博诺有限公司-**BLUMONT GROUP LTD.** (Company Registration No. 199302554G) (Incorporated in the Republic of Singapore)

Unaudited Results For The Third Quarter And Nine Months Ended 30 September 2014 Financial Statements and **Dividend Announcement** 

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#### PART I - INFORMATION REQUIRED FOR QUARTERLY (Q1, Q2 & Q3), HALF-YEAR AND FULL YEAR ANNOUNCEMENTS

Consolidated statement of profit or loss and other comprehensive (loss)/income (for the Group) together with a 1(a) comparative statement for the corresponding period of the immediately preceding financial year.

	- •	GROUP			GROUP	
	S\$'0	00	%	S\$'(	000	%
	3Q2014	3Q2013	Increase/ (Decrease)	9M2014	9M2013	Increase/ (Decrease)
Devenue	770	1 260	(20)	2 505	2 0 2 0	(10
Revenue	779	1,260	(38)	2,595	2,938	(12
Other (losses)/gains - net	(1,737)	40,905	NM	(5,914)	53,144	N
Expenses Raw materials and consumables used	(21)	(765)	(07)	(101)	(1.201)	(90
Employee benefits	(21) (472)	(765)	(97)	(131) (1,667)	(1,201) (1,602)	(89
Impairment losses on financial assets,	(8,288)	(++0)	NM	(8,288)	(1,002)	NN
available-for-sale	· · ·	(1.7)			()	
Finance costs	(831)	(12)	100	(1,550)	(35)	100
Others	(2,632)	(907)	100	(7,973)	(2,567)	10
Total expenses	(12,244)	(2,130)		(19,609)	(5,405)	
(Loss)/Profit before income tax	(13,202)	40,035		(22,928)	50,677	
Income tax	(171)	(6,188)	(97)	(173)	(8,140)	(98
(LOSS)/PROFIT FOR THE PERIOD	(13,373)	33,847		(23,101)	42,537	
Other comprehensive (loss)/income:						
Items that may be reclassified subsequently to profit or loss:						
Exchange differences on translation of foreign operations	709	(1,524)	NM	443	(1,551)	NN
Net change in fair value of financial assets, available-for-sale	1,469	3,926	(63)	(7,871)	1,516	NN
Net change in fair value of financial assets, available-for-sale reclassified to profit or loss	5,354	-	NM	5,354	-	NI
Other comprehensive income/(loss) for the period, net of tax	7,532	2,402		(2,074)	(35)	
TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE PERIOD	(5,841)	36,249		(25,175)	42,502	
(Loss)/Profit for the period attributable to:						
Non-controlling interests	109	116	(6)	480	228	10
Equity holders of the Company	(13,482)	33.731	NM	(23,581)	42,309	NN
	(13,373)	33,847		(23,101)	42,537	
Total comprehensive (loss)/income for the period attributable to:						
Non-controlling interests	105	(523)	NM	508	(417)	NN
Equity holders of the Company	(5,946)	36,772	NM	(25,683)	42,919	NN
	(5,841)	36,249		(25,175)	42,502	
(Loss)/Earnings per share attributable to equity						
holders of the Company (expressed in cents)						
- Basic	(0.52)	1.97		(0.91)	2.48	
- Diluted	(0.52)	1.97		(0.91)	2.48	

#### Notes to the consolidated statement of profit or loss and other comprehensive (loss)/income

#### i) (Loss)/Profit before income tax is after (charging)/crediting:

		GROUP		GROUP			
	S\$'0	00	%	S\$'	000	%	
	3Q2014	3Q2014 3Q2013		9M2014	9M2013	Increase/ (Decrease)	
Depreciation of property and equipment	(93)	(92)	1	(272)	(289)	(6)	
Losses on disposal of asset held-for-sale	(26)	(41)	(37)	(19)	(41)	(54)	
Impairment losses on financial assets, available-for-sale	(8,288)	-	NM	(8,288)	-	NM	
Net currency exchange (losses)/gains	(755)	(16)	100	(685)	9	NM	
Interest income							
- loan facility and convertible notes	197	107	84	1,467	107	100	
- bank balances	22	10	100	70	17	100	
- others	* -	82	(100)	* -	82	(100)	
Interest expense	(831)	(12)	100	(1,550)	(35)	100	
Write-back of allowance for foreseeable losses	-	120	NM	-	144	NM	
Net gains/(losses) on the disposal of financial assets, at fair value through profit or loss	79	1,384	(94)	(945)	2,237	NM	
Net fair value (losses)/gains:							
- Financial assets held for trading	-	(71)	NM	-	(16)	NM	
- Financial assets, at fair value through profit or loss	(1,265)	38,910	NM	(5,873)	50,160	NM	

NM : Not Meaningful \* : < S\$1,000

## ii) Income tax attributable to results is made up of:

		GROUP	GROUP				
	S\$'000		%	S\$'000		%	
	3Q2014	3Q2013	Increase/ (Decrease)	9M2014	9M2013	Increase/ (Decrease)	
Income tax comprises:							
Current income tax	(142)	(1,548)	(91)	(165)	(2,563)	(94)	
Deferred income tax	(8)	(4,640)	(100)	13	(5,577)	NM	
	(150)	(6,188)		(152)	(8,140)		
Under-provision in the prior years	(21)	-	NM	(21)	-	NM	
	(171)	(6,188)		(173)	(8,140)		

NM : Not Meaningful

# 1(b)(i) A statement of financial position (issuer and group), together with a comparative statement as at the end of the immediately preceding financial year.

