

FOOD EMPIRE HOLDINGS LIMITED
(Co Registration No: 200001282G)
Full Year Financial Statement and Dividend Announcement for the Period ended 31 December 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.

	Group			Group		
	4Q 15	4Q 14	Increase/ (Decrease)	12M 15	12M 14	Increase/ (Decrease)
	US\$'000	US\$'000	%	US\$'000	US\$'000	%
Revenue	62,878	57,583	9.2	232,427	249,514	(6.8)
Changes in inventories of finished goods	(6,420)	(4,510)	} 1.8	(5,562)	2,674	} (3.5)
Raw materials and consumables used	(28,258)	(29,552)			(124,020)	
Staff costs	(6,788)	(7,092)	(4.3)	(31,410)	(37,171)	(15.5)
Depreciation of property, plant and equipment	(1,046)	(1,099)	(4.8)	(4,159)	(4,367)	(4.8)
Depreciation of investment properties	(38)	(8)	375.0	(105)	(39)	169.2
Foreign exchange loss	(6,381)	(16,954)	(62.4)	(16,936)	(29,175)	(42.0)
Other operating expenses	(17,463)	(12,646)	38.1	(51,845)	(60,394)	(14.2)
Finance costs	(310)	(96)	222.9	(909)	(564)	61.2
Other income	-	152	NM	1,373	439	212.8
Share of (loss)/profit of associates	(146)	(589)	(75.2)	355	(337)	NM
Loss before taxation (Note 1)	(3,972)	(14,811)	(73.2)	(791)	(16,362)	(95.2)
Taxation (Note 2)	735	2,600	(71.7)	660	2,761	(76.1)
Loss for the period/year	(3,237)	(12,211)	(73.5)	(131)	(13,601)	(99.0)
(Loss)/profit attributable to:						
Equity shareholders of the Company	(3,154)	(12,133)	(74.0)	210	(13,237)	NM
Non-controlling interest	(83)	(78)	6.4	(341)	(364)	(6.3)
	(3,237)	(12,211)	(73.5)	(131)	(13,601)	(99.0)

Notes:

1. Included in loss before taxation are as follows:

	4Q 15 US\$'000	4Q 14 US\$'000	Increase/ (Decrease) %	12M 15 US\$'000	12M 14 US\$'000	Increase/ (Decrease) %
Interest income	38	-	NM	142	74	91.9
Gain on disposal of assets held for sale	-	-	NM	938	-	NM
Write down of property, plant and equipment	-	(106)	NM	-	(106)	NM
Inventories written down	(111)	-	NM	(627)	(197)	218.3
(Allowance)/write back of doubtful receivables	(333)	200	NM	(375)	(267)	40.4
Bad debts written off	(23)	(146)	(84.2)	(23)	(146)	(84.2)
Loss on disposal of investment property	-	-	NM	-	(78)	NM
Loss on disposal of a subsidiary	-	-	NM	-	(28)	NM
Loss on disposal of an associate	-	-	NM	(53)	-	NM
Impairment of intangible assets	-	(3,000)	NM	-	(3,000)	NM
Impairment of an associate	(1,580)	-	NM	(1,580)	-	NM

2. Included in taxation is as follows:

	Group			Group		
	4Q 15 US\$'000	4Q 14 US\$'000	Increase/ (Decrease) %	12M 15 US\$'000	12M 14 US\$'000	Increase/ (Decrease) %
(Under)/over provision for prior year	(98)	430	NM	(451)	702	NM

NM denotes not meaningful.

1(a)(ii) Statement of group comprehensive income

	Group			Group		
	4Q 15 US\$'000	4Q 14 US\$'000	Increase/ (Decrease) %	12M 15 US\$'000	12M 14 US\$'000	Increase/ (Decrease) %
Loss net of tax	(3,237)	(12,211)	(73.5)	(131)	(13,601)	(99.0)
Other comprehensive income/(loss):						
Items that may be reclassified subsequently to profit or loss:						
Foreign currency translation gain/(loss)	813	(3,292)	NM	148	(8,746)	NM
Share of other comprehensive loss of associates	(386)	(2,173)	(82.2)	(1,243)	(3,638)	(65.8)
Other comprehensive income/(loss) for the period/year, net of tax	427	(5,465)	NM	(1,095)	(12,384)	(91.2)
Total comprehensive loss for the period/year	(2,810)	(17,676)	(84.1)	(1,226)	(25,985)	(95.3)
Total comprehensive loss attributable to:						
Equity shareholders of the Company	(2,727)	(17,598)	(84.5)	(885)	(25,621)	(96.5)
Non-controlling interest	(83)	(78)	6.4	(341)	(364)	(6.3)
	(2,810)	(17,676)	(84.1)	(1,226)	(25,985)	(95.3)



