



**First Quarter Financial Statements and Dividend Announcement
For the Financial Period Ended 31 March 2015**

**PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3),
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.

The Board of Directors of Sinwa Limited is pleased to announce the unaudited results of the Group for the financial period ended 31 March 2015.

CONSOLIDATED INCOME STATEMENT FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2015

	GROUP		
	3 months ended		
	31 March		
	2015	2014	+ / (-)
	S\$'000	S\$'000	%
Revenue	36,854	36,014	2.3
Cost of sales	<u>(28,190)</u>	<u>(26,915)</u>	4.7
Gross profit	<u>8,664</u>	<u>9,099</u>	(4.8)
Other item of income:			
Financial income	404	498	(18.9)
Other items of expense:			
Marketing and distribution costs	(1,368)	(1,213)	12.8
Administrative expenses	(5,039)	(5,271)	(4.4)
Other income-net	182	1,284	(85.8)
Financial expenses	(28)	(62)	(54.8)
Share of losses in jointly controlled entity, net of tax	<u>-</u>	<u>(3)</u>	(100)
Profit before income tax	<u>2,815</u>	<u>4,332</u>	(35.0)
Income tax expense	<u>(598)</u>	<u>(561)</u>	6.6
Profit for the period / Profit attributable to Owners of the Company	<u>2,217</u>	<u>3,771</u>	(41.2)
Other comprehensive income:			
Foreign currency translation differences foreign operations	(345)	136	(>100)
Share of foreign currency translation difference on jointly controlled entity	<u>-</u>	<u>(4)</u>	(100)
Other comprehensive income for the period, net of tax	<u>(345)</u>	<u>132</u>	(>100)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	<u>1,872</u>	<u>3,903</u>	(57.0)



1(a)(ii) The following items (with appropriate breakdowns and explanations), if significant, must either be included in the income statement or in the notes to the income statement for the current financial period reported on and the corresponding period of the immediately preceding financial year.

NOTES TO CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	GROUP	
	3 months ended	
	31 March	
	2015	2014
	S\$'000	S\$'000
Financial income:		
Interest income - bank	38	18
Foreign exchange gain	366	480
	<u>404</u>	<u>498</u>
Financial expenses:		
Interest expense on:		
- term loans	(27)	(62)
- obligation under finance leases	(1)	-
	<u>(28)</u>	<u>(62)</u>
Other income/(expenses):		
Reversal of /(Allowance) for doubtful trade receivables	3	(84)
Bad debt written off	(12)	(28)
Gain on disposal of property, plant and equipment, net	-	1,218
Government grant income	131	107
Handling fee	35	17
Management fee income	-	26
Disposal of scrap material	-	6
Others	25	22
	<u>182</u>	<u>1,284</u>
Profit before income tax was stated after charging:-		
Amortisation of intangible assets	(3)	(3)
Depreciation of property, plant and equipment	(445)	(675)



1(b) 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 AS AT 31 MARCH 2015

	GROUP		COMPANY	
	31.03.15	31.12.14	31.03.15	31.12.14
	S\$'000	S\$'000	S\$'000	S\$'000
ASSETS				
Non-current assets				
Property, plant and equipment	37,452	38,405	137	145
Intangible assets	4	7	-	-
Goodwill	548	548	-	-
Held-to-maturity financial asset	250	250	250	250
Investments in subsidiaries	-	-	11,763	11,763
Investments in joint ventures	24	24	25	25
Deferred tax assets	444	449	-	-
Other assets	56	57	-	-
Other receivables	960	960	156	155
Total non-current assets	39,738	40,700	12,331	12,338
Current assets				
Inventories	5,486	4,200	-	-
Trade and other receivables	39,956	39,777	50,955	51,491
Prepayments	523	455	22	19
Cash and cash equivalents	28,156	24,804	17,015	13,389
	74,121	69,236	67,992	64,899
Assets classified as held for sale	15,116	15,116	-	-
Total current assets	89,237	84,352	67,992	64,899
Total assets	128,975	125,052	80,323	77,237



STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2015 (Continued)

