



## UNI-ASIA HOLDINGS LIMITED

Registration No: CR - 72229

(Incorporated in the Cayman Islands with limited liability on 17 March 1997)

### FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2013

#### PART I – INFORMATION REQUIRED FOR ANNOUNCEMENTS OF FULL YEAR RESULTS

1 (a) 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	4 <sup>th</sup> Quarter			Full year		
		2013 US\$'000	2012 US\$'000	% Change	2013 US\$'000	2012 US\$'000	% Change
Fee income	[1]	6,746	7,251	(7%)	24,959	23,651	6%
Hotel income		8,402	13,349	(37%)	38,735	53,626	(28%)
Investment returns	[2]	3,051	(2,370)	229%	7,287	(1,068)	782%
Interest income		224	296	(24%)	1,016	1,151	(12%)
Other income		223	110	103%	1,881	924	104%
<b>Total income</b>		<b>18,646</b>	<b>18,636</b>	<b>0%</b>	<b>73,878</b>	<b>78,284</b>	<b>(6%)</b>
Employee benefits expenses		(4,832)	(4,652)	4%	(16,165)	(17,946)	(10%)
Amortisation and depreciation		(1,389)	(1,227)	13%	(5,283)	(4,424)	19%
Vessel operating expenses		(1,933)	(1,532)	26%	(7,287)	(5,235)	39%
Hotel lease expenses		(2,586)	(4,344)	(40%)	(11,772)	(16,826)	(30%)
Hotel operating expenses		(3,585)	(5,731)	(37%)	(16,749)	(23,819)	(30%)
Other expenses		(1,372)	(1,963)	(30%)	(5,292)	(5,729)	(8%)
Impairment of property, plant and equipment		(47)	-	N/M	(547)	-	N/M
Write-back of provision of onerous contracts		(3)	92	(103%)	209	573	(64%)
Provision for onerous contracts		-	(103)	(100%)	-	(103)	(100%)
Net foreign exchange (loss)/ gain		(154)	1,343	(111%)	(451)	1,541	(129%)
		<b>(15,901)</b>	<b>(18,117)</b>	<b>(12%)</b>	<b>(63,337)</b>	<b>(71,968)</b>	<b>(12%)</b>
<b>Operating profit</b>		<b>2,745</b>	<b>519</b>	<b>429%</b>	<b>10,541</b>	<b>6,316</b>	<b>67%</b>
Finance costs – interest expense		(564)	(561)	1%	(2,233)	(2,047)	9%
Finance costs – others		(92)	(60)	53%	(276)	(270)	2%
Allocation to Tokumei Kumiai* investors		(2,035)	(97)	N/M	(2,223)	(259)	758%
<b>Profit/ (loss) before tax</b>		<b>54</b>	<b>(199)</b>	<b>127%</b>	<b>5,809</b>	<b>3,740</b>	<b>55%</b>
Income tax expense		(17)	(41)	(59%)	(168)	(143)	17%
<b>Profit/ (loss) for the period/ year</b>		<b>37</b>	<b>(240)</b>	<b>115%</b>	<b>5,641</b>	<b>3,597</b>	<b>57%</b>
Attributable to:							
Owners of the parent		(15)	(294)	95%	5,448	3,431	59%
Non-controlling interests		52	54	(4%)	193	166	16%
		<b>37</b>	<b>(240)</b>	<b>115%</b>	<b>5,641</b>	<b>3,597</b>	<b>57%</b>

\* Tokumei Kumiai (“TK”) refers to a form of silent partnership structure used in Japan. Allocation to TK investors refers to share of profit and loss attributable to other TK investors of the TK structure.

	4 <sup>th</sup> Quarter			Full year		
	2013 US\$'000	2012 US\$'000	% Change	2013 US\$'000	2012 US\$'000	% Change
Profit/ (loss) for the period/ year	37	(240)	115%	5,641	3,597	57%
Other comprehensive (expense)/ income for the period/ year, net of tax:						
Items that may be reclassified subsequently to profit or loss:						
Exchange differences on translation of foreign operations	(564)	(563)	(0%)	(1,149)	(555)	(107%)
Net movement on cash flow hedges	71	1,966	(96%)	(1,027)	2,173	(147%)
Other comprehensive (expense)/ income for the period/ year, net of tax	<u>(493)</u>	<u>1,403</u>	<u>(135%)</u>	<u>(2,176)</u>	<u>1,618</u>	<u>(234%)</u>
Total comprehensive (expense)/ income for the period/ year	<u>(456)</u>	<u>1,163</u>	<u>(139%)</u>	<u>3,465</u>	<u>5,215</u>	<u>(34%)</u>
Attributable to:						
Owners of the parent	(506)	1,111	(146%)	3,276	5,051	(35%)
Non-controlling interests	50	52	(4%)	189	164	15%
	<u>(456)</u>	<u>1,163</u>	<u>(139%)</u>	<u>3,465</u>	<u>5,215</u>	<u>(34%)</u>

