

BOUSTEAD SINGAPORE LIMITED
AND ITS SUBSIDIARIES



ENGINEERING THE WORLD OF THE FUTURE

ENERGY-RELATED ENGINEERING · REAL ESTATE SOLUTIONS · GEO-SPATIAL TECHNOLOGY

SGXNET ANNOUNCEMENT
UNAUDITED RESULTS FOR 2Q FY2015
ENDED 30 SEPTEMBER 2014



Corporate Profile

Established in 1828, Boustead Singapore Limited is a progressive global service provider of infrastructure-related engineering services and geo-spatial solutions. Focusing on the engineering and development of key infrastructure to support economic growth in the public and private sectors of emerging markets, the Group's strong suite of Engineering Services comprises: Energy-Related Engineering and Real Estate Solutions.

The Group's Geo-Spatial Technology arm provides professional services and exclusively distributes Esri geo-spatial technology – the world's leading geographic information systems – to major markets across Australia and South East Asia. These solutions are essential to the effective planning, deployment and management of key infrastructure and resources in countries.

To date, the Group has undertaken infrastructure-related projects in 84 countries globally.

In 2008 and 2009, the Group was recognised in the prestigious Forbes Asia 200 Best Under A Billion as one of the Asia Pacific's 200 best public-listed corporations under US\$1 billion in revenue. The Group is also listed on the MSCI Global Small Cap Index for Singapore and the FTSE ST Small Cap Index.

Visit the Group website at www.boustead.sg.

BOUSTEAD SINGAPORE LIMITED
(Company Registration No. 197501036K)

Unaudited Financial Statements and Related Announcement for the Second Quarter Ended 30 September 2014

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

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.

| | Note | GROUP Second quarter ended | | | GROUP Half year ended | | |
|--|------|-------------------------------|-------------------|----------------|--------------------------|-------------------|----------------|
| | | 30.9.14 \$'000 | 30.9.13 \$'000 | Inc/(Dcr) % | 30.9.14 \$'000 | 30.9.13 \$'000 | Inc/(Dcr) % |
| Revenue | | 129,665 | 113,344 | 14% | 256,147 | 242,008 | 6% |
| Cost of sales | | (80,904) | (75,284) | 7% | (164,109) | (166,334) | -1% |
| Gross profit | | 48,761 | 38,060 | 28% | 92,038 | 75,674 | 22% |
| Other operating income | 1 | 1,381 | 1,327 | 4% | 2,405 | 2,672 | -10% |
| Other gains/(losses) – net | | (415) | (3,251) | -87% | 2,856 | 4,496 | -36% |
| Selling and distribution expenses | | (7,375) | (7,952) | -7% | (17,616) | (18,099) | -3% |
| Administrative expenses | | (12,414) | (10,682) | 16% | (23,189) | (20,802) | 11% |
| Other operating expenses | | (4,346) | (4,061) | 7% | (8,495) | (8,243) | 3% |
| Finance costs | | (307) | (120) | 156% | (559) | (325) | 72% |
| Share of results of associated companies and a joint venture | | (631) | - | NM | (800) | - | NM |
| Profit before income tax | 2 | 24,654 | 13,321 | 85% | 46,640 | 35,373 | 32% |
| Income tax expense | 3 | (6,546) | (4,013) | 63% | (11,471) | (7,218) | 59% |
| Total profit | | 18,108 | 9,308 | 95% | 35,169 | 28,155 | 25% |
| Profit attributable to: | | | | | | | |
| Equity holders of the company | | 17,459 | 9,006 | 94% | 33,599 | 26,736 | 26% |
| Non-controlling interests | | 649 | 302 | 115% | 1,570 | 1,419 | 11% |
| | | 18,108 | 9,308 | 95% | 35,169 | 28,155 | 25% |

NM – not meaningful

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. (cont'd)

| | GROUP Second quarter ended | | | GROUP Half year ended | | |
|---|-------------------------------|-------------------|----------------|--------------------------|-------------------|----------------|
| | 30.9.14 \$'000 | 30.9.13 \$'000 | Inc/(Dcr) % | 30.9.14 \$'000 | 30.9.13 \$'000 | Inc/(Dcr) % |
| Total profit | 18,108 | 9,308 | 95% | 35,169 | 28,155 | 25% |
| Other comprehensive income: | | | | | | |
| <u>Items that may be reclassified subsequently to profit or loss</u> | | | | | | |
| Currency translation differences arising from consolidation | (2,583) | 1,357 | NM | (1,308) | (3,236) | -60% |
| Investment revaluation reserve | | | | | | |
| - Fair value changes during the period | 68 | 3,456 | -98% | 423 | 2,733 | -85% |
| - Reclassification to profit or loss on disposal of available-for-sale investments | - | - | NM | (4,897) | - | NM |
| <u>Items that may not be reclassified subsequently to profit or loss</u> | | | | | | |
| Actuarial loss | (146) | - | NM | (315) | - | NM |
| Other comprehensive (loss)/income, net of tax | (2,661) | 4,813 | NM | (6,097) | (503) | 1,112% |
| Total comprehensive income | 15,447 | 14,121 | 9% | 29,072 | 27,652 | 5% |
| Total comprehensive income attributable to: | | | | | | |
| Equity holders of the company | 14,953 | 13,862 | 8% | 27,582 | 26,938 | 2% |
| Non-controlling interests | 494 | 259 | 91% | 1,490 | 714 | 109% |
| | 15,447 | 14,121 | 9% | 29,072 | 27,652 | 5% |