	GROUP		COMPANY	
	31.03.15	31.12.14	31.03.15	31.12.14
	S\$'000	S\$'000	S\$'000	S\$'000
EQUITY AND LIABILITIES				
Equity				
Share capital	40,618	40,618	40,618	40,618
Retained earnings	42,168	39,951	5,930	5,993
Revaluation reserve	14,009	14,009	-	-
Foreign currency translation reserve	(3,319)	(2,974)	-	-
Total equity	<u>93,476</u>	<u>91,604</u>	<u>46,548</u>	<u>46,611</u>
Non-current liabilities				
Deferred tax liabilities	2,915	2,844	-	-
Finance leases	35	40	-	-
Borrowings	2,624	2,709	2,624	2,709
Total non-current liabilities	<u>5,574</u>	<u>5,593</u>	<u>2,624</u>	<u>2,709</u>
Current liabilities				
Income tax payable	1,885	1,445	28	-
Trade and other payables	27,495	25,848	30,598	27,375
Current portion of finance leases	20	20	-	-
Current portion of borrowings	525	542	525	542
Total current liabilities	<u>29,925</u>	<u>27,855</u>	<u>31,151</u>	<u>27,917</u>
Total liabilities	<u>35,499</u>	<u>33,448</u>	<u>33,775</u>	<u>30,626</u>
Total equity and liabilities	<u>128,975</u>	<u>125,052</u>	<u>80,323</u>	<u>77,237</u>

	GROUP	
	31.03.15	31.12.14
Financial ratios		
Inventory turnover (days)	18	13
Trade receivables turnover (days)	92	92
Gearing (total borrowings to total equity)	0.03	0.04



1(c) Aggregate amount of the Group's borrowings and debt securities.

Amount repayable in one year or less, or on demand

31.03.2015		31.12.2014	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
545	-	562	-

Amount repayable after one year

31.03.2015		31.12.2014	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
2,659	-	2,749	-

The following assets in the Group were provided as securities for the credit facilities:

- a) 3 commercial properties in Singapore;
- b) 2 residential properties in Australia; and
- c) Certain fixed deposits.



1(d) A statement of cash flows (for the Group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2015

	GROUP	
	3 months ended	
	31 March	
	2015	2014
	S\$'000	S\$'000
Operating activities		
Profit for the period	2,217	3,771
Adjustments for:		
(Reversal of)/Allowance for doubtful trade receivables	(3)	84
Bad debt written off (trade)	12	28
Amortisation of intangible assets	3	3
Depreciation of property, plant and equipment	445	675
Interest income - bank	(38)	(18)
Interest expense	28	62
Gain on disposal of property, plant and equipment, net	-	(1,218)
Share of losses of jointly controlled entity	-	3
Income tax expenses	598	561
Operating profit before working capital changes	3,262	3,951
Trade and other receivables	(256)	(1,498)
Inventories	(1,286)	(1,366)
Trade and other payables	1,645	1,467
Cash generated from operations	3,365	2,554
Interest paid	(28)	(62)
Interest received	38	18
Income tax (paid)/refund	(82)	38
Net cash from operating activities	3,293	2,548
Investing activities		
Advances to PRC licensees	-	(26)
Proceeds from disposal of property, plant and equipment	-	5,535
Purchase of property, plant and equipment	(64)	(510)
Proceeds from disposal of subsidiaries	-	650
Effect of foreign currency alignment on investing activities	419	(602)
Net cash from investing activities	355	5,047



CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2015 (Continued)

	GROUP	
	3 months ended	
	31 March	
	2015	2014
	S\$'000	S\$'000
Financing activities		
Repayment of term loans	-	(1,762)
Repayment of finance leases	(5)	-
Effect of foreign currency alignment on financing activities	(102)	92
Net cash used in financing activities	<u>(107)</u>	<u>(1,670)</u>
Net increase in cash and cash equivalents	3,541	5,925
Cash and cash equivalents at beginning of period	21,078	24,007
Effect of exchange rate changes on cash and cash equivalents	(345)	132
Cash and cash equivalents at end of period	<u>24,274</u>	<u>30,064</u>
<u>Analysis of the cash and cash equivalents</u>		
Cash, bank balances and fixed deposits	28,156	30,064
Less: Fixed deposits pledged with bank	<u>(3,882)</u>	<u>-</u>
Cash and cash equivalents for the purpose of consolidated statement of cash flow	<u>24,274</u>	<u>30,064</u>



1(d)(1) 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 FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2015