		GROUP		COMPANY			
	S\$'	000	%	S\$'	%		
	As at	As at	Increase/	As at	As at	Increase/ (Decrease)	
	30/9/2014	31/12/2013	(Decrease)	30/9/2014	31/12/2013		
ASSETS							
Current assets							
Cash and bank balances	4,447	2,534	75	541	473	14	
Financial assets, at fair value through profit or loss	10,544	18,389	(43)	324	1,343	(76)	
Trade and other receivables	2,005	1,645	22	1,511	689	100	
Other current assets	382	225	70	156	51	100	
Development properties	5,585	5,630	(1)	-	-	NM	
Assets held for sale	537	2,003	(73)	-	-	NM	
	23,500	30,426		2,532	2,556		

		GROUP			COMPANY	
	S\$'	000	%	S\$'(	000	%
	As at	As at	Increase/	As at	As at	Increase/
	30/9/2014	31/12/2013	(Decrease)	30/9/2014	31/12/2013	(Decrease)
Non-current assets						
Investments in subsidiaries	-	-	NM	5,391	5,391	NM
Loans to subsidiaries	-	-	NM	45,548	51,034	(11)
Investment property	1,673	1,658	1	-	-	NM
Financial assets, available-for-sale	56,545	52,441	8	19,972	23,865	(16)
Derivative financial assets	340	533	(36)	340	110	100
Property and equipment	2,522	2,613	(3)	251	282	(11)
Other non-current assets	2	2	NM	-	-	NM
Deferred tax assets	102	87	17	-	-	NM
	61,184	57,334		71,502	80,682	
Total assets	84,684	87,760		74,034	83,238	
LIABILITIES						
Current liabilities						
Trade and other payables	3,744	6,389	(41)	2,788	6,014	(54)
Borrowings	27,441	3,739	100	27,393	3,695	100
Current income tax liabilities	18	94	(81)	-	-	NM
	31,203	10,222		30,181	9,709	
Non-current liabilities						
Employee compensation	435	391	11	-	_	NM
Borrowings	150	208	(28)	123	146	(16)
Deferred tax liabilities	29	28	4	-	-	NM
	614	627		123	146	
Total liabilities	31,817	10,849		30,304	9,855	
Net Assets	52,867	76,911		43,730	73,383	
EQUITY						
Equity attributable to equity holders of the Company						
Share capital	100,174	99,043	1	100,174	99,043	1
Reserves	(3,897)	(833)	100	(920)	1,662	NM
Accumulated losses	(47,502)	(23,921)	99	(55,524)	(27,322)	100
	48,775	74,289		43,730	73,383	
Non-controlling interests	4,092	2,622	56	-	-	NM
Total equity	52,867	76,911		43,730	73,383	

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

#### Amount repayable not later than one year

#### Amount repayable after one year

As at 3	30/9/2014	As at 3	As at 31/12/2013 As at 30/9/2014 As		As at 30/9/2014		at 31/12/2013	
Secured	Unsecured	Secured	Unsecured	Secured	Unsecured	Secured	Unsecured	
S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	
27,441	-	3,739	-	150	-	208	-	

#### Details of any collateral

Pertaining to the secured borrowings, the Group has granted in favour of the lenders the following:

- (i) Finance lease liabilities of the Group are secured by the rights to the leased motor vehicles with net book value amounting to S\$0.37 million as at 30 September 2014 (31 December 2013: S\$0.44 million), which would revert to the lessors in the event of default by the Group.
- (ii) The financing facility of the Group is secured by:
  - a. All investments owned by the Company whose principal activities consist of exploration for or extraction of minerals, oil or gas (which shall exclude any company that purely provides services or equipment to other companies engaged in such activities). This pertained to quoted equity investment classified under financial assets, available-for-sale with a carrying amount of S\$48.26 million as at 30 September 2014 (31 December 2013: S\$21.86 million);
  - b. The Company's shares in Blumont Copper Pte. Ltd. of S\$127 as at 30 September 2014 (31 December 2013: Nil);

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- c. The Company's bank account amounting to S\$0.54 million as at 30 September 2014 (31 December 2014: Nil); and
- d. All monetary owing to the Company by Blumont Copper Pte. Ltd., Powerlite Ventures Limited, Celsius Coal Limited and Cokal Limited of \$\$47.87 million as at 30 September 2014 (31 December 2013: Nil).

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

	GRO	UP	GROL	JP
	S\$'0	00	S\$'00	0
	3Q2014	3Q2013	9M2014	9M2013
Cash Flows from Operating Activities				
(Loss)/Profit for the period	(13,373)	33,847	(23,101)	42,537
Adjustments for:				
Income tax	171	6,188	174	8,140
Unrealised foreign exchange losses/(gains)	777	(12)	535	(53
Depreciation of property and equipment	93	92	272	289
Interest expense	831	12	1,550	35
Interest income	(219)	(199)	(1,537)	(206
Write-back of allowance for foreseeable losses		(120)	-	(144)
Fair value losses/(gains) on financial assets, at fair value through profit or loss	1,265	(38,839)	5,873	(50,144)
Loss on disposal of asset held-for-sale	26	41	19	41
Impairment losses on financial assets, available-for-sale	8,288		8,288	
Operating cash flows before working capital changes	(2,141)	1,010	(7,927)	495
	(2,141)	1,010	(1,321)	400
Changes in operating assets and liabilities				
Financial assets, at fair value through profit or loss	78	10,920	1,972	12,799
Receivables	4,593	(11,879)	(514)	(6,941
Payables	(3,431)	26,344	(4,146)	26,305
Inventories and development properties	* _	735	73	1,110
Cash (used in)/generated from operations	(901)	27,130	(10,542)	33,768
Income tax paid	(44)	(133)	(205)	(517
Net cash (used in)/generated from operating activities	(945)	26,997	(10,747)	33,251
Cash Flows from Investing Activities				
	(25)	(24)	(4 5 7)	(70)
Purchase of property and equipment	(35)	(24)	(157)	(70)
Interest received	12	199	68	206
Proceeds from disposal of asset held-for-sale	546	541	1,460	1,001
Purchase of financial assets, available-for-sale	(763)	(26,518)	(11,986)	(32,915
Net cash used in investing activities	(240)	(25,802)	(10,615)	(31,778
Cash Flows from Financing Activities				
Repayment of finance lease liabilities	(18)	(19)	(55)	(65)
Payment of share issue expenses	(32)	-	(32)	
Proceeds from borrowings	-	8	23,341	23
Interest paid	(3)	(12)	(10)	(35)
Net proceeds from exercise of share options	-	240		590
Net cash (used in)/generated from financing activities	(53)	217	23,244	513
Net (decrease)/increase in cash and cash equivalents	(1,238)	1,412	1,882	1,986
Cash and cash equivalents at the beginning of the period	5,682	2,197	2,531	1,581
Effects of exchange rate changes on cash and cash equivalents	* -	(257)	31	(215)
Cash and cash equivalents at the end of the period	4,444	3,352	4,444	3,35

