

cityneon CITYNEON HOLDINGS LIMITED

nt to experience (Co Regn.: 199903628E)

UNAUDITED HALF YEAR FINANCIAL STATEMENT AND RELATED ANNOUNCEMENT
FOR THE PERIOD ENDED 30 JUNE 2016
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### PART I INFORMATION REQUIRED FOR ANNOUNCEMENTS OF HALF YEAR RESULTS

## 1(a)(i) An income statement (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year

## Consolidated statement of comprehensive income

Consolidated statement of comprehensive income	Group		
	6 months ended		Change
	30 Ju		
	2016 S\$'000	2015 S\$'000	%
Revenue	46,321	40,688	13.8
Cost of sales	(28,347)	(31,135)	(9.0)
Gross profit	17,974	9,553	88.2
Other operating income	406	215	88.8
Marketing and distribution expenses	(676)	(455)	48.6
Administrative and operating expenses	(11,485)	(9,868)	16.4
Total Operating expenses Finance costs	(12,161) (413)	(10,323)	17.8 129.4
Share of results of associate, net of tax	(82)	(180)	129.4
Profit/(Loss) before income tax	5,724	(735)	n.m.
Income tax expense	(1,026)	-	100.0
Profit/(Loss) for the period	4,698	(735)	n.m.
Items that may be reclassified subsequently to profit or loss: Exchange difference on translation of foreign operations, net of tax amounting to \$Nil (2015: \$Nil) Total comprehensive income for the period	(1,797) <b>2,901</b>	97 (638)	n.m. n.m.
		. ,	
Profit attributable to:	. –		
Owners of the parent	4,742	(713)	n.m. 100.0
Non-controlling interests	(44)	(22)	
Profit/(Loss) for the period	4,698	(735)	n.m.
Total comprehensive income attributable to:			
Owners of the parent	2,945	(616)	n.m.
Non-controlling interests	<u>(44)</u> 2,901	(22) (638)	100.0
	2,001	(000)	
Gross profit margin	38.8%	23.5%	65.1
Profit/(Loss) before tax margin	12.4%	-1.8%	n.m.
Net profit/(loss) attributable to owners of the parent as a percentage of revenue	10.2%	-1.8%	n.m.
Additional Information: Profit/(Loss) from operation is determined after charging/(crediting):			
Amortisation expense	338	-	100.0
Depreciation of property, plant and equipment	1,167	400	191.8
Foreign exchange loss (net)	347	173	100.6
Government grants	(320) 97	(123)	160.2 100.0
Property, plant and equipment written off	97	-	100.0

### 1 A statement of financial position (for the issuer and group), together with a comparative statement as at the end of the

## (b)(i) immediately preceding financial year

Statements of Financial Position	Group		Com	pany
		31 Dec 2015	30 Jun 2016	
	S\$'000	S\$'000	S\$'000	S\$'000
ASSETS				
Non-Current				
Property, plant and equipment	31,618	16,032	-	-
Goodwill	3,576	2,935	-	-
Other intangible assets	6,497	6,835	-	-
Investment in subsidiaries	-	-	35,579	34,885
Investment in an associate	294	376	-	-
Prepayments	693	969	-	-
	42,678	27,147	35,579	34,885
Current				
Inventories	486	191	-	-
Amounts due from contract customers	12,278	6,906	-	-
Trade and other receivables	27,540	29,050	27,030	16,108
Cash and cash equivalents	31,929	24,269	433	777
	72,233	60,416	27,463	16,885
TOTAL ASSETS	114,911	87,563	63,042	51,770
EQUITY				
Capital and Reserves				
Share capital	50,373	38,006	50,373	38,006
Reserves	14,249	11,560	1,085	552
Equity attributable to owners of the parent	64,622	49,566	51,458	38,558
Non-controlling interest	409	452	-	-
TOTAL EQUITY	65,031	50,018	51,458	38,558
LIABILITIES				
Non-Current				
Finance lease obligations	47	168	-	-
Deferred taxation liabilities	937	937	-	-
	984	1,105	-	-
Current				
Amounts due to contract customers	3,342	849	-	-
Trade and other payables	21,522	23,806	5,184	5,212
Bank borrowings	19,327	8,196	2,900	4,500
Loan from ultimate holding company	3,500	3,500	3,500	3,500
Finance lease obligations	33	76	-	-
Provision for taxation	1,172	13	-	-
	48,896	36,440	11,584	13,212
TOTAL EQUITY AND LIABILITIES	114,911	87,563	63,042	51,770

### 1(b)(ii) Aggregate amount of group's borrowings and debts securities

	Gro	up
	30 Jun 2016	31 Dec 2015
	S\$'000	S\$'000
Amount repayable within one year:		
- secured	19,360	8,272
- unsecured	3,500	3,500
	22,860	11,772
Amount repayable after one year but within five years:		
- secured	47	168
- unsecured	-	-
	47	168

#### The bank loans are secured by corporate guarantees.

The finance lease obligations of the Group are secured by the rights to the leased motor vehicles.