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

	Group		Company	
	31 Dec 2015 US\$'000	31 Dec 2014 US\$'000	31 Dec 2015 US\$'000	31 Dec 2014 US\$'000
Non-Current Assets				
Property, plant and equipment	66,519	66,599	35	82
Investment properties	15,275	15,705	-	-
Investments in subsidiaries	-	-	44,545	44,545
Investments in associates	7,647	10,726	-	-
Intangible assets	10,343	10,343	-	-
Deferred tax assets	3,614	3,069	-	-
	103,398	106,442	44,580	44,627
Current Assets				
Cash and cash equivalents	27,524	19,778	92	222
Trade receivables	38,576	40,405	-	3
Deferred expenses	152	210	-	-
Prepaid operating expenses and other debtors	2,833	4,303	57	31
Other receivables	1,433	2,951	-	67
Amounts due from subsidiaries (non-trade)	-	-	9,839	10,593
Amounts due from associates (non-trade)	676	-	-	-
Amounts due from related parties (trade)	364	2,098	-	-
Inventories	40,100	45,662	-	-
	111,658	115,407	9,988	10,916
Assets held for sale	-	543	-	-
	111,658	115,950	9,988	10,916
Current Liabilities				
Trade payables and accruals	(32,412)	(35,509)	(459)	(485)
Finance lease creditors	(15)	(19)	-	-
Interest-bearing loans and borrowings	(13,303)	(8,849)	-	-
Other payables	(3,754)	(4,425)	-	-
Amount due to subsidiaries (non-trade)	-	-	(19)	(147)
Amounts due to associates (non-trade)	-	(63)	-	-
Amounts due to associates (trade)	(395)	(340)	-	-
Amounts due to related parties (trade)	(154)	-	-	-
Provision for taxation	(960)	(570)	(14)	(29)
	(50,993)	(49,775)	(492)	(661)
Net Current Assets	60,665	66,175	9,496	10,255
Non-Current Liabilities				
Finance lease creditors	(27)	(27)	-	-
Interest-bearing loans and borrowings	(26,119)	(32,672)	-	-
Other payables	(6)	(6)	-	-
Deferred tax liabilities	(457)	(1,479)	-	-
	(26,609)	(34,184)	-	-
Net Assets	137,454	138,433	54,076	54,882
Equity				
Share capital	40,725	40,725	40,725	40,725
Treasury shares	(317)	(317)	(317)	(317)
Reserves	96,957	97,762	13,668	14,474
	137,365	138,170	54,076	54,882
Non-controlling interest	89	263	-	-
Total Equity	137,454	138,433	54,076	54,882

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

	As at 31 Dec 2015		As at 31 Dec 2014	
	Secured US\$'000	Unsecured US\$'000	Secured US\$'000	Unsecured US\$'000
Finance lease creditors	(15)	-	(19)	-
Interest-bearing loans and borrowings	(8,455)	(4,848)	(5,571)	(3,278)
Total	(8,470)	(4,848)	(5,590)	(3,278)

Amount repayable after one year

	As at 31 Dec 2015		As at 31 Dec 2014	
	Secured US\$'000	Unsecured US\$'000	Secured US\$'000	Unsecured US\$'000
Finance lease creditors	(27)	-	(27)	-
Interest-bearing loans and borrowings	(19,239)	(6,880)	(23,802)	(8,870)
Total	(19,266)	(6,880)	(23,829)	(8,870)

Details of any collateral

As at 31 December 2014 and 31 December 2015, the finance lease liabilities were secured by charge over the related lease vehicles held by subsidiaries of the Group.

As at 31 December 2014 and 31 December 2015, the secured interest bearing loans and borrowings were secured by mortgages over the related freehold & leasehold properties and fixed charges over plant & machinery owned by subsidiaries of the Group.

As at 31 December 2014 and 31 December 2015, the unsecured interest bearing loan and borrowing of subsidiaries were covered by corporate guarantees given by the Company.

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.

