

**LOW KENG HUAT (SINGAPORE) LIMITED** (Reg. No. 196900209G)**Unaudited Full Year (“FY”) Financial Statements For the Period Ended 31 January 2017****PART I - INFORMATION REQUIRED FOR ANNOUNCEMENT OF QUARTERLY 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.**

	Note	3 months ended		Increase /	12 months ended		Increase /
		31/01/2017	31/01/2016	(Decrease)	31/01/2017	31/01/2016	(Decrease)
		\$'000	\$'000	%	\$'000	\$'000	%
Revenue	1	10,236	20,859	(51)	47,044	86,624	(46)
Cost of sales	2	(4,874)	13,563	n.m.	(25,201)	(3,491)	n.m.
Gross profit		5,362	34,422	(84)	21,843	83,133	(74)
Other income	3	14,251	11,929	19	73,275	26,841	n.m.
Rental income		213	640	(67)	934	2,617	(64)
Distribution costs		(542)	(816)	(34)	(1,163)	(2,079)	(44)
Administrative costs	4	(2,103)	(4,271)	(51)	(12,435)	(14,752)	(16)
Changes in fair value of derivative financial instrument		-	-	-	-	304	(100)
Other operating expenses	5	(1,533)	3,206	n.m.	(6,813)	(3,002)	n.m.
Finance costs	6	(1,361)	(1,685)	(19)	(5,796)	(6,179)	(6)
Profit/(loss) from operations		14,287	43,425	(67)	69,845	86,883	(20)
Share of losses of associated companies and joint ventures	7	1,947	(4,995)	n.m.	(2,021)	(16,658)	(88)
Profit/(loss) before taxation		16,234	38,430	(58)	67,824	70,225	(3)
Taxation	8	(2,632)	(5,554)	(53)	(4,105)	(12,396)	(67)
Profit/(loss) after taxation for the period		13,602	32,876	(59)	63,719	57,829	10
Attributable to:							
Owners of the parent	9	6,317	32,141	(80)	55,704	55,745	(0)
Non-controlling interests		7,285	735	n.m.	8,015	2,084	n.m.
		13,602	32,876	(59)	63,719	57,829	10
Earnings per share (cents)							
- basic		0.85	4.35		7.54	7.55	
- diluted		0.85	4.35		7.54	7.55	

n.m.: Not Meaningful

A statement of comprehensive income (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

	3 months ended		Increase / (Decrease) %	12 months ended		Increase / (Decrease) %
	31/01/2017 \$'000	31/01/2016 \$'000		31/01/2017 \$'000	31/01/2016 \$'000	
Net profit for the period	13,602	32,876	(59)	63,719	57,829	10
Other comprehensive income/(expense) after tax						
Items that may be reclassified subsequently to profit and loss:						
Fair value gain/(loss) on available-for-sale financial assets recognised directly to equity	2,798	(3,727)	n.m.	4,618	(8,623)	n.m.
Reclassification of cumulative fair value loss to profit or loss account	650	-	100	650	-	100
Realisation of reserve upon disposal of subsidiary	-	-	-	3,310	-	100
Realisation of reserve upon disposal of joint venture	175	-	100	175	-	100
Exchange differences on translation of the financial statements of foreign entities (net)	506	1,689	(70)	1,473	(2,827)	n.m.
Other comprehensive income/(expense) for the period, net of tax	4,129	(2,038)	n.m.	10,226	(11,450)	n.m.
Total comprehensive income/(expense) for the period	17,731	30,838	(43)	73,945	46,379	59
Total comprehensive income/(expense) attributable to:						
Owners of the parent	17,223	30,367	(43)	72,375	44,558	62
Non-controlling interests	508	471	8	1,570	1,821	(14)
Total comprehensive income/(expense) for the period	17,731	30,838	(43)	73,945	46,379	59

n.m.: Not Meaningful

1(a)(ii) Notes to the income statement

- Group revenue decreased by \$39.6M to \$47.0M during current year from \$86.6M during previous year. It decreased by \$10.7M to \$10.2M in Q4 current year from \$20.9M in Q4 previous year. The decrease in revenue was mainly in construction, hotel and development segments. There is no revenue for construction segment since the Group is no longer tendering for third party construction contracts since 2015. The decrease in revenue in hotel segment was due to the sale of Duxton Hotel Saigon ("DHS") during current year and lower contribution from Duxton Perth as a result of lower room rates and occupancy. In the development segment, only one office unit at Paya Lebar Square ("PLS") was sold during the year.
- Cost of sales increased by \$21.7M to \$25.2M during current year from \$3.5M during previous year. It was \$4.9M in Q4 current year compared to positive \$13.6M in Q4 previous year. The increase in cost of sales was mainly due to write back of project cost for completed projects upon finalisation of accounts in construction segment during previous year offset by cost of sales of DHS being deconsolidated and reclassified to gain on disposal upon its sale during current year.
- Other income increased by \$46.5M to \$73.3M during current year from \$26.8M during previous year. It increased by \$2.4M to \$14.3M in Q4 current year from \$11.9M in Q4 previous year. The increase was mainly due to the extraordinary gain from sale of DHS of \$49.8M, Shanghai Xinfeng Realty Development Co.,Ltd ("Xinfeng") of \$5.7M and the Group's joint venture OSC-Duxton (Vietnam) Joint Venture Company Limited ("OSC-Duxton") of \$3.1M.