# 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

## **Consolidated Statement of Cash Flows**

	Group	
	6 months	ended
	30 Ju	ne
	2016	2015
	S\$'000	S\$'000
Operating Activities		
Profit/(Loss) before income tax	5,724	(735)
Adjustments for:-		
Depreciation of property, plant and equipment	1,120	387
Depreciation of property, plant and equipment charged to cost of sales	47	13
Interest income	(31)	(24)
Interest expense	413	180
Property, plant and equipment written off	97	-
Share on loss from associates	82	-
Amortisation expenses	338	-
Operating cash flows before working capital changes	7,790	(179)
Changes in working capital:		
Inventories	(296)	146
Trade and other receivables	1,960	(3,422)
Amounts due from contract customers, net	(2,822)	4,537
Trade and other payables	(3,083)	(4,679)
Cash generated from/(used in) operations	3,549	(3,597)
Interest paid	(413)	(180)
Income taxes refund/(paid), net	171	(213)
Net cash generated from/(used in) operating activities	3,307	(3,990)
Investing Activities		
Purchase of property, plant and equipment	(17,686)	(362)
Investment in an associate	(17,000)	(360)
Interest received	- 31	(300) 24
Net cash used in investing activities	(17,655)	(698)
-		( )
Financing Activities Proceeds on issuance of shares	12,501	-
Share issued expense	(391)	-
Capital contribution by non-controlling interest of subsidiary	2	-
Repayment of finance lease obligations	(165)	(30)
Proceeds from bank borrowings	19,923	4,620
Repayment of bank borrowings	(8,792)	(3,630)
Dividend paid to owners of the parent	-	(885)
Net cash generated from financing activities	23,078	75
Net change in cash and cash equivalents	8,730	(1 612)
		(4,613)
Cash and cash equivalents at beginning of the financial period	24,269	23,881
Exchange differences on re-translation of cash and cash equivalents at beginning of year	(1,070)	173
Cash and cash equivalents at end of the financial period	31,929	19,441

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

## Statements of Changes in Equity

Group (S\$'000)			Attribut	able to own	ers of the par	rent			
2015	Share capital	Retained earnings	Statutory reserve	Share option reserve	Translation of foreign operations	Premium paid on acquisition of non- controlling interest	Total	Non- controlling interest	Total equity
As at 1 January 2015	14,602	12,451	149	565	(2,647)	(10)	25,110	490	25,600
Loss for the period	-	(713)	-	-	-	-	(713)	(22)	(735)
Other comprehensive income	-	-	-	-	97	-	97	-	97
Total comprehensive income for the period	-	(713)	-	-	97	-	(616)	(22)	(638)
Dividends	-	(885)	-	-	-	-	(885)	-	(885)
Transfer of share options reserve	-	34	-	(34)	-	-	-	-	-
As at 30 June 2015	14,602	10,887	149	531	(2,550)	(10)	23,609	468	24,077
<b>2016</b> As at 1 January 2016	38,006	12,742	149	262	(1,582)	(10)	49,567	451	50,018
Profit for the period	-	4,742	-	-	-	-	4,742	(44)	4,698
Other comprehensive income	-	-	-	-	(1,797)	-	(1,797)	-	(1,797)
Total comprehensive income for the period	-	4,742	-	-	(1,797)	-	2,945	(44)	2,901
Issue of new shares - Share	10,609	-	-	-	-	-	10,609	-	10,609
placements - Exercised of share options	1,501	-	-	-	-	-	1,501	-	1,501
Transfer on Exercised of share options	257	-	-	(257)	-	-	-	-	-
Capital contribution by non-controlling interest of subsidiary	-	-	-	-	-	-	-	2	2
As at 30 June 2016	50,373	17,484	149	5	(3,379)	(10)	64,622	409	65,031