	Group			
	4Q 15 US\$'000	4Q 14 US\$'000	12M 15 US\$'000	12M 14 US\$'000
Cash flows from operating activities				
Loss from operations before taxation	(3,972)	(14,811)	(791)	(16,362)
Adjustment for :				
Depreciation of property, plant and equipment	1,046	1,099	4,159	4,367
Depreciation of investment properties	38	8	105	39
Loss on disposal of property, plant and equipment	130	2	141	71
Loss on disposal of investment property	-	-	-	78
Gain on disposal of assets held for sale	-	-	(938)	-
Impairment of intangible assets	-	3,000	-	3,000
Impairment of an associate	1,580	-	1,580	-
Write down of property, plant and equipment	-	106	-	106
Loss on disposal of a subsidiary	-	-	-	28
Loss on disposal of an associate	-	-	53	-
Interest income	(38)	-	(142)	(74)
Interest expenses	310	96	909	564
Exchange realignment	1,867	1,618	5,123	(866)
Share of loss/(profit) of associates	146	589	(355)	337
Allowance/(write back) of doubtful receivables	333	(200)	375	267
Inventories written down	111	-	627	197
Value of employee services received for issue of share options	16	5	80	218
Provision for restructuring costs	-	-	-	554
Bad debts written off	23	146	23	146
Operating profit/(loss) before working capital changes	1,590	(8,342)	10,949	(7,330)
Decrease in trade and other receivables	7,209	15,606	3,562	12,340
Decrease/(increase) in inventories	6,309	4,511	4,935	(2,871)
(Decrease)/increase in trade and other payables	(4,681)	(5,600)	(3,713)	2,829
Cash flows generated from operations	10,427	6,175	15,733	4,968
Income taxes (paid)/refund	(274)	86	(468)	(397)
Net cash flows generated from operating activities	10,153	6,261	15,265	4,571
Cash flows from investing activities				
Interest income received	38	-	142	74
Purchase of property, plant and equipment	(555)	(3,449)	(5,505)	(15,733)
Subsequent expenditure on investment property	-	(895)	(716)	(4,129)
Proceeds from disposal of property, plant and equipment	52	3	93	43
Proceeds from disposal of investment property	-	-	-	952
Proceeds from disposal of assets held for sale	-	-	1,481	-
Dividend income from an associate	34	-	34	106
Proceeds from disposal of an associate	-	-	900	-
Investment in an associated company	(108)	-	(108)	-
Net cash inflow/(outflow) on disposal of a subsidiary	-	36	-	(2)
Net cash flows used in investing activities	(539)	(4,305)	(3,679)	(18,689)
Cash flows from financing activities				
Interest expenses paid	(310)	(96)	(909)	(564)
Proceeds from issuance of shares	-	-	-	5
Dividends refunded/(paid) from/(to) shareholders of the Company	-	4	-	(2,384)
Capital injection from non-controlling interest of a subsidiary	24	210	167	396
Repayment of interest-bearing loans and borrowings	(9,194)	(3,026)	(28,478)	(4,084)
Proceeds from interest-bearing loans and borrowings	4,588	2,932	26,995	13,777
Repayment of obligation under financial leases	(3)	(5)	(18)	(21)
Proceeds from obligation under finance lease	23	-	23	15
Net cash flows (used in)/generated from financing activities	(4,872)	19	(2,220)	7,140
Net increase/(decrease) in cash and cash equivalents	4,742	1,975	9,366	(6,978)
Effect of exchange rate changes on cash and cash equivalents	(380)	(1,283)	(1,620)	(908)
Cash and cash equivalents at beginning of the period/year	23,162	19,086	19,778	27,664
Cash and cash equivalents at end of the period/year	27,524	19,778	27,524	19,778

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.

The Group – 4Q 15

	Attributable to equity shareholders of the Company							Total equity US\$'000
	Share capital US\$'000	Treasury shares US\$'000	Foreign currency translation reserve US\$'000	Share-based payment reserve US\$'000	Accumulated profits US\$'000	Total US\$'000	Non-controlling interest US\$'000	
Balance as at 1 October 15	40,725	(317)	(15,484)	1,872	113,280	140,076	148	140,224
Loss for the period	-	-	-	-	(3,154)	(3,154)	(83)	(3,237)
<u>Other comprehensive income/(loss)</u>								
Foreign currency translation gain	-	-	813	-	-	813	-	813
Share of other comprehensive loss of associates	-	-	(386)	-	-	(386)	-	(386)
Total comprehensive income/(loss) for the period	-	-	427	-	(3,154)	(2,727)	(83)	(2,810)
<u>Contributions by and distributions to owners</u>								
Value of employee services received for issue of share options	-	-	-	16	-	16	-	16
Total contributions by and distributions to owners	-	-	-	16	-	16	-	16
<u>Changes in ownership interests in subsidiaries</u>								
Capital injection from non-controlling interest of a subsidiary representing total changes in ownership interests in subsidiaries	-	-	-	-	-	-	24	24
Total transactions with owners in their capacity as owners	-	-	-	16	-	16	24	40
Balance as at 31 December 15	40,725	(317)	(15,057)	1,888	110,126	137,365	89	137,454