1(a)(ii) Notes to the income statement

- 4 Administrative costs decreased by \$2.4M to \$12.4M during current year from \$14.8M during previous year. It decreased by \$2.2M to \$2.1M in Q4 current year from \$4.3M in Q4 previous year. The decrease was mainly due to the administrative cost in DHS being deconsolidated and reclassified to gain on disposal upon its sale, lower depreciation due to the sale of warehouse at Sungei Kadut Loop previous year and lower directors profit sharing offset by higher administrative expenses of PLS.
- 5 Other operating expenses increased by \$3.8M to \$6.8M during current year from \$3.0M during previous year. It increased to \$1.5M in Q4 current year compared to positive \$3.2M in Q4 previous year. The increase is mainly due to additional provision for impairment loss on Balestier Tower project.
- 6 Finance costs decreased by \$0.4M to \$5.8M during current year from \$6.2M during previous year. It decreased by \$0.3M to \$1.4M in Q4 current year from \$1.7M in Q4 previous year. The decrease was mainly due to capital repayments and decrease in interest rate on bank borrowings for Paya Lebar Square Retail Mall ("PLSRM").
- 7 Share of losses of associated companies and joint ventures decreased by \$14.7M to \$2.0M during current year from \$16.7M during previous year. It decreased to positive \$2.0M in Q4 current year compared to \$5.0M in Q4 previous year. The decrease was mainly due to improved profit performance at Westgate Tower and AXA Tower and the write-off of development cost during previous year for Vung Tau project. Major tenants at Westgate Tower commenced operations in Q4 previous year and Westgate Tower achieved occupancy of 99.5% as at 15 March 2017. AXA Tower sold 3 units during current year and achieved occupancy of 86% as at 15 March 2017.
- 8 The basis of tax computation is set out below:

	3 months ended		Increase	12 months ended		Increase
	31/01/2017	31/01/2016	(Decrease)	31/01/2017	31/01/2016	(Decrease)
	\$'000	\$'000	%	\$'000	\$'000	%
Income tax expense:						
- current	(2,896)	(5,354)	(46)	(3,471)	(10,774)	(68)
- foreign tax	264	(200)	n.m.	(634)	(1,622)	(61)
	<u>(2,632)</u>	<u>(5,554)</u>	(53)	<u>(4,105)</u>	<u>(12,396)</u>	(67)

n.m.: Not Meaningful

Income tax decreased by \$8.3M to \$4.1M during current year from \$12.4M during previous year. It decreased by \$3.0M to \$2.6M in Q4 current year from \$5.6M in Q4 previous year. The decrease was mainly due to lower tax provision in business operations as a result of lower profits.

- 9 Net profit attributable to shareholders remains at \$55.7M during current year compared to previous year. The increased profits in hotel, investment and development segments offset the increased loss in construction segment. It decreased by \$25.8M to \$6.3M in Q4 current year from \$32.1M in Q4 previous year. The decrease was mainly due to decrease in third party construction contracts.