NM – not meaningful

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. (cont'd)

| | GROUP Second quarter ended | | | GROUP Half year ended | | |
|---|-------------------------------|-------------------|----------------|--------------------------|-------------------|----------------|
| | 30.9.14 \$'000 | 30.9.13 \$'000 | Inc/(Dcr) % | 30.9.14 \$'000 | 30.9.13 \$'000 | Inc/(Dcr) % |
| <u>Note 1: Other operating income</u> | | | | | | |
| Interest income | 1,097 | 1,009 | 9% | 1,837 | 2,033 | -10% |
| Others | 284 | 318 | -11% | 568 | 639 | -11% |
| | 1,381 | 1,327 | 4% | 2,405 | 2,672 | -10% |
| <u>Note 2: Other gains/(losses) – net</u> | | | | | | |
| Fair value adjustment on foreign exchange contracts and held-for-trading investments | 919 | (973) | NM | 984 | 1,510 | -35% |
| Net foreign currency exchange adjustment | (1,380) | (1,637) | -16% | (1,447) | (1,973) | -27% |
| Gain/(Loss) on disposal of assets held for sale | - | (560) | -100% | - | 5,021 | -100% |
| Gain/(Loss) on disposal of subsidiaries | 46 | (81) | NM | 46 | (81) | NM |
| Loss on disposal of held-for-trading investments | - | - | - | (336) | - | NM |
| Gain on disposal of available-for-sale investments | - | - | - | 3,609 | 19 | 18,895% |
| | (415) | (3,251) | -87% | 2,856 | 4,496 | -36% |
| <u>Note 3: The profit before income tax is arrived at after charging the following:</u> | | | | | | |
| Depreciation expense | (2,587) | (2,129) | 22% | (4,834) | (3,804) | 27% |
| Loss on disposal of property, plant and equipment | (19) | (2) | 850% | (19) | (16) | 19% |
| Share-based payment expense | (124) | (15) | 727% | (124) | (15) | 727% |
| <u>Note 4: Income tax</u> | | | | | | |
| Underprovision in prior years | (229) | (46) | 398% | (258) | (25) | 932% |

The provision for income tax is made after taking into account non-deductible expenses and temporary differences and based on the statutory tax rates of the respective countries. For the current period, the Group's income tax expense varied from the amount of income tax expense determined by applying the Singapore income tax rate of 17% mainly due to certain expenses which are not deductible for tax purposes and overseas subsidiaries' profits which are subject to higher tax rates.

NM – not meaningful

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.