The Group – 4Q 14

	Attributable to equity shareholders of the Company								
	Share capital US\$'000	Treasury shares US\$'000	Foreign currency translation reserve US\$'000	Asset revaluation reserve US\$'000	Share-based payment reserve US\$'000	Accumulated profits US\$'000	Total US\$'000	Non-controlling interest US\$'000	Total equity US\$'000
Balance as at 1 October 14	40,724	(317)	(8,497)	60	1,804	121,985	155,759	131	155,890
Loss for the period	-	-	-	-	-	(12,133)	(12,133)	(78)	(12,211)
<u>Other comprehensive loss</u>									
Foreign currency translation loss	-	-	(3,292)	-	-	-	(3,292)	-	(3,292)
Share of other comprehensive loss of associates	-	-	(2,173)	-	-	-	(2,173)	-	(2,173)
Total comprehensive loss for the period	-	-	(5,465)	-	-	(12,133)	(17,598)	(78)	(17,676)
<u>Contributions by and distributions to owners</u>									
Value of employee services received for issue of share options	-	-	-	-	5	-	5	-	5
Dividends refunded from equity shareholders of the Company	-	-	-	-	-	4	4	-	4
Exercise of share options	1	-	-	-	(1)	-	-	-	-
Total contributions by and distributions to owners	1	-	-	-	4	4	9	-	9
<u>Changes in ownership interests in subsidiaries</u>									
Capital injection from non-controlling interest of subsidiaries representing total changes in ownership interests in subsidiaries	-	-	-	-	-	-	-	210	210
Total transactions with owners in their capacity as owners	1	-	-	-	4	4	9	210	219
Balance as at 31 December 14	40,725	(317)	(13,962)	60	1,808	109,856	138,170	263	138,433

The Group – 12M 15

	Attributable to equity shareholders of the Company								
	Share capital US\$'000	Treasury shares US\$'000	Foreign currency translation reserve US\$'000	Asset revaluation reserve US\$'000	Share-based payment reserve US\$'000	Accumulated profits US\$'000	Total US\$'000	Non-controlling interest US\$'000	Total equity US\$'000
Balance as at 1 January 15	40,725	(317)	(13,962)	60	1,808	109,856	138,170	263	138,433
Profit/(loss) for the year	-	-	-	-	-	210	210	(341)	(131)
<u>Other comprehensive (loss)/income</u>									
Foreign currency translation gain	-	-	148	-	-	-	148	-	148
Share of other comprehensive loss of associates	-	-	(1,243)	-	-	-	(1,243)	-	(1,243)
Reversal of asset revaluation reserve from disposal of assets held for sale	-	-	-	(60)	-	60	-	-	-
Total comprehensive (loss)/income for the year	-	-	(1,095)	(60)	-	270	(885)	(341)	(1,226)
<u>Contributions by and distributions to owners</u>									
Value of employee services received for issue of share options	-	-	-	-	80	-	80	-	80
Total contributions by and distributions to owners	-	-	-	-	80	-	80	-	80
<u>Changes in ownership interests in subsidiaries</u>									
Capital injection from non-controlling interest of a subsidiary representing total changes in ownership interests in subsidiaries	-	-	-	-	-	-	-	167	167
Total transactions with owners in their capacity as owners	-	-	-	-	80	-	80	167	247
Balance as at 31 December 15	40,725	(317)	(15,057)	-	1,888	110,126	137,365	89	137,454

The Group – 12M 14

	Attributable to equity shareholders of the Company								
	Share capital US\$'000	Treasury shares US\$'000	Foreign currency translation reserve US\$'000	Asset revaluation reserve US\$'000	Share-based payment reserve US\$'000	Accumulated profits US\$'000	Total US\$'000	Non-controlling interest US\$'000	Total equity US\$'000
Balance as at 1 January 14	40,719	(317)	(1,578)	60	1,591	125,477	165,952	284	166,236
Loss for the year	-	-	-	-	-	(13,237)	(13,237)	(364)	(13,601)
<u>Other comprehensive loss</u>									
Foreign currency translation loss	-	-	(8,746)	-	-	-	(8,746)	-	(8,746)
Share of other comprehensive loss of associates	-	-	(3,638)	-	-	-	(3,638)	-	(3,638)
Total comprehensive loss for the year	-	-	(12,384)	-	-	(13,237)	(25,621)	(364)	(25,985)
<u>Contributions by and distributions to owners</u>									
Value of employee services received for issue of share options	-	-	-	-	218	-	218	-	218
Issuance of new shares	5	-	-	-	-	-	5	-	5
Exercise of share options	1	-	-	-	(1)	-	-	-	-
Dividends paid to equity shareholders of the Company	-	-	-	-	-	(2,384)	(2,384)	-	(2,384)
Total contributions by and distributions to owners	6	-	-	-	217	(2,384)	(2,161)	-	(2,161)
<u>Changes in ownership interests in subsidiaries</u>									
Capital injection from non-controlling interest of subsidiaries	-	-	-	-	-	-	-	396	396
Disposal of interest of a subsidiary	-	-	-	-	-	-	-	(53)	(53)
Total changes in ownership interests in subsidiaries	-	-	-	-	-	-	-	343	343
Total transactions with owners in their capacity as owners	6	-	-	-	217	(2,384)	(2,161)	343	(1,818)
Balance as at 31 December 2014	40,725	(317)	(13,962)	60	1,808	109,856	138,170	263	138,433