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

	Group		Note	Company	
	31/01/2017 \$'000	31/01/2016 \$'000		31/01/2017 \$'000	31/01/2016 \$'000
ASSETS					
Non-current assets					
Investment properties	309,999	315,915	1	18,613	18,812
Property, plant and equipment	137,191	162,463	1	5,521	5,155
Subsidiaries	-	-		288,256	280,257
Joint ventures	91,104	92,019	2	92,536	89,458
Associated companies	50,826	50,124	3	56	56
Long-term quoted equity investments	51,701	34,767	4	1,433	1,395
Other investment	32,000	32,000	15	-	-
Other receivables	-	72		-	-
Deferred tax assets	332	589		-	-
	<u>673,153</u>	<u>687,949</u>		<u>406,415</u>	<u>395,133</u>
Current assets					
Cash and cash equivalents	174,979	213,877	5	140,045	147,634
Fixed deposits	91,816	5,123	5	75,310	-
Short-term quoted equity investments	5,097	4,764		-	-
Amount owing by a non-controlling shareholder	-	350	10	-	-
Trade and other receivables and deposits	90,483	132,404	6	14,068	17,476
Inventories	420	487		-	-
Work in progress	-	-		709	114
Properties held for sale	7,932	8,791	14	-	-
Development properties	107,454	96,605	7	-	-
	<u>478,181</u>	<u>462,401</u>		<u>230,132</u>	<u>165,224</u>
Total assets	<u>1,151,334</u>	<u>1,150,350</u>		<u>636,547</u>	<u>560,357</u>
EQUITY AND LIABILITIES					
Capital and reserves					
Share capital	161,863	161,863		161,863	161,863
Capital reserves	(2,005)	(2,005)		-	-
Fair value reserves	7,764	2,569	8	713	622
Retained profits	497,239	467,606		396,200	333,236
Exchange fluctuation account	2,034	(2,475)	9	-	-
	<u>666,895</u>	<u>627,558</u>		<u>558,776</u>	<u>495,721</u>
Non-controlling interests	27,363	47,366	12	-	-
Total equity	<u>694,258</u>	<u>674,924</u>		<u>558,776</u>	<u>495,721</u>
LIABILITIES					
Non-current liabilities					
Bank borrowings	353,084	331,715	11	-	-
Amount owing to non-controlling shareholders of subsidiaries	58,157	56,479	10	-	-
Provisions	-	256		-	-
Deferred tax liabilities	2,164	991		-	-
	<u>413,405</u>	<u>389,441</u>		<u>-</u>	<u>-</u>
Current liabilities					
Trade and other payables	31,852	63,282	13	21,171	40,899
Amount owing to subsidiaries	-	-		55,855	14,478
Joint ventures	470	871	2	197	597
Amount owing to non-controlling shareholders of subsidiaries (non-trade)	440	415	10	-	-
Provisions	77	193		-	-
Provision for directors' fee	245	245		245	245
Provision for taxation	3,387	11,619		303	8,417
Bank borrowings	7,200	9,360	11	-	-
	<u>43,671</u>	<u>85,985</u>		<u>77,771</u>	<u>64,636</u>
Total liabilities	<u>457,076</u>	<u>475,426</u>		<u>77,771</u>	<u>64,636</u>
Total equity and liabilities	<u>1,151,334</u>	<u>1,150,350</u>		<u>636,547</u>	<u>560,357</u>

Notes to the balance sheets

- 1 The net book value of investment properties decreased by \$6.0M to \$310.0M as at 31 January 2017 from \$316.0 as at 31 January 2016. The decrease was mainly due to depreciation and write back of additional buyer stamp duty ("ABSD") for Balestier Tower project. Balestier Tower had obtained approval for change of use from mixed retail/residential development to mixed retail/serviced apartment subject to certain completion conditions. ABSD is not applicable to serviced apartment and hence its accrual was written back. The net book value of property, plant and equipment decreased by \$25.4M to \$137.1M as at 31 January 2017 from \$162.5M as at 31 January 2016. The decrease was mainly due to sale of DHS.
- 2 Joint ventures decreased by \$0.5M to \$90.6M as at 31 January 2017 from \$91.1M as at 31 January 2016. The decrease was mainly due to the disposal of joint venture OSC-Duxton.
- 3 Associated companies increased by \$0.7M to \$50.8M as at 31 January 2017 from \$50.1M as at 31 January 2016. The increase was mainly due to decreased share of losses at AXA Tower and increased exchange losses of joint venture in Malaysia due to the weakening of Malaysian Ringgit.
- 4 Long-term quoted equity investments increased by \$16.9M to \$51.7M as at 31 January 2017 from \$34.8M as at 31 January 2016. The increase was mainly due to purchase of quoted shares and increase in fair value of available-for-sale financial assets.
- 5 Cash and cash equivalents and fixed deposits increased by \$47.8M to \$266.8M as at 31 January 2017 from \$219.0M as at 31 January 2016 mainly due to proceeds received from sale of DHS.
- 6 Trade and other receivables and deposits decreased by \$41.9M to \$90.5M as at 31 January 2017 from \$132.4M as at 31 January 2016 mainly due to collections received in Q1 current year from buyers of office units at PLS upon it receiving CSC on 24 December 2015. Deposit of \$15.2M has been paid to Urban Redevelopment Authority ("URA") for the purchase of land at Perumal Road. On 18 January 2017, the Company was awarded the land tender at Perumal Road for residential with commercial at first storey development. The land purchase is targeted to complete on 18 April 2017. Planning and design of Perumal development has started and the project is targeted to complete by 2Q FY2023.
- 7 Development properties increased by \$10.9M to \$107.5M as at 31 January 2017 from \$96.6M as at 31 January 2016 mainly due to additional construction cost incurred for Kismis Residences. Kismis Residences, a freehold landed development at Upper Bukit Timah consisting of 31 units conventional landed and 7 units cluster landed is 28% completed as of 31 January 2017. It is targeted to obtain TOP in Q2 FY2019.
- 8 Fair value reserves increased by \$5.2M to \$7.8M as at 31 January 2017 from \$2.6M as at 31 January 2016 due to increase in fair value for long-term quoted equity investments.
- 9 Exchange fluctuation account increased to \$2.0M as at 31 January 2017 from negative \$2.5M as at 31 January 2016 mainly due to the foreign exchange translation gain from the sales proceeds of DHS.
- 10 Total amount owing to non-controlling shareholders of subsidiaries increased by \$2.1M to \$58.6M as at 31 January 2017 from \$56.5M as at 31 January 2016. The increase was mainly due to notional interest on shareholders loans for Kismis Residences and PLSRM during the year.
- 11 Total bank borrowings increased by \$19.2M to \$360.3M as at 31 January 2017 from \$341.1M as at 31 January 2016 due to final drawdown of bank loan by PLSRM upon obtaining CSC. Gearing was 0.14 as at 31 January 2017 compared to 0.19 as at 31 January 2016. The lower gearing was due to the increase in cash and cash equivalents and fixed deposits.
- 12 Non-controlling interests decreased by \$20.1M to \$27.3M as at 31 January 2017 from \$47.4M as at 31 January 2016. The decrease was due to dividend paid by Paya Lebar Development Pte Ltd during current year.
- 13 Trade and other payables decreased by \$31.4M to \$31.9M as at 31 January 2017 from \$63.3M as at 31 January 2016 mainly due to lower construction activity and write back of ABSD for Balestier Tower project. Balestier Tower had obtained approval for change of use from mixed retail/residential development to mixed retail/serviced apartment subject to certain completion conditions. ABSD is not applicable to serviced apartment and hence its accrual was written back.
- 14 Properties held for sale decreased by \$0.9M to \$7.9M as at 31 January 2017 from \$8.8M as at 31 January 2016 due to sale of office unit at PLS. As at 15 March 2017, there were two unsold office units and one unsold residential unit at PLS and Parkland Residences respectively.
- 15 The amount of \$32.0M is part of the 20% equity investment in AXA Tower. It was invested in the form of junior bonds which are expected to mature in year 2025 with a coupon rate of not less than 10% per annum repayable semi-annually.