Statements of Financial Position

| | Note | GROUP | | COMPANY | |
|---|----------|-------------------|-------------------|-------------------|-------------------|
| | | 30.9.14 \$'000 | 31.3.14 \$'000 | 30.9.14 \$'000 | 31.3.14 \$'000 |
| ASSETS | | | | | |
| Current assets | | | | | |
| Cash and cash equivalents | | 261,996 | 219,341 | 45,113 | 57,850 |
| Trade receivables | | 112,137 | 116,813 | - | - |
| Other receivables and prepayments | | 47,572 | 51,540 | 2,491 | 11,160 |
| Held-for-trading investments | | 2,811 | 4,320 | 2,811 | 4,320 |
| Foreign exchange contracts | | - | 38 | - | 38 |
| Loans to subsidiaries | | - | - | 39,784 | 34,584 |
| Inventories | | 5,226 | 5,315 | - | - |
| Properties held for sale | | 30,322 | 30,368 | - | - |
| Contracts work-in-progress | | 61,381 | 37,511 | - | - |
| Available-for-sale investments | | - | 8,353 | - | 8,353 |
| | | 521,445 | 473,599 | 90,199 | 116,305 |
| Non-current assets | | | | | |
| Property, plant and equipment | | 17,679 | 17,025 | - | - |
| Investment properties | | 132,161 | 105,941 | - | - |
| Goodwill | | 1,343 | 1,322 | - | - |
| Other intangible assets | | 2,314 | 2,420 | 74 | 74 |
| Investments in associated companies | | 4,103 | 3,959 | 2,787 | 2,787 |
| Investment in joint venture | | 4,080 | 4,467 | - | - |
| Investments in subsidiaries | | - | - | 124,583 | 124,880 |
| Available-for-sale investments | | 76,576 | 69,392 | 58,619 | 51,435 |
| Prepayments | | 203 | 1,221 | - | - |
| Deferred income tax assets | | 2,561 | 2,734 | - | - |
| | | 241,020 | 208,481 | 186,063 | 179,176 |
| Total assets | | 762,465 | 682,080 | 276,262 | 295,481 |
| LIABILITIES | | | | | |
| Current liabilities | | | | | |
| Bank loans and overdrafts | 1(b)(ii) | 9,054 | 6,727 | 1,442 | 809 |
| Foreign exchange contracts | | 401 | 1,420 | 145 | - |
| Trade and other payables | | 237,995 | 238,093 | 3,766 | 4,557 |
| Loans from subsidiaries | | - | - | 165,345 | 170,054 |
| Contracts work-in-progress | | 7,082 | 3,302 | - | - |
| Income tax payable | | 15,330 | 14,723 | - | - |
| | | 269,862 | 264,265 | 170,698 | 175,420 |
| Non-current liabilities | | | | | |
| Bank loans | 1(b)(ii) | 121,764 | 46,740 | - | - |
| Pension liability | | 3,047 | 3,094 | - | - |
| Trade and other payables | | 1,723 | 4,095 | - | - |
| Deferred income tax liabilities | | 2,140 | 2,186 | - | - |
| | | 128,674 | 56,115 | - | - |
| Total liabilities | | 398,536 | 320,380 | 170,698 | 175,420 |
| NET ASSETS | | 363,929 | 361,700 | 105,564 | 120,061 |
| EQUITY | | | | | |
| Capital and reserves attributable to equity holders of the company | | | | | |
| Share capital | 1(d)(i) | 92,483 | 92,279 | 92,483 | 92,279 |
| Treasury shares | | (10,263) | (10,401) | (10,263) | (10,401) |
| Accumulated profits | | 292,191 | 284,728 | 21,732 | 31,915 |
| Other reserves | 1(d)(i) | (19,936) | (14,258) | 1,612 | 6,268 |
| | | 354,475 | 352,348 | 105,564 | 120,061 |
| Non-controlling interests | | 9,454 | 9,352 | - | - |
| Total equity | | 363,929 | 361,700 | 105,564 | 120,061 |

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

Amount repayable within one year or less, or on demand

| As at 30.9.14 \$'000 | | As at 31.3.14 \$'000 | |
|-------------------------------------|-----------|-------------------------------------|-----------|
| Secured | Unsecured | Secured | Unsecured |
| 7,156 | 1,898 | 5,415 | 1,312 |

Amount repayable after one year

| As at 30.9.14 \$'000 | | As at 31.3.14 \$'000 | |
|-------------------------------------|-----------|-------------------------------------|-----------|
| Secured | Unsecured | Secured | Unsecured |
| 121,764 | - | 46,740 | - |

Total borrowings of \$128,920,000 (31.3.14: \$52,155,000) are secured over properties held for sale and investment properties of the Group.

- 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 | | GROUP | |
|--|---|-------------------|--------------------------------------|-------------------|
| | Second quarter ended 30.9.14 \$'000 | 30.9.13 \$'000 | Half year ended 30.9.14 \$'000 | 30.9.13 \$'000 |
| Cash flows from operating activities | | | | |
| Profit before income tax | 24,654 | 13,321 | 46,640 | 35,373 |
| Adjustments for: | | | | |
| Share of results of associated companies and a joint venture | 631 | - | 800 | - |
| Depreciation expense | 2,587 | 2,129 | 4,834 | 3,804 |
| Loss on disposal of property, plant and equipment | 19 | 2 | 19 | 16 |
| (Gain)/Loss on disposal of assets held for sale | - | 560 | - | (5,021) |
| (Gain)/Loss on disposal of subsidiaries | (46) | 81 | (46) | 81 |
| Share-based payment expense | 124 | 15 | 124 | 15 |
| Gain on disposal of available-for-sale investments | - | - | (3,609) | (19) |
| Loss on disposal of held-for-trading investments | - | - | 336 | - |
| Fair value adjustment on foreign exchange contracts and held-for-trading investments | (919) | 973 | (984) | (1,510) |
| Finance expenses | 307 | 120 | 559 | 325 |
| Interest income | (1,097) | (1,009) | (1,837) | (2,033) |
| Unrealised currency translation losses | 863 | 3,811 | 1,396 | 4,711 |
| | 27,123 | 20,003 | 48,232 | 35,742 |
| Changes in working capital: | | | | |
| Receivables | 3,704 | 32,638 | 9,258 | 55,886 |
| Inventories and contracts work-in-progress | 10,473 | (17,557) | (20,001) | (30,333) |
| Payables | (18,075) | (3,975) | (2,925) | 10,738 |
| Cash generated from operations | 23,225 | 31,109 | 34,564 | 72,033 |
| Interest received | 1,097 | 1,009 | 1,837 | 2,033 |
| Interest paid | (307) | (120) | (559) | (325) |
| Income tax paid | (7,551) | (10,284) | (10,732) | (11,705) |
| Net cash provided by operating activities | 16,464 | 21,714 | 25,110 | 62,036 |