The Company – 4Q

	Share capital US\$'000	Treasury shares US\$'000	Foreign currency translation reserve US\$'000	Share-based payment reserve US\$'000	Accumulated profits US\$'000	Total Equity US\$'000
Balance as at 1 October 15	40,725	(317)	2,963	1,872	8,022	53,265
Profit for the period	-	-	-	-	759	759
<u>Other comprehensive income</u>						
Foreign currency translation gain	-	-	36	-	-	36
Total comprehensive income for the period	-	-	36	-	759	795
<u>Contributions by and distributions to owners</u>						
Value of employee services received for issue of share options	-	-	-	16	-	16
Total contributions by and distributions to owners, representing total transactions with owners in their capacity as owners	-	-	-	16	-	16
Balance as at 31 December 15	40,725	(317)	2,999	1,888	8,781	54,076
Balance as at 1 October 14	40,724	(317)	4,075	1,804	3,109	49,395
Profit for the period	-	-	-	-	5,884	5,884
<u>Other comprehensive loss</u>						
Foreign currency translation loss	-	-	(406)	-	-	(406)
Total comprehensive loss for the period	-	-	(406)	-	5,884	5,478
<u>Contributions by and distributions to owners</u>						
Value of employee services received for issue of share options	-	-	-	5	-	5
Exercise of share options	1	-	-	(1)	-	-
Dividends refunded from equity shareholders of the Company	-	-	-	-	4	4
Total contributions by and distributions to owners, representing total transactions with owners in their capacity as owners	1	-	-	4	4	9
Balance as at 31 December 14	40,725	(317)	3,669	1,808	8,997	54,882

The Company – 12M

	Share capital US\$'000	Treasury shares US\$'000	Foreign currency translation reserve US\$'000	Share-based payment reserve US\$'000	Accumulated profits US\$'000	Total Equity US\$'000
Balance as at 1 January 15	40,725	(317)	3,669	1,808	8,997	54,882
Loss for the year	-	-	-	-	(216)	(216)
<u>Other comprehensive loss</u>						
Foreign currency translation loss	-	-	(670)	-	-	(670)
Total comprehensive loss for the year	-	-	(670)	-	(216)	(886)
<u>Contributions by and distributions to owners</u>						
Value of employee services received for issue of share options	-	-	-	80	-	80
Total contributions by and distributions to owners, representing total transactions with owners in their capacity as owners	-	-	-	80	-	80
Balance as at 31 December 15	40,725	(317)	2,999	1,888	8,781	54,076
Balance as at 1 January 14	40,719	(317)	4,093	1,591	5,021	51,107
Profit for the year	-	-	-	-	6,360	6,360
<u>Other comprehensive loss</u>						
Foreign currency translation loss	-	-	(424)	-	-	(424)
Total comprehensive (loss)/income for the year	-	-	(424)	-	6,360	5,936
<u>Contributions by and distributions to owners</u>						
Value of employee services received for issue of share options	-	-	-	218	-	218
Issuance of new shares	5	-	-	-	-	5
Exercise of share options	1	-	-	(1)	-	-
Dividends paid to equity shareholders of the Company	-	-	-	-	(2,384)	(2,384)
Total contributions by and distributions to owners, representing total transactions with owners in their capacity as owners	6	-	-	217	(2,384)	(2,161)
Balance as at 31 December 14	40,725	(317)	3,669	1,808	8,997	54,882

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.

Details of movement in the number of issued ordinary shares (excluding treasury shares), treasury shares and share options are as follows: -