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

	31/01/2017		31/01/2016	
	Secured \$'000	Unsecured \$'000	Secured \$'000	Unsecured \$'000
Amount repayable in one year or less, or on demand	7,200	-	9,360	-
Amount repayable after one year	353,084	-	331,715	-
	<u>360,284</u>	<u>-</u>	<u>341,075</u>	<u>-</u>

Details of any collateral

Borrowings are secured by the mortgages on the borrowing subsidiaries' development and investment properties and assignment of all rights and benefits with respect to the development and investment properties mortgaged.

1(c) A cash flow statement (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year

	12 months ended	
	31/01/2017	31/01/2016
	\$'000	\$'000
Cash Flow from Operating Activities		
Profit before taxation	67,824	70,225
Adjustments for:		
Share of results of associated companies and joint ventures	2,021	16,658
Depreciation of:		
-investment properties	2,973	3,358
-property, plant and equipment	3,012	4,564
Impairment loss on:		
-investment property	1,113	-
-property, plant and equipment	3,338	16
Gain on disposal of:		
-investment property	-	(4,024)
-property, plant and equipment	-	(3,827)
-joint venture	(3,583)	-
-subsidiary	(55,538)	-
Fair value (gain)/loss on financial assets at fair value through profit or loss	(430)	677
Changes in fair value of derivative financial instrument	-	(304)
Impairment loss on unquoted equity investment in a joint venture no longer required	-	(4,968)
Impairment loss on quoted investment	650	-
Bad debts written off	-	43
Provisions:		
-for the year	-	22
-no longer required	-	(2,297)
Interest expense	5,796	6,179
Interest income	(9,805)	(7,836)
Operating profit before working capital changes	17,371	78,486
Inventories	(12)	63
Development properties	(9,990)	(2,437)
Receivables	46,445	40,620
Payables	(29,815)	(98,780)
Cash generated from/(used in) operations	23,999	17,952
Interest paid	(5,958)	(5,777)
Income tax paid	(11,091)	(44,411)
Net cash generated from/(used in) operating activities	6,950	(32,236)

1(c) **A cash flow statement (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year**

