



**Third Quarter And Nine-Month Financial Statement And Dividend Announcement**

Third Quarter And Nine-Month financial statements on consolidated results for the period ended 28 February 2015.

These figures have not been audited.

**PART I INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF-YEAR AND FULL YEAR RESULTS.**

1(a)(i) An income statement and statement of comprehensive income, or a statement of Comprehensive income for the group, together with a comparative statement for the corresponding period of the immediately preceding financial year.

	The Group					
	Third Quarter Ended		% Increase /(Decrease)	Nine Months Ended		% Increase /(Decrease)
	28.2.2015	28.2.2014		28.2.2015	28.2.2014	
	S\$'000	S\$'000	S\$'000	S\$'000		
	Restated		Restated			
<b>Revenue</b>	202,276	244,516	-17.3%	569,887	536,154	6.3%
Cost of sales	(179,153)	(174,707)	2.5%	(513,152)	(432,667)	18.6%
<b>Gross profit</b>	23,123	69,809	-66.9%	56,735	103,487	-45.2%
Other operating income	2,584	1,818	42.1%	7,991	5,275	51.5%
Distribution expenses	(1,634)	(104)	1471.2%	(1,876)	(392)	378.6%
Administrative expenses	(7,556)	(9,437)	-19.9%	(19,086)	(18,294)	4.3%
Other operating expenses	(2,335)	(2,291)	1.9%	(7,172)	(5,216)	37.5%
Finance costs	(1,338)	(867)	54.3%	(4,011)	(1,936)	107.2%
Share of results of associates	4,368	110	3870.9%	17,484	(2,486)	*nm
Share of results of joint ventures	3,838	2,153	78.3%	12,178	3,785	221.7%
<b>Profit before taxation</b>	21,050	61,191	-65.6%	62,243	84,223	-26.1%
Taxation	(1,670)	(8,618)	-80.6%	(4,307)	(12,013)	-64.1%
<b>Profit for the period</b>	19,380	52,573	-63.1%	57,936	72,210	-19.8%
<b>Other comprehensive income :</b>						
<b>Items that may be reclassified subsequently to profit or loss:</b>						
Foreign currency translation (loss) / gain	(15)	8	*nm	(17)	4	*nm
Net gain / (loss) on fair value changes of available-for- sale financial assets	344	(92)	*nm	(6,928)	64	*nm
<b>Other comprehensive income / (loss) for the period, net of tax</b>	329	(84)	*nm	(6,945)	68	*nm
Total comprehensive income for the period	19,709	52,489	-62.5%	50,991	72,278	-29.5%
<b>Profit attributable to :</b>						
Owners of the Company	18,378	33,650	-45.4%	53,869	50,947	5.7%
Non-controlling interests	1,002	18,923	-94.7%	4,067	21,263	-80.9%
	19,380	52,573	-63.1%	57,936	72,210	-19.8%
<b>Total comprehensive income attributable to:</b>						
Owners of the Company	18,707	33,566	-44.3%	46,924	51,015	-8.0%
Non-controlling interests	1,002	18,923	-94.7%	4,067	21,263	-80.9%
	19,709	52,489	-62.5%	50,991	72,278	-29.5%

**Note :**

A) Net loss on fair value changes of available-for-sale financial assets of \$6.9 million in 9M15 was mainly due to the unrealised loss arising from the valuation of 38 million quoted ordinary shares of Centurion Corporation Limited ("CCL").

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

	The Group						
	Third Quarter Ended		% Increase /(Decrease)	Nine Months Ended		% Increase /(Decrease)	
	28.2.2015	28.2.2014		28.2.2015	28.2.2014		
	S\$'000	S\$'000	S\$'000	S\$'000			
	Restated		Restated				
Other income including interest income	Note 1	2,463	1,570	56.9%	6,564	4,369	50.2%
Gain on disposal of property, plant & equipment		67	74	-9.5%	1,049	463	126.6%
Depreciation of property, plant and equipment	Note 2	(4,049)	(3,220)	25.7%	(11,664)	(8,818)	32.3%
Foreign exchange (loss) / gain		17	(6)	-383.3%	(19)	(6)	216.7%
Dividend income from investment securities	Note 3	4	4	0.0%	204	19	973.7%
Allowance for doubtful debt & bad debt written off		(321)	(458)	-29.9%	(627)	(462)	35.7%

\* Not Meaningful

**Explanatory notes:**

- 1 The increase in other income and interest income by \$2.2m from \$4.4m in 9M14 to \$6.6m in 9M15 was mainly due to the increase in corporate bond interest received.
- 2 The increase in depreciation of property, plant and equipment by \$2.9m from \$8.8m in 9M14 to \$11.7m in 9M15 was mainly due to the addition of plant and equipment as well as purchases of vessels.
- 3 The increase in dividend income by \$0.18m from \$0.019 million in 9M14 to \$0.2 million in 9M15 mainly arose from the Group's investment securities in CCL.