GROUP	Total equity	Non-controlling interest	Equity,	Share capital	Treasury shares	Capital reserve	Equity	Revaluation reserve	Retained earnings	Translation reserve
			attributable to owners of the Company				compensation reserve			
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Balance at 1.01.2015	91,604	-	91,604	41,471	(961)	108	-	14,009	39,951	(2,974)
Profit for the period	2,217	-	2,217	-	-	-	-	-	2,217	-
Foreign currency translation differences on foreign operations	(345)	-	(345)	-	-	-	-	-	-	(345)
Other comprehensive income	(345)	-	(345)	-	-	-	-	-	-	(345)
Total comprehensive income for the period	1,872	-	1,872	-	-	-	-	-	2,217	(345)
Balance at 31.03.2015	93,476	-	93,476	41,471	(961)	108	-	14,009	42,168	(3,319)

GROUP	Total equity	Non-controlling interest	Equity,	Share capital	Treasury shares	Capital reserve	Equity	Revaluation reserve	Retained earnings	Translation reserve
			attributable to owners of the Company				compensation reserve			
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Balance at 1.01.2014	91,092	(739)	91,831	40,734	(961)	108	294	13,481	40,788	(2,613)
Profit for the period	3,771	-	3,771	-	-	-	-	-	3,771	-
Foreign currency translation differences on foreign operations	136	-	136	-	-	-	-	-	-	136
Share of foreign currency translation difference on joint controlled entity	(4)	-	(4)	-	-	-	-	-	-	(4)
Other comprehensive income	132	-	132	-	-	-	-	-	-	132
Total comprehensive income for the period	3,903	-	3,903	-	-	-	-	-	3,771	132
Share-based payments	74	-	74	-	-	-	74	-	-	-
Issue of shares	-	-	-	368	-	-	(368)	-	-	-
Total transactions with owners	74	-	74	368	-	-	(294)	-	-	-
Balance at 31.03.2014	95,069	(739)	95,808	41,102	(961)	108	-	13,481	44,559	(2,481)



STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2015
(Continued)

COMPANY	Total	Share	Treasury	Equity	Capital	Retained
	<u>equity</u>	<u>capital</u>	<u>shares</u>	<u>compensation</u>	<u>reserve</u>	<u>earnings</u>
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Balance at 1.01.2015	46,611	41,471	(961)	-	108	5,993
Loss for the period / Total comprehensive losses for the period	(63)	-	-	-	-	(63)
Balance at 31.03.2015	46,548	41,471	(961)	-	108	5,930
Balance at 1.01.2014	45,819	40,734	(961)	294	108	5,644
Profit for the period / Total comprehensive income for the period	30	-	-	-	-	30
Share-based payments	74	-	-	74	-	-
Issue of shares	-	368	-	(368)	-	-
Total transactions with owners	74	368	-	(294)	-	-
Balance at 31.03.2014	45,923	41,102	(961)	-	108	5,674

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.

Sinwa Share Plan

As at 31 March 2015, the number of share granted under the Sinwa Share Plan but yet to be released is 2,560,000 (31 March 2014: 4,480,000).

Number of shares held as treasury shares, if any, against the total number of issued shares excluding treasury shares of the issuer.

	31.03.2015	31.12.2014
	No. of Shares	No. of Shares
Treasury shares	2,177,532	2,177,532
Number of issued ordinary shares (excluding treasury shares)	338,519,335	338,519,335
Percentage (%)	0.64%	0.64%



1(d)(iii) To show 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.

	31.03.2015	31.12.2014
	No. of Shares	No. of Shares
Number of issued ordinary shares (excluding treasury shares)	338,519,335 -----	338,519,335 -----

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.

Not applicable.

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

The figures in this announcement have not been audited or reviewed.

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 in paragraph 5 below, the Group and the Company have applied the same accounting policies and method of computation as in the most recently audited financial statements for the year ended 31 December 2014.

In the current financial period, the Group and the Company have adopted all the new and revised Financial Reporting Standards (FRSs) and Interpretations of FRSs (INT FRSs) that are relevant to its operations and effective for annual periods beginning on 1 January 2015. The adoption of these new/revised FRSs and INT FRSs does not result in substantial changes to the Group's and the Company's accounting policies and has no material effect on the amounts reported for the current or prior periods.

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.

a) FRS 109 - Financial Instruments

FRS 109 supersedes FRS 39 Financial Instruments: Recognition and Measurement with new requirements for the classification and measurement of financial assets and liabilities, impairment of financial assets and hedge accounting.