	12 months ended	
	31/01/2017	31/01/2016
	\$'000	\$'000
Amount brought forward	6,950	(32,236)
Cash Flows from Investing Activities		
Acquisition of property, plant and equipment	4,115	(2,264)
Acquisition of investment property	1,830	-
Acquisition of quoted investments	(12,383)	(199)
Interest received	9,805	5,870
Fixed deposit with maturity more than three months	(75,212)	(343)
Capital contribution made to associated companies	-	(40,960)
Capital contribution made to joint ventures	-	(32,000)
Advances and loans (made to)/from joint ventures and associated companies	(4,221)	(4,404)
Dividends from joint ventures	-	70,446
Repayment of loans (to)/from joint ventures	-	265
Net proceeds from sale of joint venture	3,583	-
Net proceeds from sale of subsidiary (Note A)	55,538	-
Proceeds from disposal of investment property	-	5,275
Proceeds from disposal of property, plant and equipment	16,148	3,927
Net cash (used in)/generated from investing activities	(797)	5,613
Cash Flow from Financing Activities		
Dividends paid to shareholders of the Company	(29,553)	(36,941)
Dividends paid to minority shareholder of a subsidiary	(21,454)	-
Proceeds from bank borrowings	26,949	8,051
Repayment of bank borrowings	(7,740)	(9,000)
Loans from non-controlling shareholders of a subsidiary	1,679	2,935
Fixed deposit pledged	(11,480)	(14)
Net cash (used in)/generated from financing activities	(41,599)	(34,969)
Net increase/(decrease) in cash and cash equivalents	(35,446)	(61,592)
Cash and cash equivalents at beginning of year	213,876	276,026
Exchange differences on translation of cash and cash equivalent at beginning of year	(3,451)	(557)
Cash and cash equivalents at end of year	174,979	213,877

The Group has unused bank facilities of \$182.0M as of 31 January 2017.

The Group generated a net decrease of \$35.4M cash flow during current year compared to net decrease of \$61.6M during previous year. The net decrease in cash and cash equivalents was due to net cash generated in operating activities of \$7.0M offset by net cash used in investing and financing activities of \$0.8M and \$41.6M respectively.

1(c) A cash flow statement (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year

Note A:

The Group disposed of its subsidiaries DHS and Xin Feng during current year. The carrying value of assets disposed of and liabilities discharged were as follows:

	31 Jan 2017	31 Jan 2016
	\$'000	\$'000
Property, plant and equipment	17,070	-
Deferred tax assets	198	-
Inventory	71	-
Trade receivables	1,132	-
Other receivables	1,538	-
Deferred expenses	147	-
Cash and bank balances	1,151	-
Trade payables	(733)	-
Other payables	(461)	-
Provision for taxation	(199)	-
Provision for severance pay	(245)	-
Net assets disposed	19,669	-
Gain on disposal	55,538	-
Proceeds received	75,207	-
Less:		-
Cash balance in subsidiary disposed	(1,151)	-
Cash outflow to settle amount owing by subsidiary	(14,608)	-
Cash outflow on expenses relating to disposal of subsidiary	(2,265)	-
Exchange difference	(1,645)	-
Net cash inflow on disposal	55,538	-

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 year

	Share capital	Reserves	Retained profits	Total			
	\$'000	\$'000	\$'000	\$'000			
The Company							
Balance at 1/2/2016	161,863	622	333,236	495,721			
Total comprehensive income /(expense) for the year	-	91	92,517	92,608			
Dividends paid in respect of financial year ended 31 January 2015							
financial year ended 31 January 2015	-	-	(29,553)	(29,553)			
Balance at 31/1/2017	<u>161,863</u>	<u>713</u>	<u>396,200</u>	<u>558,776</u>			
Balance at 1/2/2015	161,863	1,272	233,186	396,321			
Total comprehensive income /(expense) for the year	-	(650)	136,991	136,341			
Dividends paid in respect of financial year ended 31 January 2014	-	-	(36,941)	(36,941)			
Balance at 31/1/2016	<u>161,863</u>	<u>622</u>	<u>333,236</u>	<u>495,721</u>			
	Share capital	Reserves	Retained profits	Exchange fluctuation account	Sub-total	Non- controlling interests	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
The Group							
Balance at 1/2/2016	161,863	564	467,606	(2,475)	627,558	47,366	674,924
Profit for the year	-	-	55,704	-	55,704	8,015	63,719
Other comprehensive income/(expense) for the year	-	5,195	3,482	7,994	16,671	(6,445)	10,226
Total comprehensive income /(expense) for the year	-	5,195	59,186	7,994	72,375	1,570	73,945
Realisation of reserve upon disposal of a subsidiary	-	-	-	(3,310)	(3,310)	-	(3,310)
Realisation of reserve upon disposal of a joint venture	-	-	-	(175)	(175)	-	(175)
Non-interest bearing loans from non controlling shareholders	-	-	-	-	-	(119)	(119)
Dividends paid in respect of financial year ended 31 January 2015	-	-	(29,553)	-	(29,553)	(21,454)	(51,007)
Balance at 31/1/2017	<u>161,863</u>	<u>5,759</u>	<u>497,239</u>	<u>2,034</u>	<u>666,895</u>	<u>27,363</u>	<u>694,258</u>
Balance at 1/2/2015	161,863	9,343	448,802	(68)	619,940	39,539	659,479
Notional interest on interest free shareholder loan	-	-	-	-	-	10,007	10,007
Profit for the year	-	-	55,745	-	55,745	2,084	57,829
Other comprehensive income/(expense) for the year	-	(8,779)	-	(2,407)	(11,186)	(264)	(11,450)
Total comprehensive income /(expense) for the year	-	(8,779)	55,745	(2,407)	44,559	1,820	46,379
Dividends paid in respect of financial year ended 31 January 2014	-	-	(36,941)	-	(36,941)	(4,000)	(40,941)
Balance at 31/1/2016	<u>161,863</u>	<u>564</u>	<u>467,606</u>	<u>(2,475)</u>	<u>627,558</u>	<u>47,366</u>	<u>674,924</u>

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

There was no change in the company's share capital as at 31 January 2017 compared to 31 January 2016.