	<u>FY 2015</u>	<u>FY 2014</u>
<u>Share Capital</u>		
Number of issued ordinary shares as at 1 Jan (including treasury shares)	533,741,999	533,721,999
Issued for cash under employee share option scheme		
- at the exercise price of S\$0.335 each	-	20,000
Ordinary shares held as treasury shares	(1,001,000)	(1,001,000)
Balance of issued ordinary shares as at 31 Mar and 30 Jun and 30 Sep and 31 Dec (excluding treasury shares)	<u>532,740,999</u>	<u>532,740,999</u>
<u>Share Option - exercise price of S\$0.229</u>		
Balance as at 1 Jan and 31 Mar	-	100,000
Options lapsed during the period	-	(100,000)
Balance as at 30 Jun and 30 Sep and 31 Dec	<u>-</u>	<u>-</u>
<u>Share Option - exercise price of S\$0.335</u>		
Balance as at 1 Jan	2,840,000	3,110,000
Options exercised during the period	-	(20,000)
Balance as at 31 Mar and 30 Jun and 30 Sep	<u>2,840,000</u>	<u>3,090,000</u>
Options lapsed during the period	-	(250,000)
Balance as at 31 Dec	<u>2,840,000</u>	<u>2,840,000</u>
<u>Share Option - exercise price of S\$0.505</u>		
Balance as at 1 Jan and 31 Mar and 30 Jun and 30 Sep	3,630,000	3,880,000
Options lapsed during the period	-	(250,000)
Balance as at 31 Dec	<u>3,630,000</u>	<u>3,630,000</u>
<u>Share Option - exercise price of S\$0.315</u>		
Balance as at 1 Jan and 31 Mar and 30 Jun and 30 Sep	3,672,000	3,922,000
Options lapsed during the period	-	(250,000)
Balance as at 31 Dec	<u>3,672,000</u>	<u>3,672,000</u>
<u>Share Option - exercise price of S\$0.669</u>		
Balance as at 1 Jan and 31 Mar and 30 Jun and 30 Sep	4,630,000	4,880,000
Options lapsed during the period	-	(250,000)
Balance as at 31 Dec	<u>4,630,000</u>	<u>4,630,000</u>

Out of the 14,772,000 outstanding share options on 31 December 2015 (31 December 2014: 14,772,000), 13,383,000 (31 December 2014: 11,994,000) share options are exercisable.

Treasury Shares

As at 31 December 2015, the total number of treasury shares held was 1,001,000 (31 December 2014: 1,001,000).

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.

The total number of issued ordinary shares excluding treasury shares is as follows: -

	Group	
	<u>As at 31 Dec 2015</u>	<u>As at 31 Dec 2014</u>
Issued ordinary shares	532,740,999	532,740,999

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

There were no sales, transfers, disposal, cancellation and/or use of treasury shares during the current financial period reported on.

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

The figures have not been audited or reviewed by the auditors.

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

Not applicable.

4 Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.

The Group has applied the same accounting policies and method of computation in the financial statements for the current financial period compared with those of the audited financial statements as at 31 December 2014, except for the adoption of new/revised FRS which came into effect on 1 January 2015.

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.

The adoption of new/revised FRS as highlighted in paragraph 4 does not have a material impact on the financial statements for the period under review.

The Group currently presents an analysis of expenses recognized in the Consolidated Income Statement using classification based on the nature of expenses. Beginning First Quarter of Financial Year 2016 ("1Q 2016"), the Group will present the expenses in the Consolidated Income Statement by their function. The comparatives will be restated accordingly to follow the same classification.

- 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.**

	4Q 15	4Q 14	12M 15	12M 14
(Loss)/profit per share				
Based on existing issued share capital (USD cents)	(0.59)	(2.28)	0.04	(2.48)
On a fully diluted basis (USD cents)	(0.59)	(2.28)	0.04	(2.48)
	Group		Group	
	4Q 15	4Q 14	12M 15	12M 14
Weighted average number of shares table				
Weighted average number of shares for calculation of basic EPS	532,740,999	532,740,999	532,740,999	532,736,396
Weighted average number of shares for calculation of diluted EPS	532,740,999	532,740,999	532,740,999	532,736,396

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	
	31-Dec-15	31-Dec-14	31-Dec-15	31-Dec-14
Net asset value per ordinary share (USD cents)	25.78	25.94	10.15	10.30

8. **A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:-**
- (a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and**
- (b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.**

Revenue for the financial year ended ended 31 December 2015 ("FY2015") was US\$232.4 million, a year-on-year ("yoy") decline of 6.8% compared with the US\$249.5 million revenue recorded in FY2014. The Group registered a net loss of US\$0.1 million for FY2015, compared to US\$13.6 million in FY2014. The Group recognized a tax credit of US\$0.7 million for FY2015, compared to US\$2.8 million in FY2014, largely from the recognition of deferred tax assets arising from the loss.

Revenue by Markets (US\$'000)

	Group			Group		
	4Q 15 US\$'000	4Q 14 US\$'000	Increase/ (Decrease) %	12M 15 US\$'000	12M 14 US\$'000	Increase/ (Decrease) %
Russia	26,103	25,952	0.6	107,302	136,655	(21.5)
Ukraine	6,581	5,552	18.5	24,811	26,719	(7.1)
Kazakhstan and CIS Countries	10,488	12,835	(18.3)	35,808	48,356	(25.9)
Indo China	9,320	5,107	82.5	29,445	10,498	180.5
Other Markets	10,386	8,137	27.6	35,061	27,286	28.5
Total	62,878	57,583	9.2	232,427	249,514	(6.8)

In FY2015, sales to the Group's largest market, Russia, decreased by 21.5% to US\$107.3 million compared to US\$136.7 million due to weakening of the Russian Ruble against the US dollar.