\* : < S\$1,000

For the purpose of presenting the consolidated statement of cash flows, the consolidated cash and cash equivalents comprise the following:

	GRO	DUP	GROUP S\$'000		
	S\$'	000			
	3Q2014	3Q2013	9M2014	9M2013	
Cash at bank and on hand	3,690	3,023	3,690	3,023	
Short-term bank deposits	3,690 757 4,447	329	757	329	
	4,447	3,352	4,447	3,352	
Less: Bank balances and deposits pledged	(3)	-	(3)	-	
Cash and cash equivalents per consolidated statement of cash flows	4,444	3,352	4,444	3,352	

1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

#### Statement of Changes in Equity for the Group

		Attri	butable to	equity holde	ers of the C	Company			
	Share capital	Share- based payment reserve	Fair value reserve	Currency translation reserve	Other reserve	(Accumu- lated losses)/ Retained earnings	Total	Non- controlling interests	Total equity
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<u>1H2014</u>									
Balance at 1 January 2014	99,043	-	1,662	(2,495)	-	(23,921)	74,289	2,622	76,911
(Loss)/Profit for the period	-	-	-	-	-	(10,099)	(10,099)	371	(9,728)
Other comprehensive (loss)/income, net of tax:									
Net change in fair value of financial assets, available-for-sale	-	-	(9,340)	-	-	-	(9,340)	_	(9,340)
Exchange differences on translation of foreign operations	-	-	_	(298)	-	-	(298)	32	(266)
Total comprehensive (loss)/income for the period	-	-	(9,340)	(298)	-	(10,099)	(19,737)	403	(19,334)
Balance at 30 June 2014	99,043	-	(7,678)	(2,793)		(34,020)	54,552	3,025	57,577
<u>3Q2014</u>									
(Loss)/Profit for the period	-	-	-	-	-	(13.482)	(13,482)	109	(13,373)
Other comprehensive income/(loss), net of tax:						(,)			(10,010)
Net change in fair value of financial assets, available-for-sale	-	-	1,469	-	-	-	1,469	_	1,469
Net change in fair value of financial assets, available-for-sale reclassified to profit or loss	-	_	5,354	-	-	_	5,354	-	5,354
Exchange differences on translation of foreign operations	-	_	_	713	_	-	713	(4)	709
Total comprehensive income/(loss) for the period	-	-	6,823	713	-	(13,482)	(5,946)	105	(5,841)
Acquisition of additional interest in subsidiary	-	-	-	-	(962)	-	(962)	962	-
Share issue expenses	(33)	-	-	-	-	-	(33)	-	(33)
Issue of shares	1,164	-	-	-	-	-	1,164	-	1,164
Balance at 30 September 2014	100,174	-	(855)	(2,080)	(962)	(47,502)	48,775	4,092	52,867

		Attri	butable to	equity holde	rs of the C	ompany			
	Share capital S\$'000	Share- based payment reserve S\$'000	Fair value reserve S\$'000	Currency translation reserve S\$'000	Other reserve S\$'000	Retained earnings S\$'000	Total S\$'000	Non- controlling interests S\$'000	Total equity S\$'000
<u>1H2013</u>	39 000	39 000	39 000	39 000	39 000	39 000	39000	39 000	39 000
Balance at 1 January 2013	55,509	116		(1 705)	-	46.020	100,750	2 554	104,301
,	55,509	_	-	(1,705)		46,830	,	3,551	,
Profit for the period Other comprehensive	-	-	-	-	-	8,578	8,578	112	8,690
(loss)/income, net of tax:									
Net change in fair value of financial assets, available-for-sale	-	-	(2,410)	-	-	-	(2,410)	_	(2,410)
Exchange differences on translation of foreign operations	-	-	_	(21)	-	_	(21)	(6)	(27)
Total comprehensive (loss)/income for the period	-	-	(2,410)	(21)	-	8,578	6,147	106	6,253
Share option exercised	413	(63)	-	-	-	-	350	-	350
Share issue expenses	* (-)	-	-	-	-	-	* (-)	-	* (-)
Balance at 30 June 2013	55,922	53	(2,410)	(1,726)	-	55,408	107,247	3,657	110,904
<u>3Q2013</u>									
Profit for the period	-	-	-			33,731	33,731	116	33,847
Other comprehensive income/(loss), net of tax:									00,011
Net change in fair value of financial assets, available-for-sale	-	-	4,222	-	-	-	4,222	-	4,222
Exchange differences on translation of foreign operations	-	-	_	(1,181)	-	_	(1,181)	(639)	(1,820)
Total comprehensive income/(loss) for the period	-	-	4,222	(1,181)	-	33,731	36,772	(523)	36,249
Share option exercised	293	(53)	-	-	-	-	240	-	240
Capital contribution from non-controlling interests in a subsidiary	-	-	_	_	-	-	-	* _	* -
Balance at 30 September 2013 * :< S\$1,000	56,215	-	1,812	(2,907)	-	89,139	144,259	3,134	147,393

#### \* :< S\$1,000

#### Statement of Changes in Equity of the Company

	Share capital	Share-based payment reserve	Fair value reserve	Accumulated losses	Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<u>1H2014</u>					
Balance at 1 January 2014	99,043	-	1,662	(27,322)	73,383
Loss for the period	-	-	-	(5,984)	(5,984)
Other comprehensive loss, net of tax:					
Net change in fair value of financial assets, available-for-sale	-	-	(7,401)	-	(7,401)
Total comprehensive loss for the period	-	-	(7,401)	(5,984)	(13,385)
Balance at 30 June 2014	99,043	-	(5,739)	(33,306)	59,998
<u>3Q2014</u>					
Loss for the period	-	-	-	(22,218)	(22,218)
Other comprehensive income/(loss), net of tax:	-	-	-	-	-
Net change in fair value of financial assets, available-for-sale	-	-	4,819	-	4,819
Total comprehensive income/(loss) for the period	-	-	4,819	(22,218)	(17,399)
Share issue expenses	(33)	-	-	-	(33)
Issue of shares	1,164	-	-	-	1,164
Balance at 30 September 2014	100,174	-	(920)	(55,524)	43,730

	Share capital	Share-based payment reserve	Fair value reserve	(Accumulated losses)/Retained earnings	Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
1H2013					
Balance at 1 January 2013	55,509	116	-	(9,450)	46,175
Profit for the period	-	-	-	(645)	(645)
Other comprehensive loss, net of tax:					
Net change in fair value of financial assets, available-for-sale	-	-	(2,410)	- [	(2,410)
Total comprehensive loss for the period	-	-	(2,410)	(645)	(3,055)
Share options exercised	413	(63)	-	-	350
Share issue expense	* (-)	-	-	-	* (-)
Balance at 30 June 2013	55,922	53	(2,410)	(10,095)	43,470
<u>3Q2013</u>					
Profit for the period	-	-	-	4,225	4,225
Other comprehensive income, net of tax:					
Net change in fair value of financial assets, available-for-sale	-	-	5,878	- [	5,878
Total comprehensive income for the period	-	-	5,878	4,225	10,103
Share options exercised	293	(53)	-	- [	240
Balance at 30 September 2013	56,215	-	3,468	(5,870)	53,813

: < S\$1,000

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.