- 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 (cont'd)

| | GROUP | | GROUP | |
|---|---|-------------------|--------------------------------------|-------------------|
| | Second quarter ended 30.9.14 \$'000 | 30.9.13 \$'000 | Half year ended 30.9.14 \$'000 | 30.9.13 \$'000 |
| Cash flows from investing activities | | | | |
| Proceeds from disposal of property, plant and equipment | 57 | - | 57 | 96 |
| Proceeds from disposal of available-for-sale investments | - | - | 7,066 | 4,637 |
| Proceeds from disposal of held-for-trading investments | - | - | 1,179 | - |
| Purchase of property, plant and equipment | (2,453) | (309) | (2,780) | (1,261) |
| Purchase of available-for-sale investments | (3,486) | (2,820) | (6,777) | (13,371) |
| Additions to investment properties | (14,295) | (5,181) | (29,211) | (30,645) |
| (Loan to)/Repayment from joint venture | 221 | - | (546) | - |
| Net cash inflow from disposal of assets held for sale and liabilities directly associated with assets held for sale | - | - | - | 17,306 |
| Net cash (outflow)/inflow from disposal of subsidiaries | (158) | 282 | (158) | 282 |
| Net cash inflow from disposal of a subsidiary retained as a joint venture | - | 7,485 | - | 7,485 |
| Net cash used in investing activities | (20,114) | (543) | (31,170) | (15,471) |
| Cash flows from financing activities | | | | |
| Net proceeds from issue of shares of the company | 36 | - | 36 | 120 |
| Proceeds from long-term bank loans | 71,287 | - | 80,104 | - |
| Repayment of long-term bank loans | (1,350) | (5,104) | (2,708) | (6,582) |
| Payment of dividends to non-controlling shareholders | (486) | - | (486) | (877) |
| Dividends paid | (25,821) | (8,448) | (25,821) | (8,448) |
| Net cash provided by/(used in) financing activities | 43,666 | (13,552) | 51,125 | (15,787) |
| Net increase in cash and cash equivalents | 40,016 | 7,619 | 45,065 | 30,778 |
| Cash and cash equivalents | | | | |
| Beginning of financial period | 224,453 | 242,002 | 218,838 | 223,507 |
| Effects of currency translation on cash and cash equivalents | (2,929) | (2,026) | (2,363) | (6,690) |
| End of financial period | 261,540 | 247,955 | 261,540 | 247,955 |
| | Note | | | |

- 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 (cont'd)

| | GROUP | | GROUP | |
|--|----------------------|---------|-----------------|---------|
| | Second quarter ended | | Half year ended | |
| | 30.9.14 | 30.9.13 | 30.9.14 | 30.9.13 |
| | \$'000 | \$'000 | \$'000 | \$'000 |
| <u>Note to Consolidated Statement of Cash Flows</u> | | | | |
| Cash and cash equivalents | | | | |
| Cash and cash equivalents per Statements of Financial Position | 261,996 | 247,595 | 261,996 | 247,595 |
| Bank overdrafts | (456) | - | (456) | - |
| Cash and cash equivalents per Consolidated Statement of Cash Flows | 261,540 | 247,595 | 261,540 | 247,595 |