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.

	The Group		The Company	
	S\$'000		S\$'000	
	28-Feb-15	31-May-14	28-Feb-15	31-May-14
		<b>Restated</b>		<b>Restated</b>
<b><u>Non-current assets</u></b>				
Property, plant and equipment	93,890	82,038	-	-
Investment properties	314,220	262,386	-	-
Investments in joint ventures	17,805	5,628	700	700
Investments in subsidiaries	-	-	67,290	51,130
Investments in associates	8,253	-	1,200	1,200
Deferred tax assets	141	305	-	-
Investment securities	57,563	98,918	21,660	28,120
	<b>491,872</b>	<b>449,275</b>	<b>90,850</b>	<b>81,150</b>
<b><u>Current assets</u></b>				
Construction work-in-progress in excess of progress billings	7,763	9,252	-	-
Development properties	25,447	22,325	-	-
Development properties held for sale	4,968	4,968	-	-
Inventories	3,382	4,504	-	-
Trade receivables	167,713	132,539	-	-
Other receivables and deposits	12,449	22,023	129	130
Prepayments	1,537	1,722	4	4
Receivables from related parties	1	1	163,220	117,197
Amounts due from joint ventures	58,725	74,925	19,329	36,928
Amounts due from associates	128,070	94,607	6,840	9,224
Investment securities	42,822	1,013	-	-
Cash and cash equivalents	153,607	148,237	875	35,369
	<b>606,484</b>	<b>516,116</b>	<b>190,397</b>	<b>198,852</b>
<b><u>Current liabilities</u></b>				
Progress billings in excess of construction work-in-progress	123,860	82,483	-	-
Trade and other payables	193,994	148,086	75	46
Accruals	14,391	24,216	361	448
Amounts due to associates	12,762	12,249	76	-
Amounts due to joint ventures	33,407	33,272	-	-
Amounts due to subsidiaries	-	-	156,055	148,845
Bank loans	60,002	52,109	-	-
Bill Payable	395	-	-	-
Obligations under hire purchases	5,246	4,222	-	-
Provision for taxation	5,395	15,968	4	-
	<b>449,452</b>	<b>372,605</b>	<b>156,571</b>	<b>149,339</b>
<b>Net current assets</b>	<b>157,032</b>	<b>143,511</b>	<b>33,826</b>	<b>49,513</b>
<b><u>Non-current liabilities</u></b>				
Investment in associates	-	389	-	-
Refundable rental deposit	545	564	-	-
Bank loans	162,421	125,803	-	-
Obligations under hire purchase	10,892	8,354	-	-
Deferred tax liabilities	2,841	2,294	-	-
	<b>176,699</b>	<b>137,404</b>	<b>-</b>	<b>-</b>
<b>Net assets</b>	<b>472,205</b>	<b>455,382</b>	<b>124,676</b>	<b>130,663</b>
<b><u>Equity attributable to equity holders of the Company</u></b>				
Share capital	82,275	82,275	82,275	82,275
Treasury share	(12,647)	-	(12,647)	-
Capital reserve	(221)	474	-	-
Foreign currency translation reserve	(25)	(8)	-	-
Fair value adjustment reserve	514	7,442	(60)	6,400
Retained earnings	341,302	304,454	55,108	41,988
	411,198	394,637	124,676	130,663
Non-controlling interests	61,007	60,745	-	-
<b>Total equity</b>	<b>472,205</b>	<b>455,382</b>	<b>124,676</b>	<b>130,663</b>

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

**Amount repayable in one year or less, or on demand**

As at 28 February 2015

Secured (S\$)	Unsecured (S\$)
65,643,000	-

As at 31 May 2014

Secured (S\$)	Unsecured (S\$)
56,331,000	-

**Amount repayable after one year**

As at 28 February 2015

Secured (S\$)	Unsecured (S\$)
173,313,000	-

As at 31 May 2014

Secured (S\$)	Unsecured (S\$)
134,157,000	-

**Details of any collateral**

As at 28 February 2015, the Group's borrowings of \$239.0 million ( 31 May 2014 : \$190.5 million) are secured by the Group's freehold and leasehold properties, development properties, investment properties, barges, tug boats, plant, machinery and motor vehicles and investment securities. The bank facilities of the subsidiary companies are also secured by corporate guarantees from 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.