There were no outstanding executives' share options granted as at 31 January 2017 and 31 January 2016.

There was no treasury share held or issued as at 31 January 2017 and 31 January 2016.

1(d)(iii) To show the total number of issued shares excluding treasury shares at the end of the current financial period and as at the end of the immediately preceding financial year

	As at 31-01-2017	As at 31-01-2016
Number of issued shares excluding treasury shares	738,816,000	738,816,000

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 as at 31 January 2017.

2. Whether the figures have been audited, or reviewed and in accordance with which standard (e.g. the Singapore Standard on Review Engagements 2400 (Engagements to Review Financial Statements), or an equivalent standard)

The figures have not been audited or reviewed.

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 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 methods of computation in the financial statements for the current financial period as compared with those used in the audited financial statements for the year ended 31 January 2017.

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 Group has adopted all the new and revised Financial Reporting Standards ("FRS") that are relevant to its operations and effective for annual periods beginning on or after 1 February 2016. The adoption of these new/revised FRSs and INT FRSs does not result in changes to the Group's and Company's accounting policies and has no material effect on the amounts reported for the current period or prior years.

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

	3 months ended		12 months ended	
	31/1/2017	31/1/2016	31/1/2017	31/1/2016
Earnings per ordinary share for the period based on net profit attributable to shareholders of the Company:				
(i) Based on weighted average number of ordinary shares in issue	0.85 cents	4.35 cents	7.54 cents	7.55 cents
(ii) On a fully diluted basis	0.85 cents	4.35 cents	7.54 cents	7.55 cents

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

	Group		Company	
	31/1/2017	31/1/2016	31/1/2017	31/1/2016
Net asset value per ordinary share	90 cents	85 cents	76 cents	67 cents
Net tangible assets backing per ordinary share	90 cents	85 cents	76 cents	67 cents

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

Construction

Revenue for construction segment decreased by \$19.1M to \$0.6M during current year from \$19.7M during previous year. There is no revenue recognized in Q4 current year as compared to \$0.3M in Q4 previous year. There is no revenue from construction segment since the Group is no longer tendering for third party construction contracts since 2015.

Net profit before tax and non-controlling interests for construction segment decreased by \$57.6M to \$2.4M in current year from \$60.0M in previous year. Net profit before tax and non-controlling interests for construction segment decreased by \$28.2M to \$0.1M in Q4 current year from \$28.3M in Q4 previous year. The decrease was mainly due to absence of construction revenue for third party projects offset by the gain on sale of warehouse at Sungei Kadut Loop during previous year.

Hotel and F&B business

Revenue for hotel & F&B businesses decreased by \$11.8M to \$27.3M during current year from \$39.1M during previous year. It decreased by \$3.4M to \$6.4M in Q4 current year from \$9.8M in Q4 previous year. The decrease was mainly due to sale of DHS in May 2016 and lower room rates and lower occupancy in Duxton Hotel Perth.

Net profit before tax and non-controlling interests for hotel segment increased by \$44.0M to \$51.1M during current year from \$7.1M during previous year. The increase was mainly due to extraordinary gain on sale of DHS. Net profit before tax and non-controlling interests for hotel segment increased by \$1.3M to \$3.9M in Q4 current year from \$2.6M in Q4 previous year.

Balestier Tower project had obtained approval for change of use from mixed retail/residential development to mixed retail/serviced apartment subject to certain completion conditions. This project is included in Hotel segment. The retail component is classified as Investment Property while the serviced apartment component is classified as Property, Plant and Equipment. The project is 2% completed as at 31 January 2017. It is targeted to obtain TOP by Q2 FY2020.

Development

Development revenue decreased by \$6.4M to \$1.8M during current year from \$8.2M during previous year. No revenue was recognised in Q4 current year compared to \$4.6M in Q4 previous year. The decrease was due to higher sales of residential units at Parkland Residences and office units at PLS during Q4 previous year.