#### **Issued share capital**

	No. of shares	Amount S\$'000
As at 30 September 2014	2,609,427,832	100,173,519
	No. of shares	
As at 30 September 2013	1,722,044,586	
Issued ordinary shares	887,383,246	
As at 30 September 2014	2,609,427,832	

As at 30 September 2014, the Company did not hold any treasury shares (30 September 2013: Nil).

#### Blumont Employee Share Option 2013 ("Blumont ESOS 2013")

No share options under the Blumont ESOS 2013 have been granted during the third quarter in 2014 and nine months ended 30 September 2014.

#### Performance Share Plan ("Blumont PSP")

No incentive share awards under the Blumont PSP have been granted during third quarter 2014 and nine months ended 30 September 2014.

#### Share Option Scheme II ("ESOS II 2010")

	No. of shares	
As at 30 September 2013	-	
Exercised	-	
As at 30 September 2014	-	

The ESOS II 2010 has stopped operation with effect from 15 May 2010, hence, no further option will be granted under the ESOS II 2010.

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 30/9/2014	As at 31/12/2013
Total number of issued ordinary shares	2,609,427,832	2,583,006,879

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 have not been audited or reviewed.

3. Where the figures have been audited or reviewed, the independent auditor's 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.

The accounting policies and methods of computation applied by the Group are consistent with those used in its most recently audited financial statements, except for those as disclosed under paragraph 5.

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.

On 1 January 2014, the Group adopted the following new/revised/amended Financial Reporting Standards ("FRS").

Description	Effective for annual periods beginning on or after
FRS 27 (Revised) Separate Financial Statements	1 January 2014
FRS110 Consolidated Financial Statements	1 January 2014
FRS112 Disclosure of Interests in Other Entities	1 January 2014

The adoption of the above FRSs, do not/have no material impact on the financial position or financial performance of the Group.

6. (Loss)/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.

		GRO	OUP	GRO	DUP
•	ss)/Earnings per share for profit attributable to the equity holder of Company	3Q2014	3Q2013	9M2014	9M2013
(i)	On the weighted average number of ordinary shares in-issue (in cents) - Weighted average number of shares		-	(0.91) 2,586,582,320	2.48 1,703,240,850
(ii)	On a fully diluted basis (in cents) - Adjusted weighted average number of shares *	(0.52) 2,593,616,610	-	(0.91) 2,586,582,320	2.48 1,703,240,850

\* For the purpose of calculating diluted earnings per share, the weighted average number of ordinary shares is adjusted for the effects of all dilutive potential ordinary shares arising from Blumont ESOS 2013, Blumont PSP and ESOS II 2010. As at 30 September 2014, there is no outstanding unissued share under Blumont ESOS 2013, Blumont PSP and ESOS II 2010 (30 September 2013: Nil)

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	
	As at 30/9/2014	As at 31/12/2013	As at 30/9/2014	As at 31/12/2013
Net asset value per ordinary share based on issued share capital at the end of the financial year (equity holders of the Company) (in cents)	2.02	2.98	1.68	2.84

- 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.

#### Commentary on the Consolidated Statement of Profit or Loss and Other Comprehensive (Loss)/Income

#### Statement of Profit or Loss

The Group's revenue was S\$0.78 million in the third quarter in 2014 ("3Q2014"), was \$0.48 million or 38% lower as compared to S\$1.26 million in the third quarter in 2013 ("3Q2013"). Sterilisation segment was the largest contributor to revenue with 99% (S\$0.77 million) and followed by property segment with 1% (S\$0.01 million) in 3Q2014 (3Q2013: 50% (S\$0.63 million) and 50% (S\$0.63 million), respectively).

The Group's revenue for nine months ended 30 September 2014 ("9M2014") was S\$2.60 million, was S\$0.34 million or 12% lower than the corresponding period ("9M2013") of \$2.94 million. Sterilisation segment remained the largest contributor to revenue with 93% (S\$2.41 million) and followed by property segment with 7% (S\$0.19 million) in 9M2014 (9M2013: 64% (S\$1.89 million) and 36% (S\$1.05 million), respectively).

The net other losses was S\$1.74 million for 3Q2014 (3Q2013: net other gains of S\$40.91 million) and S\$5.91 million for 9M2014 (9M2013: net other gains of S\$53.14 million), mainly comprise of:

- (a) net unrealised fair value losses on financial assets, at fair value through profit or loss of \$\$1.27 million for 3Q2014 and \$\$5.87 million for 9M2014 as compared to 3Q2013 was a net unrealised fair value gains of \$\$38.91 million and net unrealised fair value gains of \$\$50.16 million for 9M2013. The reported unrealised fair value (losses)/gains arose from the mark-to-market adjustment of the value of the quoted financial assets, at fair value through profit or loss generating the revaluation (losses)/gains based on market bid prices on the securities held. The quoted financial assets, at fair value through profit or loss comprised of a portfolio of equity investments in companies listed in the Singapore Exchange and Bursa Malaysia.
- (b) net gains on disposal of financial assets, at fair value through profit or loss of S\$0.08 million for 3Q2014 and net losses of S\$0.95 million for 9M2014 as compared to 3Q2013 was net gains of S\$1.38 million and S\$2.24 million for 9M2013.
- (c) interest income of \$\$0.22 million in 3Q2014 (3Q2013: \$\$0.20 million) and \$\$1.54 million for 9M2014 (9M2013: \$\$0.21 million), mainly derived from (i) interest on convertible notes and loan facility of \$\$0.20 million for 3Q2014 (3Q2013: \$\$0.11 million) and \$\$1.47 million for 9M2014 (9M2013: \$\$0.11 million); and (ii) bank balances of \$\$0.02 million for 3Q2014 (3Q2013: \$\$0.01 million) and \$\$0.07 million for 9M2014 (9M2013: \$\$0.02 million).
- (d) net currency exchange losses of S\$0.76 million in 3Q2014 (3Q2013: S\$0.02 million) and S\$0.69 million for 9M2014 (9M2013: Net gains of S\$0.01 million).