	The Group		The Group	
	Third Quarter ended		9 Months ended	
	28-Feb-15	28-Feb-14	28-Feb-15	28-Feb-14
		Restated		Restated
<b>Cash flows from operating activities</b>	S\$'000	S\$'000	S\$'000	S\$'000
Profit before tax	21,050	61,191	62,243	84,223
<u>Adjustments for:-</u>				
Depreciation of property, plant and equipment	4,049	3,220	11,664	8,818
Dividend income from investment securities	(4)	(4)	(204)	(19)
Gain on disposal of property, plant and equipment	(67)	(74)	(1,049)	(463)
Net fair value (gain) / loss on investment securities	-	(1)	3	(1)
Gain on disposal of investment securities	-	-	(23)	(154)
Gain on bargain purchase	-	(119)	-	(119)
Interest income	(1,670)	(1,312)	(4,627)	(3,418)
Interest expense	1,338	867	4,011	1,936
Unrealised exchange differences	(13)	8	(13)	10
Asset written off	-	1	-	5
Allowance for bad debts	321	452	321	452
Bad debt written off	-	6	306	10
Share of results of associates and joint ventures	(8,206)	(2,263)	(29,662)	(1,299)
<b>Operating cash flows before changes in working capital</b>	<b>16,798</b>	<b>61,972</b>	<b>42,970</b>	<b>89,981</b>
<u>Changes in working capital :-</u>				
Development properties	(6,063)	(2,795)	(2,897)	(17,685)
Construction work-in-progress	9,258	(12,389)	45,008	(9,655)
Inventories	2,285	(2,012)	1,122	(3,993)
Trade receivables	(7,191)	(11,407)	(35,495)	1,602
Other receivables and deposits	4,047	(3,240)	9,562	(14,324)
Prepayments	245	(440)	185	(48)
Property held for sale	-	-	-	421
Trade payables, other payables, accruals and bills payable	(2,123)	(9,382)	21,858	7,898
Balances with related parties	(3,701)	(11,763)	(15,261)	(31,352)
	<b>(3,243)</b>	<b>(53,428)</b>	<b>24,082</b>	<b>(67,136)</b>
Cash flows from operations	<b>13,555</b>	<b>8,544</b>	<b>67,052</b>	<b>22,845</b>
Interest paid capitalised in development properties	(82)	(121)	(225)	(468)
Income tax paid	(6,899)	(1,933)	(14,170)	(6,870)
<b>Net cash flows from operating activities</b>	<b>6,574</b>	<b>6,490</b>	<b>52,657</b>	<b>15,507</b>
<u>Cash flows from investing activities</u>				
Interest received	1,126	630	4,012	2,560
Dividend income from investment securities	4	4	204	19
Dividend income from an associate	-	-	9,880	-
Additional investment in investment securities	(4,004)	(5,512)	(7,758)	(68,228)
Purchase of property, plant and equipment	(2,505)	(3,809)	(16,081)	(11,069)
Purchase of investment properties	(222)	(1,515)	(51,834)	(10,636)
Proceeds from disposal of property, plant and equipment	72	195	1,142	628
Net cash outflow on acquisition of a subsidiary	-	(3,705)	-	(3,705)
(Loan to) / repayment of loan by associates	(14,191)	(2,804)	(25,522)	12,528
Investment in associates	(980)	-	(982)	(1,200)
Repayment by joint ventures	180	6,145	24,089	20,267
Proceeds from disposal of investment securities	-	-	1,024	7,772
<b>Net cash flows used in investing activities</b>	<b>(20,520)</b>	<b>(10,371)</b>	<b>(61,826)</b>	<b>(51,064)</b>
<u>Cash flows from financing activities</u>				
Interest paid	(1,338)	(867)	(4,011)	(1,936)
Proceeds from bank loans and bills payable	1,413	3,466	46,346	66,974
Repayment of hire purchase creditors	(2,174)	(1,370)	(3,968)	(3,735)
Repayment of bank loans	(839)	(21,299)	(1,440)	(21,909)
Dividend paid on ordinary shares	(5,101)	-	(17,021)	(6,622)
Purchase of treasury shares	(675)	-	(12,647)	-
Dividend paid to a non-controlling shareholder of a subsidiary	-	-	(4,500)	(300)
Loan from the minority shareholder of subsidiary companies	9,384	174	11,784	2,391
Capital contribution from a non-controlling shareholder	-	-	-	350
<b>Net cash flows from / (used in) financing activities</b>	<b>670</b>	<b>(19,896)</b>	<b>14,543</b>	<b>35,213</b>
Net (decrease) / increase in cash and cash equivalents	<b>(13,276)</b>	<b>(23,777)</b>	<b>5,374</b>	<b>(344)</b>
Cash and cash equivalents at beginning of the period	166,885	163,959	148,237	140,531
Effect of exchange rate changes on cash and cash equivalents	(2)	-	(4)	(5)
<b>*Cash and cash equivalents at end of the period</b>	<b>153,607</b>	<b>140,182</b>	<b>153,607</b>	<b>140,182</b>
<b>* Breakdown of cash and cash equivalents at the end of period :</b>				
Cash at bank and in hand	104,647	71,897	104,647	71,897
Fixed deposits	48,960	68,285	48,960	68,285
<b>Total</b>	<b>153,607</b>	<b>140,182</b>	<b>153,607</b>	<b>140,182</b>

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 immediate preceding financial year.