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

| | (-----Other reserves-----) | | | | | | | | Equity attributable to equity holders of the company | Non-controlling interests | Total equity |
|---|----------------------------|-----------------|---------------------|--------------------------------|-----------------|-----------------------------|--------------------------------------|----------|--|---------------------------|--------------|
| | Share capital | Treasury shares | Accumulated profits | Investment revaluation reserve | Capital reserve | Share-based payment reserve | Foreign currency translation reserve | Subtotal | | | |
| | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| GROUP | | | | | | | | | | | |
| Balance at 1 April 2014 | 92,279 | (10,401) | 284,728 | 5,030 | (9,654) | 182 | (9,816) | (14,258) | 352,348 | 9,352 | 361,700 |
| Total comprehensive income for the period | - | - | 15,971 | (4,542) | - | - | 1,200 | (3,342) | 12,629 | 996 | 13,625 |
| Vesting of share awards | 57 | 96 | - | - | - | (153) | - | (153) | - | - | - |
| Balance at 30 June 2014 | 92,336 | (10,305) | 300,699 | 488 | (9,654) | 29 | (8,616) | (17,753) | 364,977 | 10,348 | 375,325 |
| Total comprehensive income for the period | - | - | 17,313 | 68 | - | - | (2,428) | (2,360) | 14,953 | 494 | 15,447 |
| Dividends to non-controlling shareholders | - | - | - | - | - | - | - | - | - | (1,379) | (1,379) |
| Disposal of subsidiaries | - | - | - | - | - | - | 206 | 206 | 206 | (9) | 197 |
| Dividends | - | - | (25,821) | - | - | - | - | - | (25,821) | - | (25,821) |
| Vesting of share awards | 82 | 42 | - | - | - | - | - | - | 124 | - | 124 |
| Issue of shares | 65 | - | - | - | - | (29) | - | (29) | 36 | - | 36 |
| Balance at 30 September 2014 | 92,483 | (10,263) | 292,191 | 556 | (9,654) | - | (10,838) | (19,936) | 354,475 | 9,454 | 363,929 |

1.(d)(i) Statement of Changes in Equity (cont'd)

| | (-----Other reserves-----) | | | | | | | | Equity attributable to equity holders of the company | Non-controlling interests | Total equity |
|---|----------------------------|-----------------|---------------------|--------------------------------|-----------------|-----------------------------|--------------------------------------|----------|--|---------------------------|--------------|
| | Share capital | Treasury shares | Accumulated profits | Investment revaluation reserve | Capital reserve | Share-based payment reserve | Foreign currency translation reserve | Subtotal | | | |
| | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| GROUP | | | | | | | | | | | |
| Balance at 1 April 2013 | 74,021 | (10,472) | 253,206 | 835 | (10,710) | 159 | (6,171) | (15,887) | 300,868 | 11,458 | 312,326 |
| Total comprehensive income for the period | - | - | 17,730 | (723) | - | - | (3,931) | (4,654) | 13,076 | 455 | 13,531 |
| Issue of shares | 120 | - | - | - | - | - | - | - | 120 | - | 120 |
| Balance at 30 June 2013 | 74,141 | (10,472) | 270,936 | 112 | (10,710) | 159 | (10,102) | (20,541) | 314,064 | 11,913 | 325,977 |
| Total comprehensive income for the period | - | - | 9,006 | 3,456 | - | - | 1,400 | 4,856 | 13,862 | 259 | 14,121 |
| Dividends to non-controlling shareholders | - | - | - | - | - | - | - | - | - | (118) | (118) |
| Disposal of subsidiaries | - | - | - | - | - | - | - | - | - | 92 | 92 |
| Dividends | - | - | (25,118) | - | - | - | - | - | (25,118) | - | (25,118) |
| Issue of shares | 16,685 | 71 | - | - | - | (100) | - | (100) | 16,656 | - | 16,656 |
| Balance at 30 September 2013 | 90,826 | (10,401) | 254,824 | 3,568 | (10,710) | 59 | (8,702) | (15,785) | 319,464 | 12,146 | 331,610 |

1.(d)(i) Statement of Changes in Equity (cont'd)

| | (-----Other reserves-----) | | | | | | | Subtotal \$'000 | Total \$'000 |
|---|----------------------------|------------------------------|----------------------------------|--|------------------------------|---|---------|--------------------|-----------------|
| | Share capital \$'000 | Treasury shares \$'000 | Accumulated profits \$'000 | Investment revaluation reserve \$'000 | Capital reserve \$'000 | Share- based payment reserve \$'000 | | | |
| COMPANY | | | | | | | | | |
| Balance at 1 April 2014 | 92,279 | (10,401) | 31,915 | 5,030 | 1,056 | 182 | 6,268 | 120,061 | |
| Total comprehensive income for the period | - | - | 3,645 | (4,542) | - | - | (4,542) | (897) | |
| Vesting of share awards | 57 | 96 | - | - | - | (153) | (153) | - | |
| Balance at 30 June 2014 | 92,336 | (10,305) | 35,560 | 488 | 1,056 | 29 | 1,573 | 119,164 | |
| Total comprehensive income for the period | - | - | 11,993 | 68 | - | - | 68 | 12,061 | |
| Dividends | - | - | (25,821) | - | - | - | - | (25,821) | |
| Vesting of share awards | 82 | 42 | - | - | - | - | - | 124 | |
| Issue of shares | 65 | - | - | - | - | (29) | (29) | 36 | |
| Balance at 30 September 2014 | 92,483 | (10,263) | 21,732 | 556 | 1,056 | - | 1,612 | 105,564 | |