Company (S\$'000)	Share capital	Share option reserve	Retained earnings	Total
2015				
As at 1 January 2015	14,602	667	1,335	16,604
Total comprehensive income for the period	-	-	313	313
Dividends	-	-	(885)	(885)
Transfer of share options reserve	-	24	24	48
As at 30 June 2015	14,602	691	787	16,080
2016				
As at 1 January 2016	38,006	434	118	38,558
Total comprehensive income for the period	-	-	790	790
Issue of new shares				
- Share placements	10,609	-	-	10,609
- Exercised of share options	1,501	-	-	1,501
Transfer on Exercised of share options	257	(257)	-	-
As at 30 June 2016	50,373	177	908	51,458

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Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of (d)(ii) 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 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

2016

2015

#### Share Capital

The movements in the number of ordinary share are as follows:

As at 1 January	220,818,795	88,525,400
Issued due to share options exercised	3,827,400	-
Issued due to share placement	20,000,000	-
As at 30 June	244,646,195	88,525,400
The movements in the share capital as as follows:		
	2016	2015
	 S\$	S\$
As at 1 January	38,006,064	14,602,328
Issued due to share options exercised	1,500,976	-
Transfer of share option reserve to share capital on exercise of options	257,106	-
Issued due to share placement	11,000,000	-
Share issued expenses	(391,559)	-
As at 30 June	50,372,587	14,602,328
Share Options		
The movements in the number of share options are as follows:		
	2016	2015
As at 1 January	3,874,400	4,530,400
Lapsed/forfeited	(5,000)	(185,000)
Exercised	(3,827,400)	
As at 30 June	42,000	4,345,400

Since the end of the previous financial year, no new share option was granted during the financial period. There were 42,000 (30/06/2015: 4,345,400) share options under the Scheme granted by the Company as at 30 June 2016.

#### Total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of 1 ^{(d)(iii)} the immediately preceding year.

	Group and Company		
	30 Jun 2016	31 Dec 2015	
Total number of issued shares excluding tresury shares	244,646,195	220,818,795	

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

#### Treasury shares

As at 30 June 2016, the Company did not hold any treasury shares.

2 Whether the figures have been audited, or reviewed and in accordance with which standard or practice [ e.g. Singapore Standard on Auditing 910 (Engagements to Review Financial Statements), or an equivalent standard ]

The figures have not been audited nor reviewed by the Company's auditors.

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

Not Applicable.

4 Whether the same accounting policies and method 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 methods of computation in the financial statements for the current reporting period compared with the audited annual financial statements for the financial year ended 31 December 2015, except for the adoption of certain revised Financial Reporting Standards (%RS+) and interpretations to FRS (%NT FRS+) that became effective for the annual period beginning on 1 January 2016. The adoption of the revised FRS and INT FRS did not result in substantial changes to the Groups and the Companys accounting policies.

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, the change

There are no changes in the accounting policies and methods of computations.

6 Earnings per ordinary share of the group for the current period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends:-

	Group	
	6 months ended	
	30 Jun 2016	30 Jun 2015
	(cents)	(cents)
EPS (based on consolidated net profit attributable to owners of the parent)		
- Basic earnings/(loss) per share (cents) ⁽¹⁾	2.1	(0.8)
- Diluted earnings/(loss) per share (cents) ⁽²⁾	2.1	(0.8)

Note

1 Basic earnings per share is computed based on the weighted average number of shares in issue during the financial period of 228,838,995 (30/06/2015: 88,525,400).

2 Diluted earnings per share is computed based on the weighted average number of ordinary shares after adjusting for the effects of potential dilutive ordinary shares during the period of 228,880,995 (30/06/2015: 88,525,400).

## 7 Net asset value (for the issuer and group) per ordinary share based on issued share capital of the issuer at the end of the (a) current period reported on and (b) immediately preceding financial year

NET ASSET VALUE PER SHARE	Group	Company
	30 Jun 2016 31 Dec 2015 (cents) (cents)	30 Jun 2016 31 Dec 2015 (cents) (cents)
Net assets value per share based on existing issued share capital as at the respective dates	26 22	21 17

Net asset value per share is computed based on the number of issued shares of 244,646,195 as at 30 June 2016 (31 December 2015: 220,818,795).

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 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. Any material factors that affected the cash flows, working capital, assets or liabilities of the group during the current financial period reported on

#### Revenue

		Group	
	6 months ended 30 June		Change
	2016	2015	
	S\$'000	S\$'000	%
By Business Units ("BU")			
Exhibition Services ("EX")	16,647	12,493	33.3
Experiential Environment ("EE") 4 BU	11,425	15,181	(24.7)
Event Management ("EM")	2,331	6,852	(66.0)
Interior Architecture ("IA")	5,672	6,162	(8.0)
Intellectual Properties Rights ("IPR")	10,246	-	100.0
Total	46,321	40,688	13.8

The Group's revenue for Financial Period ended 30 June 2016 ("1H2016") increased by 13.8% to S\$46.3 million compared to S\$40.7 million recorded in the previous corresponding period ended 30 June 2015 ("1H2015").