	Group							
	Share Capital	Treasury Shares	Capital reserve	Translation Reserves	Fair Value Adjustment Reserves	Retained earnings	Non-controlling interests	Total equity
	S\$ '000	S\$ '000	S\$ '000	S\$ '000	S\$ '000	S\$ '000	S\$ '000	S\$ '000
<b>(i) Group - 9M FY2014</b>								
<b>Balance as at 1 June 2013</b>	82,275	-	474	(11)	592	177,320	1,444	262,094
Effect of the change in accounting policy	-	-	-	-	-	46,618	28,245	74,863
As restated at 1 June 2013	82,275	-	474	(11)	592	223,938	29,689	336,957
Profit for the period	-	-	-	-	-	50,947	21,263	72,210
<u>Other comprehensive income</u>								
Net gain on fair value changes of available-for-sale financial assets	-	-	-	-	64	-	-	64
Foreign currency translation gain	-	-	-	4	-	-	-	4
Other comprehensive income for the period, net of tax	-	-	-	4	64	-	-	68
<b>Total comprehensive income for the period</b>	-	-	-	4	64	50,947	21,263	72,278
<u>Contribution by and distribution to owners</u>								
Capital contributed by non-controlling interest	-	-	-	-	-	-	350	350
Dividend on ordinary shares	-	-	-	-	-	(6,622)	(300)	(6,922)
<b>Total transactions with owners in their capacity as owners</b>	-	-	-	-	-	(6,622)	50	(6,572)
<b>Balance as at 28 Feb 2014</b>	82,275	-	474	(7)	656	268,263	51,002	402,663
<b>(ii) Group - 9M FY2015</b>								
<b>Balance as at 1 June 2014</b>	82,275	-	474	(8)	7,442	304,454	60,745	455,382
Profit for the period	-	-	-	-	-	53,869	4,067	57,936
<u>Other comprehensive income</u>								
Net loss on fair value changes of available-for-sale financial assets	-	-	-	-	(6,928)	-	-	(6,928)
Foreign currency translation loss	-	-	-	(17)	-	-	-	(17)
Other comprehensive income / (loss) for the period, net of tax	-	-	-	(17)	(6,928)	-	-	(6,945)
<b>Total comprehensive income / (loss) for the period</b>	-	-	-	(17)	(6,928)	53,869	4,067	50,991
<u>Contribution by and distribution to owners</u>								
Disposal and acquisition of non-controlling interests without a change in control	-	-	(695)	-	-	-	695	-
Dividend paid to non-controlling shareholders of subsidiaries	-	-	-	-	-	-	(4,500)	(4,500)
Dividend on ordinary shares	-	-	-	-	-	(17,021)	-	(17,021)
Purchase of treasury shares	-	(12,647)	-	-	-	-	-	(12,647)
<b>Total transactions with owners in their capacity as owners</b>	-	(12,647)	(695)	-	-	(17,021)	(3,805)	(34,168)
<b>Balance as at 28 Feb 2015</b>	82,275	(12,647)	(221)	(25)	514	341,302	61,007	472,205

	Group							
	Share Capital	Treasury Shares	Capital reserve	Translation Reserves	Fair Value Adjustment Reserves	Retained earnings	Non-controlling interests	Total equity
	S\$ '000	S\$ '000	S\$ '000	S\$ '000	S\$ '000	S\$ '000	S\$ '000	S\$ '000
<b>(iii) Group - 3Q FY2014</b>								
<b>Balance as at 1 Dec 2013</b>	82,275	-	474	(15)	748	234,613	32,079	350,174
Profit for the period	-	-	-	-	-	33,650	18,923	52,573
<u>Other comprehensive income</u>								
Net loss on fair value changes of available-for-sale financial assets	-	-	-	-	(92)	-	-	(92)
Foreign currency translation gain	-	-	-	8	-	-	-	8
Other comprehensive income / (loss) for the period, net of tax	-	-	-	8	(92)	-	-	(84)
<b>Total comprehensive income / (loss) for the period</b>	-	-	-	8	(92)	33,650	18,923	52,489
<u>Contribution by and distribution to owners</u>								
Capital contributed by non-controlling interest	-	-	-	-	-	-	-	-
Dividend on ordinary shares	-	-	-	-	-	-	-	-
<b>Total transactions with owners in their capacity as owners</b>	-	-	-	-	-	-	-	-
<b>Balance as at 28 Feb 2014</b>	82,275	-	474	(7)	656	268,263	51,002	402,663
<b>(iv) Group - 3Q FY2015</b>								
<b>Balance as at 1 Dec 2014</b>	82,275	(11,972)	(221)	(10)	170	328,025	60,005	458,272
Profit for the period	-	-	-	-	-	18,378	1,002	19,380
<u>Other comprehensive income</u>								
Net gain on fair value changes of available-for-sale financial assets	-	-	-	-	344	-	-	344
Foreign currency translation loss	-	-	-	(15)	-	-	-	(15)
Other comprehensive (loss) / income for the period, net of tax	-	-	-	(15)	344	-	-	329
<b>Total comprehensive (loss) / income for the period</b>	-	-	-	(15)	344	18,378	1,002	19,709
<u>Contribution by and distribution to owners</u>								
Disposal and acquisition of non-controlling interests without a change in control	-	-	-	-	-	-	-	-
Dividend paid to non-controlling shareholders of subsidiaries	-	-	-	-	-	-	-	-
Dividend on ordinary shares	-	-	-	-	-	(5,101)	-	(5,101)
Purchase of treasury shares	-	(675)	-	-	-	-	-	(675)
<b>Total transactions with owners in their capacity as owners</b>	-	(675)	-	-	-	(5,101)	-	(5,776)
<b>Balance as at 28 Feb 2015</b>	82,275	(12,647)	(221)	(25)	514	341,302	61,007	472,205