Raw materials and consumables used decreased by S\$0.74 million, from S\$0.77 million in 3Q2013 to S\$0.02 million in 3Q2014 and decreased by S\$1.07 million, from S\$1.20 million in 9M2013 to S\$0.13 million in 9M2014. The decrease was mainly resulted from decrease in cost of disposal of property development from the property segment by S\$0.74 million in 3Q2014 as compared to 3Q2013 and S\$1.05 million in 9M2014 as compared to 9M2013. The decrease is in line with the decrease in revenue from the property segment.

Impairment losses on financial assets, available-for-sale of S\$8.29 million in 3Q2014 and 9M2014 (3Q2013: Nil; 9M2013: Nil) pertains to impairment losses recognised due to "significant" or "prolonged" decline in the fair value in 9M2014 of the equity investments, classified as financial assets, available-for-sale.

Finance cost increased by S\$0.82 million, from S\$0.01 million in 3Q2013 to S\$0.83 million in 3Q2014 and increased by S\$1.52 million, from S\$0.04 million in 9M2013 to S\$1.55 million in 9M2014. The increase by S\$0.83 million for 3Q2014 as compared to 3Q2013 and S\$1.54 million for 9M2014 as compared to 9M2013 was due to interest charged on loans draw down from Wintercrest Advisor LLC ("Wintercrest Loan") which first drawdown was made in November 2013.

Other expenses increased by \$\$1.73 million, from \$\$0.91 million in 3Q2013 to \$\$2.63 million in 3Q2014 and increased by \$\$5.41 million, from \$\$2.57 million in 9M2013 to \$\$7.97 million in 9M2014. In 3Q2014 and 9M2014 approximately:

- (a) an increase in:
  - amortisation of cost on draw down loan from Wintercrest Advisor LLC ("Wintercrest Loan") and arranger fees of the Wintercrest Loan by approximately S\$0.03 million for 3Q2014 as compared to 3Q2013 and S\$3.44 million for 9M2014 as compared to 9M2013;
  - (ii) other professional and consultancy fees relating to mineral and energy resources segment by S\$1.90 million for 3Q2014 as compared to 3Q2013 and S\$1.97 million for 9M2014 as compared to 9M2013;
  - chairman-designate and adviser to chairman consultancy fees by approximately S\$0.01 million for 3Q2014 as compared to 3Q2013 and S\$0.37 million for 9M2014 as compared to 9M2013 in the mineral and energy resources segment;
  - (iv) management service fees by S\$0.16 million for 9M2014 as compared to 9M2013 in mineral and energy resources segment. No management fees incurred for 3Q2014 (3Q2013: Nil);
  - (v) legal fees incurred for litigation relating to Prospect Resources Limited by S\$0.11 million for 3Q2014 as compared to 3Q2013 and S\$0.23 million for 9M2014 as compared to 9M2013 in mineral and energy resources segment; and
  - (vi) rental of premise by S\$1,000 for 3Q2014 as compared to 3Q2013 and S\$0.12 million for 9M2014 as compared to 9M2013.

8.

(b) a decrease in transaction cost incurred on disposal/acquisition of financial assets, at fair value through profit or loss by \$0.34 million and \$1.00 million from investment holding segment due to lesser disposal/acquisition transactions for financial assets, at fair value through profit or loss in 3Q2014 as compared to 3Q2013 and 9M2014 as compared to 9M2013, respectively in the investment holding segment.

Income tax expense decreased by \$\$6.02 million or 97% from \$\$6.19 million in 3Q2013 to \$\$0.17 million in 3Q2014 and \$7.97 million or 98% from \$\$8.14 million in 9M2013 to \$\$0.17 million in 9M2014. Income tax expense of \$\$6.19 million recorded in 3Q2013 and \$\$8.14 million recorded in 9M2013 was mainly due to current tax of \$\$1.48 million in 3Q2013 and \$\$2.35 million in 9M2013 on realised gains upon the disposal of quoted financial assets and \$\$4.65 million in 3Q2013 and \$\$5.61 million in 9M2013 on the effect of deferred tax liabilities recognised in the investment holding segment on the fair value gains associated with quoted financial assets. No additional provision of current income tax payable and deferred tax liability on the effect of deferred tax liabilities recognised on the fair value gains associated with financial assets, at fair value through profit or loss accounted for in accordance with FRS 12 *Income Taxes* in 3Q2014 and 9M2014 respectively.

#### Other Comprehensive (Loss)/Income

Exchange differences on translating foreign operations of net losses of S\$0.71 million in 3Q2014 (3Q2013: net gains of S\$1.52 million) and S\$0.44 million in 9M2014 (9M2013: net gains of S\$1.55 million) relates to the translation of the results and the net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency in accordance with FRS 21 *The Effects of Changes in Foreign Exchange Rate.* 

Net change in fair value of financial assets, available-for-sale of net increase of S\$1.47 million in 3Q2014 (3Q2013: net increase of S\$3.93 million) and net decrease of S\$7.87 million in 9M2014 (9M2013: net increase of S\$1.52 million) was due to recognition of unrealised fair value changes from the mark-to-market adjustment of the value of the portfolio of the quoted investments listed in the Australian Securities Exchange.

The Group reclassified S\$5.35 million of net change in fair value of financial assets, available-for-sale to profit or loss in 3Q2014 and 9M2014 (3Q2013: Nil; 9M2013: Nil) as there were "significant" or "prolonged" decline in the fair value in 9M2014 of the equity investments, classified as financial assets, available-for-sale.