Under FRS 109, financial assets are classified into financial assets measured at fair value or at amortised cost depending on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Fair value gains or losses will be recognised in profit or loss except for certain equity investments, for which the Group will have a choice to recognise the gains and losses in other comprehensive income. A third measurement category has been added for debt instruments – fair value through other comprehensive income. This measurement category applies to debt instruments that meet the Solely Payments of Principal and Interest contractual cash flow characteristics test and where the Group is holding the debt instrument to both collect the contractual cash flows and to sell the financial assets.

FRS 109 carries forward the recognition, classification and measurement requirements for financial liabilities from FRS 39, except for financial liabilities that are designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of that liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, FRS 109 retains the requirements in FRS 39 for de-recognition of financial assets and financial liabilities.

FRS 109 introduces a new forward-looking impairment model based on expected credit losses to replace the incurred loss model in FRS 39. This determines the recognition of impairment provisions as well as interest revenue. For financial assets at amortised cost or fair value through other comprehensive income, the Group will now always recognise (at a minimum) 12 months of expected losses in profit or loss. Lifetime expected losses will be recognised on these assets when there is a significant increase in credit risk after initial recognition.

FRS 109 also introduces a new hedge accounting model designed to allow entities to better reflect their risk management activities in their financial statements.

The Group plans to adopt FRS 109 in the financial year beginning on 1 January 2018 with retrospective effect in accordance with the transitional provisions. There may be a potentially significant impact on the accounting for financial instruments on initial adoption. Due to the recent release of this standard, the Group has not yet made a detailed assessment of the impact of this standard, however the Group will be required to reassess the classification and measurement of financial assets, particularly the new impairment requirements are expected to result in changes for impairment provisions on trade receivables and other financial assets not measured at fair value through profit or loss.

b) FRS 115 Revenue from Contracts with Customers

FRS 115 introduces a comprehensive model that applies to revenue from contracts with customers and supersedes all existing revenue recognition requirements under FRS. The model features a five-step analysis to determine whether, how much and when revenue is recognised, and two approaches for recognising revenue: at a point in time or over time. The core principle is that an entity recognises revenue when control over promised goods or services is transferred to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. FRS 115 also introduces extensive qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

On initial adoption of this standard there may be a potentially significant impact on the timing and profile of revenue recognition of the Group. Due to the recent release of this standard, the Group has not yet made a detailed assessment of the impact of this standard. The Group plans to adopt the standard in the financial year beginning on 1 January 2017 with either full or modified retrospective effect in accordance with the transitional provisions, and will include the required additional disclosures in its financial statements for that financial year.



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	
	31.03.2015	31.03.2014
(a) Basic (cents)	0.65	1.12
(b) Diluted (cents)	0.65	1.11

The basic earnings per share for the period is computed based on the weighted average number of 338,519,335 (31 March 2014: 336,322,002).

The diluted earnings per share for the period is computed based on the weighted average number of 341,079,335 (31 March 2014: 340,802,002) shares issued during the period and the full potential dilutive effect of shares under the Sinwa Share Plan.

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
The total number of issued shares excluding treasury shares at the end of the:		
(a) current financial period reported on	338,519,335	338,519,335
(b) immediately preceding financial year	336,599,335	336,599,335
Net asset value per issued ordinary shares as at (cents)		
(a) 31 March 2015	27.61	13.75
(b) 31 December 2014	27.06	13.77

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**

Continuing Operations

The Group's revenue for the first three months of the financial year 2015 was higher by 2.3% to \$36.9 million compared to \$36.0 million for the same quarter last year.

The increase in revenue was mainly due to the higher sales from the marine and offshore supply business. Increase in marine and offshore supply business was due to increased in the Group's customer base and increased sales to existing customers.

Gross profit margin for the quarter was 1.8% lower from 25.3% for the 3 months ended 31 March 2014 ("1Q14") to 23.5% for the 3 months ended 31 March 2015 ("1Q15"). This was mainly due to the disposal of Anchor Handling Tug ("AHT") in late 1Q14, which contributed higher profit margin compare to the supply business. The compression of margin in marine and offshore supply business was also due to



competitive market condition. Gross profit decreased 4.8% from \$9.1 million in last quarter to \$8.7 million in this quarter.