Net profit before tax and non-controlling interests for development segment increased by \$3.4M to \$8.1M during current year from \$4.7M during previous year. It increased by \$0.9M to \$8.0M in Q4 current year from \$7.1M in Q4 previous year. The increase was mainly due to extraordinary gain on sale of Xin Feng and OSC-Duxton offset by lower revenue from development projects. The Group had received \$2.07M (RMB10 million) from the sale of Xinfeng and the remaining consideration of \$4.73M was kept in an escrow account in Shanghai as at 15 March 2017. The consideration of \$3.6M from the sale of OSC-Duxton which was outstanding as at 31 January 2017 was received in full by the Group on 14 March 2017. As at 15 March 2017, there were two unsold office units and one unsold residential unit at PLS and Parkland Residences respectively. There was no new sales launches during current year.

Kismis Residences, a freehold landed development at Upper Bukit Timah consisting of 31 units conventional landed and 7 units cluster landed is 28% completed as of 31 January 2017. It is targeted to launch for sales by Q2 FY2018 and it is expected to obtain TOP by Q2 FY2019.

On 18 January 2017, the Company was awarded the land tender at Perumal Road for residential with commercial at first storey development. Planning and design of Perumal development has started and the project is targeted to complete by Q2 FY2023.

Investments

Investment revenue decreased by \$2.4M to \$17.3M during current year from \$19.7M during previous year. It decreased by \$2.3M to \$3.8M in Q4 current year from \$6.1M in Q4 previous year. The decrease was mainly due to rent free incentive for the tenants fit out period of PLSRM included as revenue in previous year. PLSRM achieved rental occupancy of 100% as at 15 March 2017.

Net profit before tax and non-controlling interests for investment segment was \$6.1M during current year compared to negative \$1.5M during previous year. It increased by \$3.8M to \$4.2M in Q4 current year from \$0.4M in Q4 previous year. The improved profitability performance was mainly due to the decrease in share of losses from Westgate Tower and AXA Tower. Major tenants at Westgate Tower commenced operations in Q4 previous year and Westgate Tower achieved occupancy of 99.5% as at 15 March 2017. AXA Tower sold 3 units during current year and achieved occupancy of 86% as at 15 March 2017.

While investment properties of the Group has obtained above 85% occupancy, the Group will strive to maintain rental rates for renewals amid the softening rental market.

Net profit attributable to shareholders

Net profit attributable to shareholders remains at \$55.7M during current year compared to previous year. The increased profits in hotel, investment and development segments offset the increased loss in construction segment. It decreased by \$25.8M to \$6.3M in Q4 current year from \$32.1M in Q4 previous year. The decrease was mainly due to decrease in third party construction contracts.

Balance Sheet

Group shareholders' funds increased by \$39.3M to \$666.9M as at 31 January 2017 from \$627.6M as at 31 January 2016. Cash and cash equivalents and fixed deposits increased by \$47.8M to \$266.8M as at 31 January 2017 from \$219.0M as at 31 January 2016. The Group's bank borrowings increased by \$19.2M to \$360.3M as at 31 January 2017 from \$341.1M as at 31 January 2016. Gearing was 0.14 as at 31 January 2017 compared to 0.19 as at 31 January 2016.

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 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 cooling measures introduced by the Singapore government continue to dampen demand for properties. Office and retail rents remain under pressure with the influx of new supply and increased competition from online business. The Group will continue to be selective in land bidding and investments projects.

11. Dividend

(a) Current Financial Period Reported On

Any dividend declared/recommended for the current financial period reported on? Yes

Name of Dividend : First & Final Dividend
Dividend Type : Cash
Dividend Amount : 3.0 cents per ordinary share
Tax Rate : Tax exempt (One-Tier tax)

Name of Dividend : Special Dividend
Dividend Type : Cash
Dividend Amount : 1.0 cents per ordinary share
Tax Rate : Tax exempt (One-Tier tax)

(b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year? Yes

Name of Dividend : First & Final Dividend
Dividend Type : Cash
Dividend Amount : 3.0 cents per ordinary share
Tax Rate : Tax exempt (One-Tier tax)

Name of Dividend : Special Dividend
Dividend Type : Cash
Dividend Amount : 1.0 cents per ordinary share
Tax Rate : Tax exempt (One-Tier tax)

(c) Date payable

Subject to shareholders' approval at the Annual General meeting to be held on 31 May 2017, the proposed first and final dividend and the special dividend will be paid on 21 June 2017.

(d) Books closure date

The Share Transfer Books and the Register of Members of the Company will be closed on 12 June 2017 after 5.00 p.m for the purpose of determining shareholders' entitlement to the first and final dividend and the special dividend.

Duly completed registrable transfers received by the Company's Share Registrar, KCK CorpServe Pte. Ltd., 333 North Bridge Road #08-00, KH KEA Buildings, Singapore 188721 up to 5.00 p.m. on 12 June 2017 will be registered to determine shareholders' entitlements to the said proposed first and final dividend and the special dividend. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 12 June 2017 will be entitled to the abovementioned proposed first and final dividend and the special dividend.