#### Commentary on the Statement of Financial Position

The cash and bank balances increased by S\$1.91 million from S\$2.53 million as at 31 December 2013 to S\$4.45 million as at 30 September 2014. The cash and bank balances was mainly attributed by the balance on utilisation of the net proceeds received from sale of one unit of property at Clear Water Residence, Malaysia, classified as asset held for sale in 3Q2014 from the property segment and cash inflow generated from sterilisation segment.

Financial assets, at fair value through profit or loss decreased by S\$7.85 million or 43% from S\$18.39 million as at 31 December 2013 to S\$10.54 million as at 30 September 2014. The decrease in financial assets, at fair value through profit or loss was mainly due to mark-to-market adjustment of quoted equity shares held with an additional net losses of S\$5.87 million in 9M2014. Financial assets, at fair value through profit or loss were stated at their fair value based on their quoted bid prices at the respective dates. During 9M2014, the net disposal of financial assets, at fair value through profit or loss was S\$1.98 million.

Trade and other receivables of S\$2.01 million as at 30 September 2014 (31 December 2013: S\$1.65 million) mainly comprise of:

(a) third party trade receivables of S\$0.35 million (31 December 2013: S\$0.31 million);

(b) interest receivables of S\$0.61 million (31 December 2013: S\$0.54 million), arose from interest on convertible notes and convertible loan facility advanced by the Group; and

(c) other receivables of S\$1.05 million (31 December 2013: S\$0.79 million). The increase of \$0.26 million arose mainly from loan to investee of S\$0.83 million offset by capitalisation cost amounting of S\$0.53 million recognised in profit or loss.

Other current assets increased by \$\$0.16 million from \$\$0.23 million as at 31 December 2013 to \$\$0.38 million as at 30 September 2014. The increase arose from increase in deposit of \$\$0.11 million and increase in prepayment of \$\$0.05 million.

Assets held for sale decreased by 73% or S\$1.47 million from \$2.00 million as at 31 December 2013 to S\$0.54 million as at 30 September 2014. As at 30 September 2014, assets held for sale comprised of one unit (31 December 2013: four units) of investment properties in Malaysia. The decrease arose from sale of three units of properties classified as assets held for sale.

The Group had a negative working capital of S\$7.70 million as at 30 September 2014 as compared to positive working capital of S\$20.20 million as at 31 December 2013. The Company intends to fund its operation through the Group's internal resources, disposal of investments, borrowings and/or capital raising as and when required.

Financial assets, available-for-sale includes quoted equity investments listed on Australian Securities Exchange, other unquoted equity investments, convertible notes and convertible loan facility. The increase of S\$4.10 million in financial assets, available-for-sale from S\$52.44 million as at 31 December 2013 to S\$56.55 million as at 30 September 2014 was mainly attributed to:

- (a) investment in quoted equity investments listed on Australian Securities Exchange at a cost of S\$2.55 million;
- (b) investment in unquoted equity investments of S\$0.31 million;
- (c) advancement of convertible notes of S\$8.90 million and convertible loan facility of S\$1.14 million;
- (d) conversion of convertible notes result in reclassification from interest payable of S\$1.41 million and derivative assets of S\$0.60 million to financial assets, available-for-sale;
- (e) net fair value losses of financial assets, available-for-sale recognised in other comprehensive income of S\$7.87 million; and

(f) impairment losses on financial assets, available-for-sale of S\$8.29 million recognised in statement of profit or loss, which S\$5.35 million was reclassified from other comprehensive income and S\$2.94 million was recognised directly in statement of profit or loss.

Derivative financial assets of S\$0.34 million as at 30 September 2014 (31 December 2013: S\$0.53 million) pertained to fair value of the equity component of the convertible notes to Celsius Coal Limited in accordance with FRS 39 *Financial Instruments: Recognition and Measurement* classified under financial assets, available-for-sale. Derivative financial assets were presented as non-current assets as the remaining maturity of the instruments are more than 12 months.

The increase in deferred tax assets of 17% or S\$0.02 million from S\$0.09 million as at 31 December 2013 to S\$0.10 million as at 30 September 2014 was mainly pertaining to additional deferred tax assets provided for accelerated tax depreciation of S\$3,000 and provisions of S\$11,000.

Borrowings increased by S\$23.64 million from S\$3.95 million as at 31 December 2013 to S\$27.59 million as at 30 September 2014 was mainly contributed by (a) additional Wintercrest Loan of S\$21.31 million (US\$17.00 million) drawn; (b) amortisation of cost on draw down of Wintercrest Loan amounting to S\$2.02 million to profit and loss in 9M2014; (c) revaluation loss of Wintercrest Loan of S\$0.36 million.

Trade and other payables of S\$3.74 million as at 30 September 2014 (31 December 2013: S\$6.39 million) mainly comprise of:

(a) interest payable of S\$1.72 million (31 December 2013: S\$0.16 million), arose from interest expense incurred for Wintercrest Loan which first drawdown of loan was made in November 2013;

(b) other payables of S1.48 million (31 December 2013: S0.37 million), the increase of S1.11 million was mainly from payable to a third party for acquisition of quoted investment amounting to S0.71 million from the investment holding segment and unbilled invoices amounting to S0.30 million from the mineral and energy resources segment; and

(c) accrued operating expenses of S\$0.54 million (31 December 2013: S\$0.86 million).

During the period, shareholder loan had been fully repaid (31 December 2013: S\$5.00 million).

The decrease in current income tax liabilities of 80% or S\$0.08 million from S\$0.09 million as at 31 December 2013 to S\$0.02 million as at 30 September 2014 was mainly attributed to payment of income tax during the period.

Employee compensation is provisions made for unfunded defined benefit plan covering substantially all of their eligible permanent employees in accordance with the Labour Law No. 13 Year 2004 of Indonesia. The increased by 11% or S\$0.04 million from S\$0.39 million as at 31 December 2013 to S\$0.44 million as at 30 September 2014 was mainly due to the provision made for employees rendered their service entitling them to the contribution for the period of S\$0.06 million offset by payment made during the period of S\$0.02 million.

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

Not applicable as there is no forecast or prospect statement previously disclosed to shareholders.

# 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.

The performance of the sterilisation segment of the Group has been consistent. Barring any unforeseen circumstances, we do not expect any substantial variation in its performance.