In the Group's Ukraine market, sales declined by 7.1% from US\$26.7 million in FY2014 to US\$24.8 million in FY2015 due to weakening of the Ukrainian Hryvnia against the US dollar.

In local currency terms, both Russia and Ukraine recorded higher revenue due to higher selling prices.

In the Group's Kazakhstan market and CIS countries, sales decreased by 25.9% from US\$48.4 million in FY2014 to US\$35.8 million in FY2015 due to soft consumer sentiment and the weakening of local currencies.

In the Group's Indo China market, sales increased by 180.5% from US\$10.5 million in FY2014 to US\$29.4 million in FY2015 as a result of higher sales due to wider distribution channels, aggressive advertising and promotion activities.

Sales to the Group's Other Markets grew by 28.5% from US\$27.3 million in FY2014 to US\$35.1 million in FY2015, due to higher sales contribution from non-dairy creamer plant and snack factory in Malaysia and Africa markets.

Profitability

For FY2015, the Group recorded a net loss of US\$0.1 million compared to US\$13.6 million in FY2014.

For FY2015, other operating expenses decreased by US\$8.6 million from US\$60.4 million in FY2014 to US\$51.8 million. The decrease was mainly attributed to lower expenses for promotion activities, freight and demurrage charges and manufacturing overheads. In FY2014, the Group recorded an impairment loss charge of US\$3.0 million on the Group's brand - Petrovskaya Sloboda.

In FY2015, the Ukrainian Hryvnia weakened from 15.8 Hryvnia per US dollar on 31 December 2014 to 23.9 Hryvnia per US dollar on 31 December 2015. Over the same period, the Russian Ruble weakened from 56.3 Ruble per US dollar on 31 December 2014 to 72.9 Ruble per US dollar on 31 December 2015. As the Group is economically exposed to both markets, it was negatively affected by the revaluation of its outstanding trade receivables denominated in currencies other than the US dollar.

Balance Sheet & Cashflow

Inventories decreased from US\$45.7 million as at 31 December 2014 to US\$40.1 million as at 31 December 2015 due to translation loss of inventories held in currencies other than the US dollar.

Trade payables and accruals decreased from US\$35.5 million as at 31 December 2014 to US\$32.4 million as at 31 December 2015 due to settlement of payables coupled with lower purchases.

Trade receivables decreased from US\$40.4 million as at 31 December 2014 to US\$38.6 million as at 31 December 2015 mainly due to translation loss of its outstanding trade receivables denominated in currencies other than the US dollar.

Other receivables decreased from US\$3.0 million as at 31 December 2014 to US\$1.4 million as at 31 December 2015 mainly due to settlement and provision for bad debts from a customer (non-trade) coupled with lower tax recoverable.

The decrease in prepaid operating expense and other debtors from US\$4.3 million as at 31 December 2014 to US\$2.8 million as at 31 December 2015 was due to lower advances to suppliers, reclassification to fixed assets coupled with lower prepaid advertising & promotion expenses.

Investment in associates decreased from US\$10.7 million as at 31 December 2014 to US\$7.6 million as at 31 December 2015 mainly due to translation loss and an impairment loss recorded in Russian associates.

The Group's borrowings were US\$39.5 million as at 31 December 2015, compared to US\$41.6 million as at 31 December 2014. The decrease was largely attributed to repayments partially offset by trade borrowings taken up for Malaysia and India operations.

The Group's net operating cash flow position improved, with a net operating cash inflow of US\$15.3 million in FY2015, compared to a net operating cash inflow of US\$4.6 million in FY2014. The Group's cash and cash equivalents was US\$27.5 million as at 31 December 2015, compared to US\$19.8 million as at 31 December 2014.

The Group's net assets as at 31 December 2015 were US\$137.5 million. The net asset value per ordinary share (excluding non-controlling interests) as at 31 December 2015 was 25.78 US cents as compared to 25.94 US cents as at 31 December 2014.

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.

The global oil prices declined further in 4Q2015 and are expected to remain soft for the rest of FY2016 amid global oversupply, which will weigh negatively on the currencies of the Group's key markets such as Russia and Ukraine.

The Group will continue to monitor and mitigate its currency risks through a combination of forward hedging of the Russian Ruble, selective product price increases as well as streamlining or restructuring certain operations and business processes, where appropriate.

The Group's efforts to diversify its markets have led to significant expansion in certain Asian markets. The Group has also made strategic development to produce and market capsules for coffee and other beverages to be used in its "Coffee One" proprietary system through the set up of a joint venture in Italy.