	Company				
	Share Capital	Treasury Shares	Fair Value Adjustment Reserves	Retained earnings	Total equity
<b>(v) Company - 9M FY2014</b>	S\$ '000	S\$ '000	S\$ '000	S\$ '000	S\$ '000
<b>Balance as at 1 June 2013</b>	82,275	-	-	23,353	105,628
Loss for the period	-	-	-	(822)	(822)
Other comprehensive income for the period, net of tax	-	-	-	-	-
<b>Total comprehensive loss for the period</b>	-	-	-	(822)	(822)
<u>Distribution to owners</u>					
Dividends on ordinary shares	-	-	-	(6,622)	(6,622)
<b>Balance as at 28 Feb 2014</b>	82,275	-	-	15,909	98,184
<b>(vi) Company - 9M FY2015</b>					
<b>As at 1 June 2014</b>	82,275	-	6,400	41,988	130,663
Profit for the period	-	-	-	30,141	30,141
<u>Other comprehensive income</u>					
Net loss on fair value changes of available-for-sale financial assets	-	-	(6,460)	-	(6,460)
Other comprehensive loss for the period, net of tax	-	-	(6,460)	-	(6,460)
<b>Total comprehensive loss for the period</b>	-	-	(6,460)	30,141	23,681
<u>Distribution to owners</u>					
Purchase of treasury shares	-	(12,647)	-	-	(12,647)
Dividends on ordinary shares	-	-	-	(17,021)	(17,021)
<b>Balance as at 28 Feb 2015</b>	82,275	(12,647)	(60)	55,108	124,676

	Company				
	Share Capital	Treasury Shares	Fair Value Adjustment Reserves	Retained earnings	Total equity
<b>(vii) Company - 3Q FY2014</b>	S\$ '000	S\$ '000	S\$ '000	S\$ '000	S\$ '000
<b>Balance as at 1 Dec 2013</b>	82,275	-	-	16,124	98,399
Loss for the period	-	-	-	(215)	(215)
Other comprehensive income for the period, net of tax	-	-	-	-	-
<b>Total comprehensive loss for the period</b>	-	-	-	(215)	(215)
<u>Distribution to owners</u>					
Dividends on ordinary shares	-	-	-	-	-
<b>Balance as at 28 Feb 2014</b>	82,275	-	-	15,909	98,184
<b>(viii) Company - 3Q FY2015</b>					
<b>As at 1 Dec 2014</b>	82,275	(11,972)	(250)	60,452	130,505
Loss for the period	-	-	-	(243)	(243)
<u>Other comprehensive income</u>					
Net gain on fair value changes of available-for-sale financial assets	-	-	190	-	190
Other comprehensive loss for the period, net of tax	-	-	190	-	190
<b>Total comprehensive (loss) / income for the period</b>	-	-	190	(243)	(53)
<u>Distribution to owners</u>					
Purchase of treasury shares	-	(675)	-	-	(675)
Dividends on ordinary shares	-	-	-	(5,101)	(5,101)
<b>Balance as at 28 Feb 2015</b>	82,275	(12,647)	(60)	55,108	124,676

- 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 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.

As at 1 June 2014

Share buyback during the financial period

As at 28 February 2015

Note 1

28-Feb-15	
Number of Shares (excluding treasury shares)	Share Capital (S\$'000)
529,760,000	82,275
(19,635,000)	-
510,125,000	82,275

**Note:**

(1) In the months of October, November and December 2014, the Company purchased an aggregate of 19,635,000 ordinary shares by way of open market purchases for a total consideration of S\$12,647,000. These shares were held as treasury shares in the Company as at 28 Feb 2015.

As at 28 Feb 2015, the Company held 19,635,000 ordinary shares as treasury shares (28 Feb 2014: Nil).

Total number of issued shares of the Company excluding treasury shares as at 28 Feb 2015 and 28 Feb 2014 were 510,125,000 and 529,760,000 shares respectively.

Save for the foregoing, there are no other 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 1 June 2014.

- 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.