1.(d)(i) Statement of Changes in Equity (cont'd)

| | (-----Other reserves-----) | | | | | | Total \$'000 |
|---|----------------------------|------------------------------|----------------------------------|---|---|--------------------|-----------------|
| | Share capital \$'000 | Treasury shares \$'000 | Accumulated profits \$'000 | Investments revaluation reserve \$'000 | Share- based payment reserve \$'000 | Subtotal \$'000 | |
| COMPANY | | | | | | | |
| Balance at 1 April 2013 | 74,021 | (10,472) | 26,539 | 835 | 159 | 994 | 91,082 |
| Total comprehensive income for the period | - | - | (7) | (723) | - | (723) | (730) |
| Issue of shares | 120 | - | - | - | - | - | 120 |
| Balance at 30 June 2013 | 74,141 | (10,472) | 26,532 | 112 | 159 | 271 | 90,472 |
| Total comprehensive income for the period | - | - | 9,338 | 3,456 | - | 3,456 | 12,794 |
| Dividends | - | - | (25,118) | - | - | - | (25,118) |
| Issue of shares | 16,685 | 71 | - | - | (100) | (100) | 16,656 |
| Balance at 30 September 2013 | 90,826 | (10,401) | 10,752 | 3,568 | 59 | 3,627 | 94,804 |

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.

During the period, the issued and paid-up capital of the Company (excluding treasury shares) increased from 515,151,066 ordinary shares to 515,277,511 ordinary shares. This resulted from the allotment of 60,000 ordinary shares upon exercise of employees' share options and 66,445 ordinary shares under the Boustead Restricted Share Plan 2011. As at 30 September 2014, there were a total of 16,126,102 (30.9.13: 16,343,089) treasury shares.

As at 30 September 2014, there were no unexercised options (30.9.13: 60,000) of unissued ordinary shares under the Boustead Share Option Scheme 2001.

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

| | As at 30.9.14 | As at 31.3.14 |
|---|----------------------|----------------------|
| Total number of issued shares (excluding treasury shares) | 515,277,511 | 515,000,524 |

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.

On 1 April 2014 and 1 August 2014, 150,542 and 66,445 treasury shares respectively, were utilised for the issuance of an aggregate of 216,987 ordinary shares under the Boustead Restricted Share Plan 2011.

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

The figures have not been audited or reviewed.

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

Not applicable.

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

The same accounting policies and methods of computation as in the most recently audited annual financial statements have been applied.

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.

None.

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

| | GROUP | | GROUP | |
|---|---------------------------------|-------------|----------------------------|-------------|
| | Second quarter ended 30.9.14 | 30.9.13 | Half year ended 30.9.14 | 30.9.13 |
| Earnings per ordinary share for the period after deducting any provision for preference dividends:- | | | | |
| (i) Based on weighted average number of ordinary shares in issue (¢) | 3.4 | 1.8 | 6.5 | 5.3 |
| (ii) On a fully diluted basis (¢) | 3.4 | 1.8 | 6.5 | 5.3 |
| Weighted average number of ordinary shares in issue: | | | | |
| Basic (*) | 515,255,363 | 506,157,494 | 515,203,214 | 503,885,176 |
| Fully diluted basis (**) | 516,121,151 | 506,754,435 | 516,069,002 | 504,482,334 |

* The basic earnings per share is computed based on the weighted average number of ordinary shares in issue.

** The fully diluted earnings per share is computed based on the weighted average number of ordinary shares in issue adjusted for the effects of all potential dilutive ordinary shares.

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 current financial period reported on and immediately preceding financial year.

| | GROUP | | COMPANY | |
|---|-------------|-------------|-------------|-------------|
| | 30.9.14 | 31.3.14 | 30.9.14 | 31.3.14 |
| Net asset value per ordinary share based on issued shares (excluding treasury shares) as at the end of the period reported on (¢) | 68.8 | 68.4 | 20.5 | 23.3 |
| Number of issued shares (excluding treasury shares) as at the end of the period reported on | 515,277,511 | 515,000,524 | 515,277,511 | 515,000,524 |

8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:-

(a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and

(b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.

Overview

The Group's revenue is largely derived from project-oriented businesses and as such, quarterly results would not accurately reflect the full-year's performance. Full-year to full-year comparisons are more appropriate for analytical purposes.