Marketing and distribution costs in 1Q15 rose to \$1.4 million compared to \$1.2 million in 1Q14. The increased was mainly due to higher distribution costs associated with higher sales.

Administrative expenses decreased to \$5.0 million in 1Q15 compared to \$5.3 million in 1Q14. The decreased was mainly due to higher depreciation charges and professional expenses in 1Q14 compared to current quarter. Higher depreciation was due to accelerated charge for certain property, plant and equipment.

Net other income for this quarter fell by \$1.1 million as compared to same quarter last year as there were gains from the disposal of AHT of \$1.0 million and motor vehicles of \$0.2 million in 1Q14.

Lower financial expenses for the quarter was in line with decreased in borrowings.

There were no share of losses from the jointly controlled entity - Yakki International Pte Ltd as the company had ceased operation since March 2014 and is in the process of striking off.

The Group's net profit for 1Q15 was \$2.2 million compared to \$3.8 million for 1Q14. Decreased in net profit was mainly due to the one off gain on disposal of AHT as well as disposal of motor vehicles recorded in 1Q14.

Depreciation in Australian dollar had resulted in loss of \$0.3 million for 1Q15, compared to gain of \$0.1 million for 1Q14, in the other comprehensive income due to exchange differences on translating the financial statements of foreign operations.

Discontinued operations refers to the engineering division of the Group – Sinwa Engineering Pte Ltd and its subsidiaries which was announced on 14 December 2013 that the division will be voluntarily wind up. No cost was incurred for the current period as the engineering division has ceased operation and is in the process of winding up. As at 31 March 2015, the winding up of Sinwa Engineering Pte Ltd and its subsidiaries has not yet been finalised.

b) any material factors that affected the cash flow, working capital, assets or liabilities of the Group during the current financial period reported on.

Net cash inflow from operating activities was \$3.3 million for 1Q15 compared to \$2.5 million for 1Q14. The increase in net cash from operating activities was mainly due to higher cash generated from operation as a result of better working capital management.

Lower net cash inflow from investing activities in this quarter as compared to same quarter last year was due to proceeds from the disposal of AHT recorded in 1Q14.

Lower net cash outflow from financing activities for this quarter was mainly due to repayment of term loans in 1Q14.

Non-current Assets

Total non-current assets decreased by \$1.0 million to \$39.7 million as at 31 March 2015 from \$40.7 million as at 31 December 2014. This was due to decrease in property, plant and equipment as a result of depreciation charge and translation difference of fixed assets in foreign operations.



Current Assets

Inventories increased to \$5.5 million as at 31 March 2015 from \$4.2 million as at 31 December 2014. The increase in inventories was mainly due to higher sales orders.

Slight increase in trade and other receivables to \$40.0 million as at 31 March 2015 from \$39.8 million as at 31 December 2014 was in line with higher sales.

Cash and cash equivalents increased from \$24.8 million as at 31 December 2014 to \$28.2 million as at 31 March 2015 was mainly due to operating profits for the period.

Current Liabilities

Current liabilities increased to \$29.9 million as at 31 March 2015 from \$27.9 million as at 31 December 2014. The increase is mainly due to the income tax provision for the current period and higher trade and other payables.

- 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 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.**

Although the shipping industry has picked up slightly, recovery is still slow, burdened with excess tonnage especially for bulk carriers. However there are encouraging signs with some owners looking into new tonnage. On the other hand, the general outlook for the offshore market remains challenging due to a slowdown in offshore exploration and drilling activities on the back of low oil prices.

We continue to focus on our core marine, offshore supply and logistics strengths, while at the same time continue to explore new business opportunities in South East Asia, China and Australia.

- 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.

There is no dividend declared for the period under review.

13. If the Group has obtained a general mandate from shareholders for interested person transactions (“IPT”), 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

The Group does not have a shareholders' general mandate for interested person transactions.

14. Negative assurance confirmation pursuant to Rule 705(5) of the Listing Manual

We, Tan Lay Ling and Bruce William Rann, being directors of Sinwa Limited (the “Company”), do hereby confirm on behalf of the directors of the Company that, to the best of their knowledge, nothing has come to the attention of the Board of Directors of the Company which may render the financial statements of the Group and the Company for the period ended 31 March 2015 to be false or misleading in any material aspect.

BY ORDER OF THE BOARD

Tan Lay Ling
Executive Director / Chairperson
7 May 2015