Total number of issued shares

Treasury shares

Total number of issued shares, excluding treasury shares

	28-Feb-15	31-May-14
Total number of issued shares	529,760,000	529,760,000
Treasury shares	(19,635,000)	-
Total number of issued shares, excluding treasury shares	510,125,000	529,760,000

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

There were no sales, transfer, disposals, cancellations and/or use of treasury shares by the Company during the financial period ended 28 February 2015 (June 2013 to February 2014: Nil).

- 2 Whether the figures have been audited, or reviewed and in accordance with which standard (e.g. the 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 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 reporting period compared with the audited financial statements as at 31 May 2014, except for the adoption of accounting standards (including its consequential amendments) and interpretations applicable for the financial period beginning 1 June 2014.

Financial Reporting Standards ("FRS") which became effective for the Group's financial period beginning 1 June 2014 are :

FRS 27 Separate Financial Statements

FRS 28 Investments in Associates and Joint Ventures

FRS 110 Consolidated Financial Statements

FRS 111 Joint Arrangements

FRS 112 Disclosures of Interests in Other Entities

FRS 32 Offsetting Financial Assets and Financial Liabilities

FRS 36 Amendments to FRS 36: Recoverable Amount Disclosures for Non-financial Assets

FRS 39 Amendments to FRS 39: Novation of Derivatives and Continuation of Hedge Accounting

Improvements to FRSs (January 2014)

FRS 19 Amendments to FRS 19: Defined Benefit Plans: Employee Contributions

Improvements to FRSs (February 2014)

INT FRS 121 Levies

Except for FRS 111, Revised FRS 28 and FRS 112, the directors expect that the adoption of the other standards above will have no material impact on the financial statements in the period of initial application. The nature of the impending changes in accounting policy on adoption of FRS 111, Revised FRS 28 and FRS 112 are described in paragraph 5 below.

**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.**

FRS 111 Joint Arrangements and Revised FRS 28 Investments in Associates and Joint Ventures :

FRS 111 Joint Arrangements and Revised FRS 28 Investments in Associates and Joint Ventures are effective for financial periods beginning on or after 1 June 2014.

FRS 111 classifies joint arrangements either as joint operations or joint ventures. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities of the arrangement whereas a joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

FRS 111 requires the determination of joint arrangement's classification to be based on the parties' rights and obligations under the arrangement, with the existence of a separate legal vehicle no longer being the key factor. FRS 111 disallows proportionate consolidation and requires joint ventures to be accounted for using the equity method. The revised FRS 28 was amended to describe the application of equity method to investments in joint ventures in addition to associates.

Management has assessed the impact of the above change in accounting standards on the Group's financials, and as a result, equity accounting for the Group's six joint venture companies, namely, Great Development Pte Ltd (25%), Phileap Pte Ltd (25%), Spottiswoode Development Pte Ltd (50%), Paul Y. - Lian Beng JV Pte Ltd (50%), Oxley - Lian Beng Pte Ltd (50%), and Wealth Development Pte Ltd (40%), has been applied in accordance with FRS 111 and the revised FRS 28. The change has been applied retrospectively, and accordingly, the financials as at 31 May 2014 have been restated.

FRS 112 Disclosure of Interests in Other Entities :

FRS 112 Disclosure of Interests in Other Entities is effective for financial periods beginning on or after 1 June 2014.

FRS 112 is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles. FRS 112 requires an entity to disclose information that helps users of financial statements to evaluate the nature and risks associated with its interests in other entities and the effects of those interests on its financial statements. As this is a disclosure standard, it has no impact on the financial performance and position of the Group.

**The effects on the Financial Statements for the adoption of the Amendments to FRS 111 are as follows:**

Increase / (Decrease) :

Consolidated Statement of Financial Position

	<b>As at 31 May 2014 S\$' 000</b>
<b>Non-Current Assets</b>	
Investments in joint ventures	5,628
Deferred tax assets	(286)
	<u>5,342</u>
<b>Current Assets</b>	
Development properties	(143,177)
Trade receivables	(26,058)
Other receivables and deposits	(158)
Amounts due from joint ventures	63,377
Amounts due from associates	(9,645)
Cash and cash equivalents	(28,469)
	<u>(144,130)</u>
<b>Current Liabilities</b>	
Progress billings in excess of construction WIP	(19)
Trade and other payables	(4,172)
Accruals	(782)
Amounts due to joint ventures	33,272
Bank loans	(25,895)
Provision for taxation	(132)
	<u>2,272</u>
<b>Non-Current Liabilities</b>	
Investment in associates	(174)
Bank loans	(139,597)
Deferred tax liabilities	(1,289)
	<u>(141,060)</u>
<b>Net Assets</b>	
	<u><u>-</u></u>