For 2Q FY2015 ended 30 September 2014, the Group achieved revenue of \$129.7 million and profit attributable to equity holders of the company ("net profit") of \$17.5 million, increasing 14% and 94% respectively, as compared to 2Q FY2014. After adjusting for the more material non-recurring losses of 2Q FY2014, net profit for 2Q FY2015 would be 46% higher.

For 1H FY2015, the Group achieved revenue of \$256.1 million and net profit of \$33.6 million, increasing 6% and 26% respectively, as compared to 1H FY2014. After adjusting for non-recurring gains, net profit for 1H FY2015 would be 38% higher.

Segment/Division Revenue

| Segment/ Division | Revenue | | Favourable/ (Unfavourable) | Revenue | | Favourable/ (Unfavourable) |
|--------------------------------------|------------------|------------------|-------------------------------|------------------|------------------|-------------------------------|
| | 2Q FY2015 \$m | 2Q FY2014 \$m | Change % | 1H FY2015 \$m | 1H FY2014 \$m | Change % |
| Engineering Services | | | | | | |
| - Energy- Related Engineering* | 52.4 | 45.2 | +16 | 93.8 | 83.1 | +13 |
| - Real Estate Solutions | 50.9 | 44.0 | +16 | 107.3 | 107.4 | -0 |
| | 103.3 | 89.2 | +16 | 201.1 | 190.5 | +6 |
| Geo-Spatial Technology | 26.4 | 24.1 | +10 | 55.0 | 51.5 | +7 |
| Group Total | 129.7 | 113.3 | +14 | 256.1 | 242.0 | +6 |

* Water & Wastewater Engineering's financial results have been grouped under Energy-Related Engineering

As mentioned in the 1Q FY2015 financial results announcement, the results for the Water & Wastewater Engineering Division have been combined with the results of the Energy-Related Engineering Division. Figures for corresponding periods have been adjusted accordingly for comparison.

The Energy-Related Engineering Division boosted revenue to \$52.4 million, growing 16% on the back of executing a healthy order book backlog of global oil & gas projects.

The Real Estate Solutions Division delivered revenue of \$50.9 million, rising 16%. The division has remained adaptable and flexible in the challenging business environment, maintaining its strong reputation as a builder of choice in the industrial real estate market. The division also continues to focus on its ongoing strategy to expand the industrial leasehold portfolio, which will increase future recurring rental income.

The Geo-Spatial Technology Division achieved revenue of \$26.4 million, improving 10%. The recovery in Australia was partially negated by a weaker AUD vs SGD exchange rate. However, revenue growth in South East Asia was more visible.

Group Profitability

The Group's gross profit increased by 28% to \$48.8 million. Gross profit margin improved to 38%, as compared to 34% a year earlier, mainly due to the realisation of cost savings from several completed projects under the Real Estate Solutions Division.

Overhead and other operating expenses (selling and distribution expenses of \$7.4 million, administrative expenses of \$12.4 million and other operating expenses of \$4.3 million) rose by 6% to \$24.1 million.

Profit before income tax climbed 85% to \$24.7 million, owing to the increase in gross profit and lower level of other losses. A breakdown of the profit before income tax by operating divisions is provided.

| Segment/ Division | PBT | | | PBT | | |
|--|------------------|------------------|--|------------------|------------------|--|
| | 2Q FY2015 \$m | 2Q FY2014 \$m | Favourable/ (Unfavourable) Change % | 1H FY2015 \$m | 1H FY2014 \$m | Favourable/ (Unfavourable) Change % |
| Engineering Services | | | | | | |
| - Energy-Related Engineering* | 9.9 | 2.1 | +371 | 14.9 | 6.3 | +137 |
| - Real Estate Solutions | 11.0 | 7.9 | +39 | 18.6 | **19.3 | -4 |
| | 20.9 | 10.0 | +109 | 33.5 | 25.6 | +31 |
| Geo-Spatial Technology | 5.2 | 4.1 | +27 | 12.1 | 11.8 | +3 |
| HQ Activities | (1.4) | (0.8) | -75 | ***1.0 | (2.0) | NM |
| Group Total | 24.7 | 13.3 | +85 | 46.6 | 35.4 | +32 |
| <p>* Water & Wastewater Engineering's financial results have been grouped under Energy-Related Engineering</p> <p>** Includes \$5.0m gain on disposal of assets held for sale</p> <p>*** Includes \$3.6m gain on disposal of available-for-sale investments</p> <p>NM – not meaningful</p> | | | | | | |

All three operating divisions attained profit growth in 2Q FY2015.

The Group achieved a 94% increase in net profit to \$17.5 million with the increase in gross profit and lower level of other losses.

Dividends

The Board of Directors has declared an interim dividend of 2 cents per share for 2Q FY2015, matching that paid for 2Q FY2014. Shareholders will be given the option to receive the interim dividend in cash or scrip under the Boustead Scrip Dividend Scheme.