N/M: Not meaningful

NOTES:

[1] Breakdown of fee income

	4 <sup>th</sup> Quarter			Full year		
	2013 US\$'000	2012 US\$'000	% Change	2013 US\$'000	2012 US\$'000	% Change
Arrangement and agency fee	735	2,410	(70%)	4,499	5,913	(24%)
Brokerage commission	104	164	(37%)	588	784	(25%)
Incentive fee	572	20	N/M	757	53	N/M
Asset management & administration fee	689	1,085	(36%)	2,925	4,178	(30%)
Charter income	4,646	3,572	30%	16,190	12,723	27%
	<u>6,746</u>	<u>7,251</u>	(7%)	<u>24,959</u>	<u>23,651</u>	6%

[2] Breakdown of investment returns

	4 <sup>th</sup> Quarter			Full year		
	2013 US\$'000	2012 US\$'000	% Change	2013 US\$'000	2012 US\$'000	% Change
Interest on performance notes						
- shipping	241	323	(25%)	241	323	(25%)
- distressed debt	-	71	(100%)	-	104	(100%)
Interest on bond	3	-	N/M	8	-	N/M
Realised gain on investment property	-	863	(100%)	-	863	(100%)
Realised gain on investments						
- shipping	44	45	(2%)	177	178	(1%)
- hotel and residential	575	1	N/M	687	54	N/M
- hotel (classified under property, plant and equipment)	4,135	-	N/M	4,135	-	N/M
- office property/ small residential property developments	4,972	-	N/M	5,291	-	N/M
Realised gain on listed shares – others	-	-	N/M	93	53	75%
Property rental income	88	89	(1%)	350	339	3%
Fair value adjustment on investment properties	-	(248)	100%	(527)	219	(341%)
Fair value adjustment on investments						
- shipping	(513)	(1,157)	56%	(534)	575	(193%)
- hotel and residential	(1,053)	(682)	(54%)	(693)	(572)	(21%)
- office property/ small residential property developments	(4,985)	(219)	N/M	(3,037)	1,712	(277%)
Fair value adjustment on performance notes						
- shipping	(411)	(1,163)	65%	(795)	(4,596)	83%
- distressed debt	-	(82)	100%	(2)	(114)	98%
Fair value adjustment on listed shares – others	(115)	101	(214%)	(238)	351	(168%)
Net gain/ (loss) on derivative financial instruments	70	(312)	122%	2,131	(557)	483%
	<u>3,051</u>	<u>(2,370)</u>	229%	<u>7,287</u>	<u>(1,068)</u>	782%

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

	Group		Company	
	31 December 2013 US\$'000	31 December 2012 US\$'000	31 December 2013 US\$'000	31 December 2012 US\$'000
<b>ASSETS</b>				
<b>Non-current assets</b>				
Investment properties	10,109	6,658	-	-
Intangible assets	74	20	-	-
Property, plant and equipment	111,923	101,897	42	35
Loans receivable	8,811	7,973	5,811	4,973
Loans to subsidiaries	-	-	5,310	6,145
Investments	31,199	40,938	25,137	26,350
Investments in subsidiaries	-	-	48,766	37,862
Rental deposit	1,610	1,398	-	-
Derivative financial instruments	230	-	102	-
Deferred tax assets	27	42	-	-
Deposits for purchase of vessels	6,895	6,277	-	-
<b>Total non-current assets</b>	<b>170,878</b>	<b>165,203</b>	<b>85,168</b>	<b>75,365</b>
<b>Current assets</b>				
Investments	2,546	5,285	-	-
Loans receivable	2,100	6,500	1,100	5,500
Loans to subsidiaries	-	-	5,524	16,885
Derivative financial instruments	27	1,050	27	-
Accounts receivable	3,135	7,289	94	2,295
Amount due from subsidiaries	-	-	373	2,118
Prepayments, deposits and other receivables	2,496	2,376	381	377
Tax recoverable	21	-	-	-
Deposits pledged as collateral	7,378	16,068	7,378	15,087
Cash and bank balances	47,566	43,266	30,215	28,685
<b>Total current assets</b>	<b>65,269</b>	<b>81,834</b>	<b>45,092</b>	<b>70,947</b>
<b>Total assets</b>	<b>236,147</b>	<b>247,037</b>	<b>130,260</b>	<b>146,312</b>