**Increase / (Decrease)**

Consolidated Statement of Comprehensive Income

	<b>3 months ended 28-Feb-14 S\$' 000</b>	<b>9 Months Ended 28-Feb-14 S\$' 000</b>
Revenue	(12,992)	(49,410)
Cost of sales	(8,899)	(37,699)
Other operating income	276	1,463
Distribution expenses	(873)	(5,484)
Administrative expenses	(289)	(356)
Other operating expenses	(3)	(8)
Finance cost	1	1
Share of results of associates	-	3
Share of results of joint ventures	2,153	3,785
Taxation	(500)	(613)
Profit for the period, net of tax	-	-

**Increase / (Decrease)**

Consolidated Statement of Cash flows

	<b>3 months ended 28-Feb-14 S\$' 000</b>	<b>9 months ended 28-Feb-14 S\$' 000</b>
Operating	(1,609)	(34,194)
Investing	6,425	31,546
Financing	(5,502)	(1,741)
Net increase / (decrease) in cash and cash equivalents	<u>(686)</u>	<u>(4,389)</u>

**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.**

Earnings per share attributable to equity holders of the Group (cents per share)	Third Quarter Ended		Nine Months Ended	
	28-Feb-15	28-Feb-14	28-Feb-15	28-Feb-14
		Restated		Restated
(a) On the weighted average number of ordinary shares on issue	3.60	6.35	10.34	9.62
(b) On a fully diluted basis	3.60	6.35	10.34	9.62

Computed based on the following average number of shares

Basic	510,185,200	529,760,000	520,853,476	529,760,000
Diluted	510,185,200	529,760,000	520,853,476	529,760,000

**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 period reported on and (b) immediately preceding financial year.**

	Group		Company	
	As at 28-Feb-15	As at 31-May-14	As at 28-Feb-15	As at 31-May-14
		Restated		Restated
Net asset value per ordinary share (cents)	80.61	74.49	24.44	24.66
Number of issued shares excluding treasury shares at the end of the financial period	510,125,000	529,760,000	510,125,000	529,760,000

**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, costs, 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.**

**A) Comprehensive Income Statements**

Group revenue increased by 6.3% or \$33.7m from \$536.2m in 9M14 to \$569.9m in 9M15. The increase in the Group revenue in 9M15 was due to increase in revenue by the Construction division arising from the higher revenue recognition from the on-going and new construction projects offsetted by the decrease in revenue from the Property Development division following the completion of M-Space in 9M14.

The decrease in gross profit by \$46.8m or 45.2% from \$103.5m in 9M14 to \$56.7million in 9M15 was mainly due to the full recognition of gross profit from its industrial development property namely, M-Space in 9M14.

Other operating income increased to \$8.0m in 9M15 from \$5.3m in 9M14 was due to increase in corporate bonds interest received in 9M15. Other operating expenses increased from \$5.2m in 9M14 to \$7.2m in 9M15 which was mainly due to increase in depreciation and increase in property tax expenses. Finance cost increased from \$1.9m in 9M14 to \$4.0m in 9M15 which was due to interest paid for the loans obtained from the associates and joint ventures as well as interest for loan in the investment in corporate bonds.

The share of results of associates and joint ventures increased to profit of \$29.7m in 9M15 from \$1.3m in 9M14 was mainly due to the disposal of the effective 19%-owned joint venture company, 122 Middle Investment Pte Ltd which owned the proposed hotel development at 122 Middle Road. The recognition of the Group's share of profits of associates and joint ventures from the development projects namely, Newest, KAP Residences and The Midtown also contributed to the share of profits of associates and joint ventures in 9M15.

Taxation decreased by 64.1% or \$7.7m from \$12.0m in 9M14 to \$4.3m in 9M15 which was mainly due to claims made by the Group for the investment in innovation and productivity improvements under the Productivity and Innovation Credit ("PIC") Scheme.

The decrease in non-controlling interest ("NCI") from \$21.3m in 9M14 to \$4.1m in 9M15 was mainly due to NCI's share of profit from the industrial development, M-Space following the completion of M-Space in 9Q14.

After taking into account the other operating income, administrative, other operating and finance expenses, share of results of associates and joint ventures as well as taxation, the Group recorded a 19.8% decrease in profit after tax to \$57.9m for 9M15, compared to \$72.2m for 9M14.

## B) Financial Position Statements

Property, plant and equipment increased to \$93.9m in 9M15 from \$82.0m in FY2014 was mainly due to purchase of vessels and plant and machinery for the construction and ready-mixed concrete business.

Long term investment properties increased to \$314.2m in 9M15 from \$262.4m in FY2014 was mainly due to the acquisition of investment property located at 24 Leng Kee Road for redevelopment.

Investment in joint ventures increased to \$17.8m in 9M15 from \$5.6 million in FY2014 was mainly due to the Group's share of profits in the joint ventures.

Investment in associates increased from a negative of \$0.4m in FY2014 to a positive of \$8.3m in 9M15 was mainly due to the Group's share of profits in the associates.

While long term investment securities decreased from \$98.9m in FY2014 to \$57.6m in 9M15, short term investment securities increased from \$1.0m to \$42.8m. This was mainly due to the reclassification of long-term investment bonds to short term investment securities as their maturity periods fall within the next 12 months.