Statement of Cash Flows

During 2Q FY2015, cash and cash equivalents (after taking into account the effects of currency translation) increased to \$261.5 million. Net cash provided by operating activities amounted to \$16.5 million. Net cash used in investing activities amounted to \$20.1 million, largely due to \$14.3 million in additions to investment properties held under the industrial leasehold portfolio. Net cash provided by financing activities amounted to \$43.7 million, due to the net draw down of \$69.9 million in bank loans related to the industrial leasehold portfolio and payment of \$25.8 million for FY2014's final and special dividends.

Statement of Financial Position

At the end of 1H FY2015, the Group's financial position remained healthy.

Under assets, net contracts work-in-progress rose by 59% to \$54.3 million due to the timing of costs incurred but not yet invoiced to clients as at the end of 1H FY2015. Investment properties grew by 25% to \$132.2 million with the expansion of the industrial leasehold portfolio.

Under liabilities, total bank loans increased to \$130.8 million as the Group utilised financing and refinancing options to draw down on bank loans for expanding the industrial leasehold portfolio.

Subsequent to the payment of FY2014's final and special dividends, the Group's net asset value per share improved slightly to 68.8 cents at the end of 1H FY2015, from 68.4 cents at the end of FY2014.

The Group's net cash position (i.e. net of all bank borrowings) stood at \$131.2 million at the end of 1H FY2015, translating to a net cash per share position of 25.5 cents. In addition, the Group maintained \$79.4 million in held-for-trading and available-for-sale investments at the end of 1H FY2015.

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

None.

10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

Since the start of FY2015, the Group has secured approximately \$285 million in new contracts. Of this amount, \$200 million had been awarded to the Real Estate Solutions Division, surpassing the total value of contracts awarded to the division for the whole of FY2014. Even with the tougher business environment posed by an increasingly competitive industrial real estate market and the possible impact of the recent decline in global crude oil prices on the Group's Energy-Related Engineering Division, the Group's enquiry pipelines and order book backlog of \$441 million (as at the end of 2Q FY2015 plus new orders since) remain healthy.

As announced earlier, the Real Estate Solutions Division has undertaken several key business development initiatives in recent months including the formation of a partnership with a reputable Middle East sovereign wealth fund in August 2014. This partnership will be looking to develop and redevelop modern logistics and high quality industrial properties in Singapore, with an initial investment target in excess of \$600 million. The Real Estate Solutions Division also launched its 35%-owned joint venture development, iBP @ Nusajaya in Iskandar Malaysia, offering approximately 922,000 square feet of flexibly-designed detached and semi-detached modern factories in a premier freehold business park development. Separately, the division was awarded a milestone \$35 million construction management contract for a medical device manufacturing facility at the Kulim Hi-Tech Park in Kedah, extending its expansion in the Malaysian industrial real estate market.

Since the Group's last update in respect of its financial exposure in Libya on the Al Marj Project in the 1Q FY2015 financial results announcement, the Group's legal advisors have reconfirmed the strength of the Group's case. The Group's final submission was made in August 2014 and a verdict is expected in early 2015.

The Group continues to believe it can deliver a reasonable level of profit in FY2015.

11. Dividend

(a) Current Financial Period Reported On

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

| | |
|--------------------------------------|---------------------------|
| Name of Dividend | Interim |
| Dividend Type | Cash/Scrip ^(*) |
| Dividend Amount (per ordinary share) | 2.0 cents |
| Tax Rate | Tax Exempt (1-tier) |

(*) It is intended that shareholders shall have the option to elect to receive this dividend in cash or in the form of shares in the Company, or a combination of both, under the Boustead Scrip Dividend Scheme.

(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 | Interim |
| Dividend Type | Cash |
| Dividend Amount (per ordinary share) | 2.0 cents |
| Tax Rate | Tax Exempt (1-tier) |

(c) Date payable

To be announced at a later date.

(d) Books closure date

To be announced at a later date.

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.

The Company has not obtained a general mandate from shareholders for interested person transactions.

14. Negative confirmation by the Board pursuant to Rule 705(5)

We, Wong Fong Fui and Loh Kai Keong, being two of the directors of Boustead Singapore Limited (the "Company"), do hereby confirm on behalf of the directors of the Company that, to the best of our knowledge, nothing has come to the attention of the board of directors of the Company which may render the 2Q FY2015 financial results to be false or misleading in any material aspect.

On behalf of the board of directors

WONG FONG FUI
Chairman

LOH KAI KEONG
Director

BY ORDER OF THE BOARD

Alvin Kok
Company Secretary
11 November 2014