	Group		Company	
	31 December 2013 US\$'000	31 December 2012 US\$'000	31 December 2013 US\$'000	31 December 2012 US\$'000
<b>EQUITY</b>				
<b>Equity attributable to owners of the parent</b>				
Share capital	75,167	75,167	75,167	75,167
Share premium	31,319	31,319	31,319	31,319
Retained earnings	30,521	26,965	11,589	16,133
Fair value reserve	-	9	-	-
Hedging reserve	23	1,050	(30)	-
Exchange reserve	2,791	3,936	-	-
Capital reserve	(117)	(126)	-	-
<b>Total equity attributable to owners of the parent</b>	<b>139,704</b>	<b>138,320</b>	<b>118,045</b>	<b>122,619</b>
Non-controlling interests	509	234	-	-
<b>Total equity</b>	<b>140,213</b>	<b>138,554</b>	<b>118,045</b>	<b>122,619</b>
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
Borrowings	62,734	68,023	3,810	-
Finance lease obligations	6	17	-	-
Due to Tokumei Kumiai investors	687	1,874	-	-
Derivative financial instruments	47	115	132	-
Other payables	30	116	-	-
<b>Total non-current liabilities</b>	<b>63,504</b>	<b>70,145</b>	<b>3,942</b>	<b>-</b>
<b>Current liabilities</b>				
Borrowings	23,379	29,141	6,262	22,336
Finance lease obligations	8	9	-	-
Due to Tokumei Kumiai investors	519	-	-	-
Accounts payable	2,462	4,016	-	-
Other payables and accruals	5,648	4,567	1,788	1,357
Amounts due to subsidiaries	-	-	198	-
Derivative financial instruments	324	442	25	-
Income tax payable	90	163	-	-
<b>Total current liabilities</b>	<b>32,430</b>	<b>38,338</b>	<b>8,273</b>	<b>23,693</b>
<b>Total liabilities</b>	<b>95,934</b>	<b>108,483</b>	<b>12,215</b>	<b>23,693</b>
<b>Total equity and liabilities</b>	<b>236,147</b>	<b>247,037</b>	<b>130,260</b>	<b>146,312</b>

**NOTES:-**

The Group's non-current assets increased by 3.4% from \$165.2 million on 31 December 2012 to \$170.9 million on 31 December 2013 due mainly to the delivery of a vessel to the Group's ship-owning subsidiary offset by disposal of a hotel under property, plant and equipment. Meanwhile current assets reduced from \$81.8 million on 31 December 2012 to \$65.3 million on 31 December 2013 mainly due to disposal of current investments, collection of current loans receivable as well as reduction in deposits pledged as collateral to banks for borrowings while borrowings were being repaid.

On the other hand, total liabilities decreased to \$95.9 million on 31 December 2013 from \$108.5 million on 31 December 2012 due mainly to repayment of borrowings from proceeds from disposal of hotel and other investments.

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

	As at 31 December 2013		As at 31 December 2012	
	Secured US\$'000	Unsecured US\$'000	Secured US\$'000	Unsecured US\$'000
Amount repayable in one year or less, or on demand	23,073	306	19,772	9,369
Amount repayable after one year	58,134	4,600	66,688	1,335
Total	<u>81,207</u>	<u>4,906</u>	<u>86,460</u>	<u>10,704</u>

**Details of any collateral**

The Group's borrowings are secured by means of:

- > a legal mortgage over certain cash deposits of the holding company
- > legal mortgages over investment properties of a subsidiary
- > legal mortgages over vessels of the subsidiaries
- > a legal mortgage over a freehold property under the category of "Property, plant and equipment" of a subsidiary

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.**

	Note	Full year	
		2013 US\$'000	2012 US\$'000
<b>Cash flows from operating activities</b>			
Profit before tax		5,809	3,740
Adjustments for:			
Investment returns		(7,287)	1,068
Amortisation and depreciation		5,283	4,424
Realisation of negative goodwill arising on acquisition of a subsidiary		(9)	-
Loss on disposal of property, plant and equipment		-	95
Impairment of property, plant and equipment		547	-
Write-back of provision of onerous contracts		(209)	(573)
Provision for onerous contracts		-	103
Provision for accounts receivable		42	-
Net foreign exchange loss/ (gain)		451	(1,541)
Interest income		(1,016)	(1,151)
Finance costs – interest expense		2,233	2,047
Finance costs – others		276	270
Allocation to Tokumei Kumiai investors		2,223	259
Operating cash flows before changes in working capital		8,343	8,741
Changes in working capital:			
Net change in accounts receivable		4,035	(1,912)
Net change in prepayments, deposits and other receivables		(869)	752
Net change in accounts payable		(879)	(781)
Net change in other payables and accruals		1,525	(3,042)
Cash flows generated from operations		12,155	3,758
Interest received on bank balances		195	215
Tax (paid)/ reimbursed		(208)	418
Net cash flows generated from operating activities	[1]	12,142	4,391