The Group's other projects, namely non-dairy creamer plant, snack factory and the beverage manufacturing facility in Malaysia have all commenced commercial production. The Group's instant coffee plant in India has commenced commercial production in 4Q2015. The Group intends to gradually ramp up the utilization rate of the facilities and step up marketing in FY2016 to achieve optimal operational efficiency.

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 have been declared/recommended, a statement to that effect.

In view of the Group's current financial performance, the Board has decided not to recommend any dividend for FY2015.

13. If the Group has obtained a general mandate from shareholders for 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.

The Group does not have a general mandate from shareholders for IPTs.

PART II - ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT
14. Segmented revenue and results for business or geographical segments (of the group) in the form presented in the issuer's most recently audited annual financial statements, with comparative information for the immediately preceding year.

Geographical Segment	Russia		Ukraine		Kazakhstan and CIS Countries		Indo China		Other Countries		Elimination		Per consolidated financial statements	
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
	US\$'000		US\$'000		US\$'000		US\$'000		US\$'000		US\$'000		US\$'000	
Revenue														
Sales to external customers	107,302	136,655	24,811	26,719	35,808	48,356	29,445	10,498	35,061	27,286	-	-	232,427	249,514
Inter-segment sales	220	149	-	-	-	-	-	-	91,807	122,387	(92,027)	(122,536)	-	-
Total Revenue	107,522	136,804	24,811	26,719	35,808	48,356	29,445	10,498	126,868	149,673	(92,027)	(122,536)	232,427	249,514
Results :														
Segment results	3,185	(1,478)	(1,915)	(5,010)	2,726	8,756	1,491	(1,838)	24,701	21,766	(23,617)	(28,810)	6,571	(6,614)
Interest income													142	74
Interest expenses													(909)	(564)
Share of profit/(loss) of associates													355	(337)
Income tax credit													660	2,761
Non-controlling interest													341	364
Depreciation for property, plant and equipment													(4,159)	(4,367)
Depreciation for investment properties													(105)	(39)
Impairment of intangible assets													-	(3,000)
Impairment of an associate													(1,580)	-
Other non-cash expenses													(1,106)	(1,515)
Profit/(loss) attributable to equity shareholders of the Company													210	(13,237)
Assets and liabilities														
Segment assets	57,047	67,706	14,180	16,279	524	754	6,821	6,332	136,484	131,321	-	-	215,056	222,392
Investment in associates	4,760	7,245	-	-	-	-	-	-	2,887	3,481	-	-	7,647	10,726
Additions to non-current assets	169	484	79	282	-	8	329	51	7,000	19,037	-	-	7,577	19,862
Segment liabilities	(14,099)	(11,306)	(1,317)	(1,875)	(25)	(102)	(3,341)	(3,146)	(58,820)	(67,530)	-	-	(77,602)	(83,959)

Information by products

Segment revenue information from external customers based on the different product	Group	
	2015	2014
	(US\$'000)	(US\$'000)
Beverages	211,229	229,450
Others	15,547	19,269
Ingredients	5,651	795
	232,427	249,514

15. Confirmation by the Company in compliance with Rule 720(1) of the SGX-ST Listing Manual

The Company has procured the undertakings (in the format set out in Appendix 7.7) from all its Directors and Executive Officers .

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

Please refer to paragraph 8.

17. A breakdown of sales.

	Group		Increase/ (Decrease) %
	31-Dec-15 US\$'000	31-Dec-14 US\$'000	
Revenue reported for first half year	107,897	119,359	-9.6%
Operating profit/(loss) after tax before deducting minority interests reported for first half financial year	2,577	(548)	NM
Revenue reported for second half year	124,530	130,155	-4.3%
Operating loss after tax before deducting minority interests reported for second half financial year	(2,708)	(13,053)	-79.3%

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

Not applicable.

19. Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(13) in the format below. If there are no such persons, the issuer must make an appropriate negative statement.

Pursuant to Rule 704(13) of the Listing Manual of the Singapore Exchange Securities Trading Limited, we confirm that there are no persons occupying managerial positions in the Company or any of its principal subsidiaries who are relatives of a director or chief executive officer or substantial shareholder of the Company.

20. Confirmation by the Board Pursuant to Rule 705(5) of the SGX-ST Listing Manual

We, Tan Wang Cheow and Sudeep Nair, being two Directors of Food Empire Holdings 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 results for the financial year ended 31 December 2015 to be false or misleading in any material aspect.

On behalf of the Board of Directors

Tan Wang Cheow
Director

Sudeep Nair
Director

BY ORDER OF THE BOARD

Tan Cher Liang
Company Secretary
27 February 2016