Higher revenue is mainly contributed by the Intellectual Properties Rights ("IPR"), a new business unit arose from the acquisition of Victory Hill Exhibitions Pte Ltd ("VHE"), which was completed on 30 September 2015. Revenue from IPR were mainly generated from both the travelling exhibitions and permanent exhibition.

Revenue from EX increased by 33% mainly from the delivery of a few major shows such as Food and Hotel Asia 2016, CommunicAsia 2016 and Bahrain International Air Show in 1H2016.

#### Gross Profit

Gross profit surged by 88.2% from S\$9.6 million in 1H2015 to S\$18.0 million in 1H2016, mainly contributed by IPR. Aggregate Gross Profit Margin ("GPM") of the 4 BU has improved to 25% in the period under review from 23% in 1H2015. The improvement is mainly driven by certain projects with better GPM in EX and EE.

#### Other Operating Income

	Group		
	6 months ended 30 June		Change
	2016 S\$'000	2015 S\$'000	%
Bank interest income	31	24	29.2
Government grants	320	123	160.2
Rental income	44	49	(10.2)
Miscellaneous income	11	19	(42.1)
Total other operating income	406	215	88.8

Other operating income increased to \$\$0.4 million in 1H2016 from \$\$0.2 million in 1H2015, mainly derived from government grants.

Expenses	Group		
	6 months ended Change 30 June		Change
	2016	2015	
	S\$'000	S\$'000	%
Marketing and distribution expenses	676	455	48.6
Administrative and operating expenses	11,485	9,868	16.4
Total Operating Expenses	12,161	10,323	17.8
Finance cost	413	180	129.4
Total Expenses	12,574	10,503	19.7

#### Marketing and Distribution Expenses

Marketing and distribution expenses increased by approximately S\$0.2 million in the financial period under review mainly due to cost incurred by IPR in promoting its business.

#### Administrative and Operating Expenses

The Group's administrative and operating expenses increased by S\$1.6 million from S\$9.9 million in 1H2015 to S\$11.5 million in 1H2016. The increase was due to higher staff cost of S\$0.6 million, insurance, legal and professional services of S\$0.6 million and amortisation of intangible assets amounting to S\$0.3 million.

#### Finance costs

Finance cost increased by approximately S\$0.2 million to S\$0.4 million in 1H2016 due to interest incurred on new bank borrowings obtained to build the interactive exhibition sets under IPR business.

#### Share of results of Associate

In 1H2016, the associate company which is operating a business of renting seating galleries has incurred a loss. Hence, with our 30% shareholdings, our share of loss was \$\$82,000.

#### Income tax expenses

In 1H2016, there was a tax provision of S\$1.0 million on profits generated by IPR business.

#### Profit for the period

After considering the above factors, the Group has generated net profit after tax of approximately S\$4.7 million, reversing the loss of S\$0.7 million in 1H2015.

#### **Review of Financial Position**

Net assets value (%NAV+) of the Group as at 30 June 2016 was S\$64.6 million. This translates into 26 cents per ordinary share. The increase in NAV was partly driven by profits generated in 1H2016. Share capital increased following a share placement with an issue of 20,000,000 new shares in May 2016. There was also 3,827,400 new shares issued for employees share options exercised by staff in 1H2016. Number of shares increased from 220,818,795 as at 31 December 2015 to 244,646,195 as at 30 June 2016.

The major movements in balance sheet items are summarised as follows:

- (i) Increase in Property, Plant & Equipment (% PE+) from S\$16.0 million to approximately S\$31.6 million mainly due to cost incurred in the interactive exhibition sets build for both permanent set in Treasure Isalnd, Las Vegas and travelling set in Paris. Cost were also incurred in renovation of the exhibition space in Treasure Island.
- (ii) After amortisation, the Intangible assets reduced from S\$6.8 million to S\$6.5 million. Intangible assets arose from the acquisition of VHE on the contractual rights on license.
- (iii) Inventories increased from S\$0.2 million as at 31 December 2015 to S\$0.5 million as at 30 June 2016 mainly due to merchadises purchased for our Avenger S.T.A.T.I.O.N. in Treasure Island.
- (iv) Decrease in trade and other receivables from S\$29.1 million to S\$27.5 million was mainly due to payments received from clients. Collections were used to pay creditors, hence trade and other payables decreased from S\$23.8 million as at 31 December 2015 to S\$21.5 million as at 30 June 2016
- (v) Increase in amount due from contract customers arose from more work done for the on-going projects at period ended 30 June 2016 compared to 31 December 2015.
- (vi) Cash and cash equivalent increased from S\$24.3 million as at 31 December 2015 to \$31.9 million as at 30 June 2016 after receiving net proceeds from share placement completed in May 2016 of approximately S\$10.6 million. The Group has also used cash collected to paydown trade facilities owed to the banks.
- (vii) Increase in amount due to contracts customers mainly due to contract costs provided for project works carried out.
- (viii) Bank borrowings increased by S\$11.1 million from S\$8.2 million as at 31 December 2015 to S\$19.3 million as at 30 June 2016. The increase was mainly due to fresh loans drawdown for use in building new interactive exhibition assets and renovation cost incurred on the permanent exhibitions venue at Treasure Island.
- (ix) Provision for taxation increased mainly for tax provided on net profit generated by IPR business unit.

#### **Cash Flows Review**

As at 30 June 2016, the Group recorded net cash generated from operating activities of S\$3.3 million.

- Net cash generated from trade and other receivables amounting to S\$2.0 million in 1H2016 due to more collections from debtors compared to 1H2015.

- Amount due from contract customers recorded a net decrease in cash of S\$2.8 million due to more provisions on work done for 1H2016 compared to a year ago.

- The net cash used in trade and other payables of S\$3.1 million in 1H2016 was lower than 1H2015, this indicated lesser trade creditors and project costs were paid in the period under review compared to a year ago.

The Group recorded net cash used in investing activities amounted to approximately \$\$17.7 million in 1H2016 mainly for cost incurred on property, plant and equipment for building interactive exhibition assets, including renovation cost for rental space in Treasure Island, Las Vegas. In 1H2015 an amount of approximately \$\$360,000 was invested into a newly set-up associated company but none for current financial period under review.

The Group recorded net cash generated from financing activities of approximately S\$23.1 million in 1H2016 mainly cash of S\$12.5 million contributed by net proceeds from share placement and employee share options exercised by some staff. There were bank borrowings and trade facilities of S\$19.9 million drawdown for building interactive exhibition assets and project purpose which was partially offset by repayments of bank borrowings of S\$8.8 million.

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

There is no forecast or prospect statement previously disclosed to shareholders.

## 10 A commentary at the date of the announcement of the 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

Following the acquisition of Victory Hill Exhibitions Pte. Ltd (%/HE+) in September 2015, the Group has embarked its journey onto ownership of Intellectual Property Rights (%PR+) and operating the immersive attractions exhibitions.

The Group has marked its maiden foray in Las Vegas with the official opening of our Avengers Station immersive attraction in Treasure Island Hotel & Casino along the Las Vegas Strip on 22 June 2016.

On the other hand, our 4BU's operating landscape remains challenging on the back of the uncertain global economic outlook. However, riding on the increasing interest of our IPR business, which can also create awareness for the Group¢ 4BU as well as enhancing the brand name of Cityneon, hence provide business opportunities in Singapore and overseas market.

The Group will continue to seek opportunities to extend our business, to further strengthen our business performances.

#### 11 If a decision regarding dividend has been made:-

(a) Current Financial Period reported on

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

- (b) 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

No dividend has been declared or recommended in the current reporting period.

#### 13 Interested Person Transactions

Name of Interested Aggregate value of all interested person Person transactions during the year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholdersq mandate pursuant to Rule 920)		Aggregate value of all interested person transactions conducted under shareholdersq mandate pursuant to Rule 920 (excluding transactions less than S\$100,000)
	\$'000	\$'000
Star Media Group Berhad	NA	NA

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

We, Lew Weng Ho and Tan Aik Ti Ron, being Directors of Cityneon Holdings Limited (the "Company"), do hereby confirm, for and on behalf of the Board of Directors of the Company, that, to the best of our knowledge, nothing has come to the attention of the Board which may render the unaudited half year results for the financial period ended 30 June 2016 to be false or misleading in any material aspect.

For and on behalf of the Board of Directors

Lew Weng Ho Non-Executive Chairman Tan Aik Ti Ron Executive Director

15 Confirmation that issuer has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1).

The Company has procured undertakings from all directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1).

## ON BEHALF OF THE BOARD

Lew Weng Ho Non-Executive Chairman 11 August 2016