The Group's investment holding segment and the portfolio of quoted financial assets, available-for-sale, including the portfolio under the mineral and energy resources ties to the changes in the financial market and global economy with uncertainty and volatility in the investment outlook. The mineral and energy resources segment is a highly risky business and requires time, effort, investment and development.

#### Azarga Resources Limited/Azarga Uranium Corp. (formerly known as Powertech Uranium Corp.)

On 30 October 2014, the Company announced that the proposed merger ("Transaction") of Azarga Resources Limited ("Azarga") and Powertech Uranium Corp. ("Powertech") had been completed on 29 October 2014 ("Completion Date"). Pursuant to the terms of the transaction and a transaction support agreement amongst Azarga, Powertech and Powerlite, Powertech had purchased all of the Group's shares in Azarga, in exchange for common shares in Powertech, at a rate of 3.65 Powertech shares for each Azarga share. Powertech had also completed (a) a consolidation of its outstanding common share on the basis of one post consolidation Powertech share for 10 pre-consolidation Powertech shares ("Consolidation"); and (b) a private placement of its shares for gross proceeds of C\$5.0 million ("Placement").

As a result of the Transaction, Consolidation and Placement, Powerlite owns 18,053,810 Powertech shares, representing 30.39% of the total issued share capital of Powertech. Azarga is now a wholly owned subsidiary of Powertech. Powertech has been renamed to "Azarga Uranium Corp." ("Azarga Uranium").

The Group through Powerlite, beneficially owns and/or exercises control or direction over Azarga Uranium/Powertech and is now an associated company of the Group.

As a result of the Transaction, Consolidation and Placement on Completion Date, the effective interests held by Powerlite on the quoted investments through Azarga Uranium are as follows:

- 5.64% of Black Range Limited (ASX: BLR); and
- 3.44% of Anatolia Energy Limited (ASX: AEK).

To-date, we have the following proposed investments and acquisitions:

#### Proposed takeover bid of Genesis Resources Limited

The details of the above proposed acquisition have been announced via SGXNET on the following dates. Genesis Resources Limited ("GES") is a company incorporated in Australia whose shares are listed and quoted for trading on the Australian Securities Exchange. GES is a mineral exploration and development company with a portfolio of quality gold, iron, manganese, uranium and base metal (copper-zinc-silver) in the highly prospective Proterozoic and Phanerozoic metallogenic provinces in northern and central Australia. The Company hopes to acquire the entire equity of GES to add value to the Plavica Project and to the Company's shareholders and to strengthen its position in the mineral and energy resources industry.

On 24 January 2014, the Company entered into a bid implementation deed (the "Implementation Deed") with GES, pursuant to the Company had agreed to make an off-market takeover bid (the "Takeover Bid") to acquire all the fully paid ordinary shares in the capital of GES ("GES Shares").

On 21 March 2014, the Company has lodged the bidder's statement to the Shareholders (the "Company's Statement") under the Australian Securities and Investments Commission and the Australian Securities Exchange. The Takeover Bid and the allotment and issuance of the Consideration Shares are subject to the approval by the members of the Company in an Extraordinary General Meeting to be convened.

On 4 April 2014, the Company has lodged the first supplementary bidder's statement.

On 22 April 2014, the Company has lodged the second supplementary bidder's statement with the Australian Securities and Investments Commission and the Australian Securities Exchange. Among others, (i) takeover consideration is to be satisfied by way of an issue and allotment of 9.5 Shares for every two GES Shares, up to a maximum of approximately 913,343,965 new Consideration Shares. The Takeover Bid will be made at an implied bid price of A\$0.138 per GES Shares, for an aggregate consideration of up to a maximum of A\$26.52 million (approximately \$\$31.05 million); (ii) the Company update Shareholders on the status of the offer condition as set out at paragraph 14 of Schedule 1 to the Takeover Announcement (Bidder Event), in light of the increased takeover consideration and the recent trading price of the Shares, the Company notes that it will not seek to rely on the non-satisfaction of the offer condition unless the Company's VWAP falls below \$0.0272, which is equivalent to a level that is 20% below the price of Shares as at the Last Practicable Date; and (iii) GES agreed that it will not exercise any right of termination which may be available to it under the Implementation Deed and agreed to vary its rights to terminate the Implementation Deed in the event of a fall in the Share price so that this right will only be exercisable in the event that the VWAP of the Shares falls below \$\$0.0272. Accordingly, the Company has, on 22 April 2014, entered into an amendment deed to the Implementation Deed (the "Amendment Deed") with GES.

On 2 May 2014, the Company lodged a third supplementary bidder's statement with the Australian Securities and Investments Commission and the Australian Securities Exchange.

On 6 June 2014, the Company lodged a fourth supplementary bidder's statement (the "Fourth Supplementary Company's Statement") with the Australian Securities and Investments Commission and the Australian Securities Exchange. Among others, the Company indicated that the relevant Share price at which the Company may rely on this Offer Condition being triggered is \$\$0.0272. The Company notes that, at various times before the date of the Fourth Supplementary Company's Statement, this Offer Condition has not been satisfied. The Company is waiving its right in respect of the non-satisfaction of this Offer Condition for the period prior to the date of the Fourth Supplementary Company's Statement.

On 23 July 2014, the Company lodged a fifth supplementary bidder's statement with the Australian Securities and Investments Commission and the Australian Securities Exchange.

On 18 August 2014, the Company lodged a sixth supplementary bidder's statement with the Australian Securities and Investments Commission and the Australian Securities Exchange.

On 11 September 2014, The Company announced that it had extended the Offer Period. The Offer, unless withdrawn, is now scheduled to close at 7 pm (Melbourne time) on 13 February 2015, subject to any further extension in accordance with the Corporations Act.

On 29 October 2014, the Company lodged a seventh supplementary bidder's statement ("Seventh Supplementary Bidder's Statement") with the Australian Securities and Investments Commission and the Australian Securities Exchange. Blumont notes that, in respect of the period between 21 October 2014 and 28 October 2014, the Blumont VWAP was below \$\$0.0272 and, therefore, the Condition was not satisfied. Blumont waives the non-satisfaction of this Condition at any time prior to the date of this Seventh Supplementary Bidder's Statement.