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

Not applicable

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.**

Not applicable

14. **Confirmation by Directors**

The Board of Directors of the Company hereby confirm that, to the best of their knowledge, nothing has come to the attention of the board of directors, which may render the unaudited consolidated financial results for the full year ended 31 January 2017 to be false or misleading in any material aspect.

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

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

PART II - ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT

16. **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**

	Construction		Development		Hotels		Investments		Consolidated	
	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
REVENUE										
Total sales	8,629	23,552	1,800	8,201	65,854	43,984	17,508	19,824	93,791	95,561
Inter-segment sales	(8,054)	(3,883)	-	-	(38,520)	(4,915)	(173)	(139)	(46,747)	(8,937)
External sales	575	19,669	1,800	8,201	27,334	39,069	17,335	19,685	47,044	86,624
RESULTS										
Segment results	2,455	60,088	8,524	10,193	51,121	7,114	13,541	15,667	75,641	93,062
Finance costs	(29)	(97)	-	-	(1)	-	(5,766)	(6,082)	(5,796)	(6,179)
	2,426	59,991	8,524	10,193	51,120	7,114	7,775	9,585	69,845	86,883
Share of (losses)/profits in joint ventures/ associated companies	-	-	(418)	(5,524)	-	-	(1,603)	(11,134)	(2,021)	(16,658)
	2,426	59,991	8,106	4,669	51,120	7,114	6,172	(1,549)	67,824	70,225
Taxation									(4,105)	(12,396)
Non-controlling interests									(8,015)	(2,084)
Net profit									55,704	55,745

17. In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the operating segments

The Group's construction business is focussed on non-third party development projects since 2015.

The Group's development projects Parkland Residences, a DBSS development and Paya Lebar Square, a commercial development, obtained TOP on 29 October 2014 and 3 November 2014 respectively. Kismis Residences, a freehold landed development at Upper Bukit Timah consisting of 31 units conventional landed and 7 units cluster landed is 28% completed as of 31 January 2017. It is targeted to obtain TOP in Q2 FY2019.

On 18 January 2017, the Company was awarded the land tender at Perumal Road for residential with commercial at first storey development. Planning and design of the Perumal development has started and the project is targeted to complete by Q2 FY2023.

The Group has one hotel, viz. Duxton Hotel Perth in Australia. DHS was disposed of in Q2 current year for a consideration of US\$ 49.0M which included repayment of shareholder loan of US\$ 10.6M.

The Group's main investments are investment properties in Singapore and Malaysia as well as some quoted equity investments. Key investment properties include PLSRM and Westgate Tower. Balestier Tower has obtained approval to be re-developed to a mixed commercial/service apartment from mixed commercial/residential apartment development. It is targeted to obtain TOP by Q2 FY2020.

Please refer to paragraph 8 above on changes in turnover and profit.

18. A breakdown of sales

	12 months ended		Increase / (Decrease) %
	31/01/2017 \$'000	31/01/2016 \$'000	
Sales reported for first half year	24,406	47,071	(48)
Operating profit after tax before deducting non-controlling interests reported for first half year	46,740	12,675	n.m.
Sales reported for second half year	22,638	39,553	(43)
Operating profit after tax before deducting non-controlling interests reported for second half year	16,979	45,154	(62)
n.m.: Not Meaningful			

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

	Latest Full Year	Previous Full Year
	\$'000	\$'000
Ordinary one-tier dividend	22,164	22,164
Special one-tier dividend	7,388	7,388
	<u>29,552</u>	<u>29,552</u>

20. Interested parties transactions

Name of interested person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000)
Consistent Records Sdn Bhd	Bina Meganmas Sdn Bhd : S\$ 972,683.54 Loan	N/A

Pursuant to Chapter 9 of the SGX-ST Listing Manual, the above interested person transactions are either below the relevant materiality threshold or exempted from shareholders' approval.

21. 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.

	Name	Age	Family Relationship with any Director, CEO and/or Substantial Shareholder	Current position and duties, and the year the position was first held	Details of changes in duties and position held, if any, during the year
1.	Low Poh Kok	44	Brother of Low Poh Kuan. Nephew of Tan Sri Dato' Low Keng Huat and Low Keng Boon @ Lau Boon Sen. Cousin of Dato' Marco Low Peng Kiat.	Manager, Property Development with effect from 3/1/2005.	Nil
2.	Low Chin Han	36	Son of Low Keng Boon @ Lau Boon Sen. Nephew of Tan Sri Dato' Low Keng Huat. Cousin of Dato' Marco Low Peng Kiat and Low Poh Kuan.	Director of Duxton Hotel Perth with effect from 1/11/2011. Appointed as Director – Hospitality with effect from March 2014	Nil

BY ORDER OF THE BOARD

Low Keng Boon
Joint Managing Director

Dato' Marco Low Peng Kiat
Joint Managing Director

31 March 2017