Equity
_	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at 1 January 2018 (FRS framework)	191,987	210,307	96,948	(18,767)	(774)	(9,154)	137	470,684	12,160	482,844
Adoption of SFRS(I) 1	_	(16,226)	-	16,226	-	-	-	-	-	-
Adoption of SFRS(I) 9	-	7,373	(12,682)	5,309	-	-	-	-	-	_
Balance at 1 January 2018 (SFRS(I) framework)	191,987	201,454	84,266	2,768	(774)	(9,154)	137	470,684	12,160	482,844
Profit for the period	-	21	-	-	-	-	-	21	195	216
Other comprehensive income / (loss)										
Net fair value gain on financial assets	-	-	6,270	-	-	-	-	6,270	-	6,270
Share of other comprehensive loss of associates	_	-	-	-	(20)	-	-	(20)	_	(20)
Net gain on hedge of net investment	-	-	-	1,080	-	-	-	1,080	-	1,080
Foreign currency translation	-	-	-	(7,865)	-	-	-	(7,865)	(218)	(8,083)
Other comprehensive income / (loss) for the period	-	-	6,270	(6,785)	(20)	-	-	(535)	(218)	(753)
Total comprehensive income / (loss) for the period	-	21	6,270	(6,785)	(20)	-	-	(514)	(23)	(537)

STATEMENTS OF CHANGES IN EQUITY (Continued)

	Attributable to Owners of the Company						_			
			Fair Value	Foreign Currency	Cash Flow	Transactions with		Equity Attributable to	Non-	
Group	Share	Revenue		•	Hedge	Non-controlling	Capital	Owners of the		Total
2018	Capital	Reserve	Reserve	Reserve	Reserve	Interests	Reserve	Company	Interests	Equity
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Contributions by and distributions to Owners										
Shares re-purchased		(1,335)	-	-	-	-	-	(1,335)	-	(1,335)
Total contributions by and distributions to Owners		(1,335)) <u>-</u>		-	-	-	(1,335)	-	(1,335)
Changes in ownership interests in subsidiaries										
Acquisition of non-controlling interests without a change in control	-	-	-	-	-	(42)	-	(42)	(122)	(164)
Total changes in ownership interests in subsidiaries	-	-	-	-	-	(42)	-	(42)	(122)	(164)
Total transactions with Owners in their capacity as Owners	-	(1,335)		-	-	(42)	-	(1,377)	(122)	(1,499)
Others										
Transfer of gain on disposal of financial assets		70,612	(70,612)	-	-	-	-	-	-	
Total others		70,612	(70,612)	-	-	<u>-</u>	-		-	
Balance at 31 March 2018	191,987	270,752	19,924	(4,017)	(794)	(9,196)	137	468,793	12,015	480,808

STATEMENTS OF CHANGES IN EQUITY (Continued)

			Fair Value		
Company	Share	Revenue	Adjustment	Capital	Total
2019	Capital	Reserve	Reserve	Reserve	Equity
	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at 1 January 2019	191,987	161,807	(60)	137	353,871
Loss for the period	-	(36)	-	-	(36)
Other comprehensive loss					
Net fair value loss on financial assets	-	-	(49)	-	(49)
Total comprehensive loss for the period	-	(36)	(49)	-	(85)
Balance at 31 March 2019	191,987	161,771	(109)	137	353,786

Company 2018	Share Capital \$'000	Revenue Reserve \$'000	Fair Value Adjustment Reserve \$'000	Capital Reserve \$'000	Total Equity \$'000
Balance at 1 January 2018	191,987	131,323	(161)	137	323,286
Profit for the period	-	(935)	-	-	(935)
Other comprehensive loss					
Net fair value loss on financial assets	-	-	(126)	-	(126)
Total comprehensive loss for the period		(935)	(126)	-	(1,061)
Contributions by and distributions to Owners					
Shares re-purchased	-	(1,335)	-	-	(1,335)
Total transactions with Owners in their capacity as Owners		(1,335)	_	_	(1,335)
in their capacity as owners		(1,333)			(1,333)
Balance at 31 March 2018	191,987	129,053	(287)	137	320,890

CONSOLIDATED CASH FLOW STATEMENT

(Amounts in Singapore dollars) (These figures have not been audited)