#### Investment in Merlin Diamonds Limited

The details of the above proposed acquisition have been announced via SGXNET on 17 February 2014. On 16 February 2014, the Company entered into a subscription application letter with Merlin Diamonds Limited ("MED"), pursuant to which the Company has agreed to subscribe for 26,000,000 fully paid ordinary shares in the capital of MED at the subscription price of A\$0.075 per MED share for a total subscription price of A\$1,950,000 (equivalent to approximately S\$2.22 million). The subscription consideration will be fully satisfied in cash, funded from the internal resources of the Group, and paid to MED upon completion of the subscription. The subscription is intended to be applied towards the further development of MED's flagship Merlin Diamond mine project. To date, MED had allotted 16,000,000 shares to the Company.

#### Proposed takeover bid of Merlin Diamond Limited

The details of the above proposed acquisition have been announced via SGXNET on the following dates. Merlin Diamonds Limited ("MED") is a company incorporated in Australia whose shares are listed and quoted for trading on the Australian Securities Exchange. MED is a diamond and development in the Northern Territory, Australia. The Company hopes to acquire the entire equity of MED to add value to the Merlin Diamond mine project and to the Company's shareholders and to strengthen its position in the mineral and energy resources industry.

On 28 February 2014, the Company entered into a bid implementation deed (the "Implementation Deed") with MED, pursuant to the Company had agreed to make an off-market takeover bid (the "Takeover Bid") to acquire all the fully paid ordinary shares in the capital of MED ("MED Shares"). On 6 March 2014, the Company announced that the Takeover Bid and the allotment and issuance of the Consideration Shares are subject to the approval by the members of the Company in an Extraordinary General Meeting to be convened.

On 23 April 2014, the Company has entered into an amendment deed to the Implementation Deed ("Deed of Amendment") with MED. The takeover consideration is to be satisfied by way of an issue and allotment of 5 Shares for every 1 MED Share, up to a maximum of approximately 1,792,276,980 new Consideration Shares. The Takeover Bid will be made at an implied bid price of A\$0.145 per MED Shares, for an aggregate consideration of up to a maximum of A\$52.04 million (equivalent to approximately \$\$60.94 million).

On 24 April 2014, the Company has lodged its bidder's statement to the shareholders of MED (the "Company's Statement") with the Australian Securities and Investments Commission and the Australian Securities Exchange.

On 2 May 2014, the Company has lodged a supplementary bidder's statement with the Australian Securities and Investments Commission and Australian Securities Exchange.

On 6 June 2014, the Company has lodged a second supplementary bidder's statement (the "Second Supplementary Company's Statement") with the Australian Securities and Investments Commission and Australian Securities Exchange. Among others, the Company indicated that the relevant Share price at which the Company may rely on this Offer Condition being triggered is S\$0.0272. The Company notes that, at various times before the date of the Second Supplementary Company's Statement, this Offer Condition has not been satisfied. The Company is waiving its right in respect of the non-satisfaction of this Offer Condition for the period prior to the date of the Second Supplementary Company's Statement.

On 23 July 2014, the Company has lodged a third supplementary bidder's statement with the Australian Securities and Investments Commission and Australian Securities Exchange.

On 18 August 2014, the Company lodged a fourth supplementary bidder's statement with the Australian Securities and Investments Commission and the Australian Securities Exchange.

On 17 September 2014, the Company announced that it had further extended the Offer Period. The Offer, unless withdrawn, is now scheduled to close at 7 pm (Sydney time) on 13 February 2015, subject to any further extension in accordance with the Corporations Act.

On 29 October 2014, the Company lodged a fifth supplementary bidder's statement ("Fifth Supplementary Bidder's Statement") with the Australian Securities and Investments Commission and the Australian Securities Exchange. Blumont notes that, in respect of the period between 21 October 2014 and 28 October 2014, the Blumont VWAP was below \$\$0.0272 and, therefore, the Condition was not satisfied. Blumont waives the non-satisfaction of this Condition at any time prior to the date of this Fifth Supplementary Bidder's Statement.

Blumont notes that on 28 October 2014 Merlin released its notice of annual general meeting to the ASX (AGM Notice). Under that AGM Notice, Merlin indicated that it proposes to seek shareholder approval as its annual general meeting on 27 November 2014 for numerous potential issues of more than 300 million new Merlin Shares (Proposed New Merlin Shares). Blumont notes that the issue of the Proposed New Merlin Shares is conditional on Merlin Shareholder approval.

#### 11. Dividend

#### (a) Current Financial Period Reported On.

Any dividend declared for the current financial period reported on? No.

#### (b) Corresponding Period of the Immediately Preceding Financial Year.

Any dividend declared for the corresponding period of the immediately preceding financial year? No.

(c) Date payable

Not applicable.

## (d) Books closure date

Not applicable.

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

The Board of Directors does not recommend any payment of dividends for the third quarter and nine months ended 30 September 2014.

13. If the Group has obtained a general mandate from shareholders for interested person transactions ("IPTs"), the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect no dividend has been declared/recommended, a statement to that effect.

The Company did not obtain a general mandate from shareholders for IPTs.

#### 14. Confirmation pursuant to Rule 705(5) of the listing manual.

To the best of our knowledge, nothing has come to the attention of the Board of Directors which may render the unaudited consolidated financial results for the third quarter and nine months ended 30 September 2014 to be false or misleading.

On behalf of the Board of Directors

Ng Kim Huatt	Calvin Lim Huan Kim
Director	Director

15. Please disclose the status on the use of proceeds raised from IPO and any offerings pursuant to Chapter 8 and whether the use of proceeds is in accordance with the stated use. Where the proceeds have been used for working capital purposes, a breakdown with specific details on how the proceeds have been applied must be disclosed.

Not applicable.

#### PART II- VOLUNTARILY DISCLOSURE OF ADDITIONAL INFORMATION

#### 16. Results warnings statement.

The Board of Directors of the Company wishes to announce that the Group is likely to report a loss position for full year financial year ending 31 December 2014 ("FY2014").

The expected loss for FY2014 is attributable to the unrealised losses arising from fair value readjustments of the Group's investment in transferable securities (financial assets) as well as the provision to be made for impairment for investments and assets affected by the recent volatility in the financial market.

Further details of the Group's FY2014 Results will be disclosed when the Group announces its full year financial statements.

#### BY ORDER OF THE BOARD Ng Kim Huatt Executive Director 11 November 2014