Other receivables and deposits decreased from \$22.0m in FY2014 to \$12.4m in 9M15 was mainly due to the reclassification of deposit for the purchase of property located at 24 Leng Kee Road to investment property following the legal completion of the purchase.

Amounts due from joint ventures decreased from \$74.9m in FY2014 to \$58.7m in 9M15 was mainly due to the settlement of non-trade debts offset by increase in the trade debts between the joint ventures and the Group.

Amounts due from associates increased from \$94.6m in FY2014 to \$128.1m in 9M15 was mainly due to contributions to the associates for the purchase of land for hotel and residential development in Australia, purchase of office property, Prudential Tower and purchase of land for development of dormitory at Jalan Papan as well as increase in the trade debts between the associates and the Group.

Trade receivables, progress billings in excess of construction work in progress, trade and other payables all recorded increases in line with increase in the business activities.

Total borrowings increased from \$190.5m in FY2014 to \$239.0m in 9M15 mainly due to bank borrowing to finance the purchase of investment property located at 24 Leng Kee Road.

## C) Cash Flow Statements

Net cash generated from operating activities of \$52.7m in 9M15 was mainly due to operating cash flow before changes in working capital of \$43.0m and net working capital inflow of \$24.1m after deducting payment of income tax and interest charges.

Net cash used in investing activities of \$61.8m in 9M15 was mainly attributable to the purchase of investment property located at 24 Leng Kee Road and purchase of machineries and vessels, as well as loan to associates offsetted partially by repayment of loans from the joint ventures and dividend received from the associate.

Net cash generated from financing activities of \$14.5m in 9M15 was mainly attributable to additional bank loan drawn down to finance the purchase of the investment property located at 24 Leng Kee Road which was offset partially by dividend paid to shareholders and purchase of treasury shares.

Overall, cash and cash equivalents stood at \$153.6m as at 28 February 2015, compared to \$140.2 million as at 28 February 2014.

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

The Group's Third Quarter Results is in line with the cautious market outlook previously announced in the paragraph 10 of the Half Year Results announcement.

## 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.

BCA has forecasted construction demand for 2015 for the Singapore construction industry to reach between \$29 billion and \$36 billion, driven by a sustained pipeline of public sector projects. Annual construction demand projection for 2016 and 2017 will be between \$27 billion and \$36 billion and for 2018 and 2019 will be between \$26 billion and \$37 billion of which 60% will come from building works and 40% from the civil engineering projects.

The construction industry outlook is expected to remain challenging in the next 12 months in the light of keen competition and increasing cost pressure arising from the increase in labour cost.

Despite the challenging market conditions in the construction industry, the Group is cautiously optimistic as it has secured a pipeline of construction projects worth approximately S\$640 million as at 28 February 2015 which will provide it with a sustainable flow of activities through FY2017.

The Group's 50% joint venture development projects such as the Midtown and Spottiswoode Suites which the Group has sold 96% and 78% of its development projects respectively will contribute profit respectively to the Group in FY15. The Group's 65% joint venture development project at Mandai Link has sold 93% of its development project and this will contribute revenue and profit to the Group in FY18. The Group's 10% and 15% associates' development projects such as NEWest and KAP Residences which have sold 90% and 99% of its development projects will contribute profit respectively to the Group in FY15.

The Group will also be co-developing a workers' dormitory and training centre for The Association of Process Industry ("ASPRI") at Jalan Papan. The proposed dormitory, when completed in mid-2016 will also contribute to the Group's recurring income.

**11 Dividend**

**(a) Current Financial Period Reported On**

Any dividend recommended 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.**

No dividend has been declared/recommended during the financial period.

**(d) Books closure date.**

No dividend has been declared/recommended during the financial period.

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

No dividend has been declared/recommended during the financial period.

**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 as no IPT mandate has been obtained.

**PART II ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT  
(This part is not applicable to Q1, Q2, Q3 or Half Year Results)**

**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.**

Not applicable

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

Not applicable

**16 A breakdown of sales.**

Not applicable

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

Not applicable

**BY ORDER OF THE BOARD**

Ong Pang Aik  
Chairman and Managing Director  
13-Apr-2015

**CONFIRMATION PURSUANT TO RULE 705(5) OF THE LISTING MANUAL OF THE SINGAPORE  
EXCHANGE SECURITIES TRADING LIMITED**

**For the announcement of unaudited financial statements  
for the third quarter ended 28 February 2015**

We, Ong Pang Aik and Ong Lay Koon, being Directors of Lian Beng Group Ltd ( 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 financial results for the third quarter ended 28 February 2015 to be false or misleading in any material aspect.

For and on behalf of the Board of Directors.

\_\_\_\_\_  
Ong Pang Aik  
Chairman and Managing Director

\_\_\_\_\_  
Ong Lay Koon  
Executive Director

13-Apr-2015