		oup
	3 m onth	
	31 Mar 2019	31 Mar 2018
	\$'000	\$'000
Operating activities		
Profit before tax	3,527	729
Adjustments for :-		
Depreciation and amortisation	2,635	1,339
Loss / (gain) on disposal of property, plant and equipment	1	(130)
Finance costs	1,309	938
Interest income	(361)	(311)
Dividend income	(2,097)	(44)
Provision for / (w rite-back of) doubtful debts	115	(211)
Fair value adjustment	(3,680)	1,622
Share of profit of associates	(2,522)	(2,478)
Operating cash flows before changes in working capital	(1,073)	1,454
(Increase) / decrease in debtors	(4,553)	264
Decrease in short-term investments	9,032	1,087
Increase / (decrease) in creditors	3,440	(2,937)
Cash flows from / (used in) operations	6,846	(132)
Interest paid	(1,033)	(827)
Interest received	361	193
Income tax paid	(66)	(138)
Net cash flows from / (used in) operating activities	6,108	(904)
Investing activities		
Purchase of property, plant and equipment	(3,406)	(1,090)
Proceeds from disposal of property, plant and equipment	-	130
Purchase of intangible assets	(532)	(395)
Purchase of long-term investments	(7,502)	(33,770)
Proceeds from sale of long-term investments	6,825	113,477
Acquisition of subsidiaries, net of cash acquired	-	(2,429)
Investment in associates	-	(2,201)
Net dividend received from associates	3,572	7,430
Dividend income received	2,094	41
Net cash flows from investing activities	1,051	81,193
Financing activities		
Shares re-purchased		(1,335)
Acquisition of non-controlling interests	-	(1,333)
Repayment of lease liabilities	(791)	(104)
Proceeds from / (repayment of) bank borrowings	2,150	(29,885)
Net cash flows from / (used in) financing activities	1,359	(31,384)
Net increase in cash and cash equivalents	8,518	48,905
Effect of exchange rate changes in opening cash and cash equivalents	(336)	950
Cash and cash equivalents at beginning of period	35,534	29,413
Cash and cash equivalents at end of period	43,716	79,268
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NOTES TO THE FINANCIAL STATEMENTS

31 MARCH 2019

(Amounts in Singapore dollars) (These figures have not been audited)

A. SHARE CAPITAL

In the first quarter ended 31 March 2019, no (2018: 1,157,300) shares were purchased by the Company and no (2018: Nil) shares were issued. The total number of issued shares as at 31 March 2019 was 324,810,137 (Dec 2018: 324,810,137). There were no treasury shares or subsidiary holdings as at 31 March 2019 and 2018.

B. REVENUE AND EXPENSES

Profit before tax includes the following:

	Group 3 months ended	
	31 Mar 2019 \$'000	31 Mar 2018 \$'000
Investment income:		
Fair value adjustment for short-term investments	3,686	(1,538)
Fair value adjustment for long-term investments	(6)	(84)
(Loss) / gain on sale of short-term investments	(1,751)	1,779
Dividend income	2,097	44
Interest income:		
- Bank deposits	354	311
- Leases	7	-
Other income:		
Rental income	135	224
Finance costs:		
Interest expense:		
- Bank loans and overdrafts	(1,212)	(938)
- Leases	(97)	-

NOTES TO THE FINANCIAL STATEMENTS (Continued)

C. TAX

		oup ns ended
	31 Mar 2019 \$'000	31 Mar 2018 \$'000
Current income tax		
Current year	(832)	(921)
Overprovision in respect of prior years	182	11
Deferred tax		
Current year	189	420
Underprovision in respect of prior years	(25)	(23)
	(486)	(513)

D. AGGREGATE AMOUNT OF GROUP'S BORROWINGS

	Sec	ured	U	nsecured	
	31 Mar 2019 \$'000	31 Dec 2018 \$'000	31 Mar 2019 \$'000	31 Dec 2018 \$'000	
Amount due within one year	47,397	42,036	69,996	50,410	
Amount due after one year	34,063	38,001	35,550	37,450	

The Group's borrowings include bank borrowings and lease liabilities. Secured bank borrowings are secured by charges on bank accounts, shares of investee companies, land and buildings owned by the borrowing subsidiaries.

E. EARNINGS PER SHARE

Basic and diluted earnings per share ("EPS") are calculated by dividing the profit attributable to Owners of \$3,029,000 (2018: profit of \$21,000) by the weighted average number of ordinary shares in issue during the period of 324,810,137 (2018: 325,959,270).

There were no outstanding share options as at 31 March 2019 and 2018.

F. NET ASSET VALUE PER SHARE

	Group		Company	
	31 Mar 2019	31 Dec 2018	31 Mar 2019	31 Dec 2018
Net asset value per share based on existing issued				
share capital as at the end of the respective period	132.67cts	133.49 cts	108.92 cts	108.95 cts

NOTES TO THE FINANCIAL STATEMENTS (Continued)

G. ACCOUNTING POLICIES

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)"). Other than the adoption of the new and revised SFRS(I) which took effect from the current financial year, the accounting policies have been consistently applied by the Group and are consistent with those used in the previous financial year.

The Group has adopted SFRS(I) 16 which took effect in the current financial year. Under SFRS(I) 16, the Group is required to recognise on the balance sheet a liability to make lease payments (i.e. the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e. the right-of-use asset). The Group is also required to separately recognise the interest expense on the lease liability and depreciation expense on the right-of-use asset. The adoption has resulted in increases in total assets and total liabilities.

DIVIDENDS

No dividend was declared or recommended during the period ended 31 March 2019 (2018: Nil).

AUDIT

These Financial Statements have not been audited or reviewed by the Auditor.

INTERESTED PERSON TRANSACTIONS

The Company does not have an Interested Person Transactions mandate.

CONFIRMATION BY THE BOARD PURSUANT TO RULE 705(5)

The Board of Directors hereby confirm that, to the best of our knowledge, nothing has come to the attention of the Board of Directors of the Company which may render the unaudited Financial Statements of the Company and of the Group for the first quarter ended 31 March 2019 to be false or misleading in any material aspect.

CONFIRMATION PURSUANT TO RULE 720(1)

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

BY ORDER OF THE BOARD

Thomas Teo Liang Huat Executive Director

8 May 2019 Singapore