	Note	Full year	
		2013 US\$'000	2012 US\$'000
<b>Cash flows from investing activities</b>			
Acquisition of a subsidiary		218	-
Purchase of investment properties		(3,791)	(1,475)
Purchase of investments		(4,044)	(4,781)
Proceeds from sale of an investment property		-	3,478
Proceeds from redemption/ sale of investments		9,790	2,134
Proceeds from disposal of a hotel		16,807	-
Net cash inflow on acquisition of an investment		17	-
Deposits paid for purchase of vessels		(6,882)	(35)
Purchase of property, plant and equipment		(25,695)	(11,281)
Contribution from a Tokumei Kumiai investor		737	-
Redemption of Tokumei Kumiai investors		(3,338)	-
Loans advanced		(1,014)	(6,953)
Loans repaid		4,042	1,868
Interest received from loans		760	826
Net decrease in deposits pledged as collateral		8,586	2,554
Proceeds from investments		5,896	713
Settlement of derivative financial instruments		2,033	-
Proceeds from property rental		350	328
Net cash flows generated from/ (used in) investing activities	[2]	4,472	(12,624)
<b>Cash flows from financing activities</b>			
New borrowings		26,859	16,790
Repayment of borrowings		(32,523)	(13,425)
Interests paid on borrowings		(2,213)	(2,031)
Other finance cost paid		(165)	(119)
Payment of lease obligation		(8)	(9)
Dividend paid		(1,904)	-
Payment to non-controlling interest		(54)	(54)
Net cash flows (used in)/ generated from financing activities	[3]	(10,008)	1,152
Net increase/ (decrease) in cash and cash equivalents		6,606	(7,081)
Movements in cash and cash equivalents:			
Cash and cash equivalents at beginning of the year		43,266	51,164
Net increase/ (decrease) in cash and cash equivalents		6,606	(7,081)
Effects of foreign exchange rate changes, net		(2,306)	(817)
Cash and cash equivalents at end of the year		47,566	43,266

**NOTES:**

[1] The Group generated a positive operating cash flow of \$12.1 million for FY2013 aided by ship finance arrangement fees and charter income.

[2] The Group continued to seed future growth by actively acquiring new vessels (see "Deposits paid for purchase of vessels" of \$6.9 million and "Purchase of property, plant and equipment" of \$25.7 million), investing in new joint-investment companies and new small residential property development projects (see "Purchase of investments" of \$4.0 million and "Purchase of investment properties" of \$3.8 million) resulting in cash outlay from investment acquisitions. On the other hand, disposal of a hotel and other investments brought in cash proceeds to offset the cash outlay from investment acquisitions. Accordingly, the Group recorded a net cash inflow from investing activities of \$4.5 million for FY2013.

[3] Cash flows used in financing activities were \$10.0 million for FY2013 due mainly to net repayment of borrowings.



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

<u>Group</u>	Share capital US\$'000	Share premium US\$'000	Retained earnings US\$'000	Fair value reserve US\$'000	Hedging reserve US\$'000	Exchange reserve US\$'000	Capital reserve US\$'000	Total equity attributable to owners of the parent US\$'000	Non-controlling interests US\$'000	Total equity US\$'000
At 1 January 2012	75,167	31,319	23,534	9	(1,123)	4,489	(126)	133,269	124	133,393
Profit for the year	-	-	3,431	-	-	-	-	3,431	166	3,597
Other comprehensive income/ (expense)	-	-	-	-	2,173	(553)	-	1,620	(2)	1,618
Total comprehensive income/ (expense)	-	-	3,431	-	2,173	(553)	-	5,051	164	5,215
Payment to non-controlling interest	-	-	-	-	-	-	-	-	(54)	(54)
At 31 December 2012	75,167	31,319	26,965	9	1,050	3,936	(126)	138,320	234	138,554
At 1 January 2013	75,167	31,319	26,965	9	1,050	3,936	(126)	138,320	234	138,554
Profit for the year	-	-	5,448	-	-	-	-	5,448	193	5,641
Other comprehensive expense	-	-	-	-	(1,027)	(1,145)	-	(2,172)	(4)	(2,176)
Total comprehensive income/ (expense)	-	-	5,448	-	(1,027)	(1,145)	-	3,276	189	3,465
Capital reserve	-	-	-	(9)	-	-	9	-	-	-
Dividend in respect of 2012	-	-	(1,892)	-	-	-	-	(1,892)	-	(1,892)
Acquisition of a subsidiary	-	-	-	-	-	-	-	-	140	140
Payment to non-controlling interests	-	-	-	-	-	-	-	-	(54)	(54)
At 31 December 2013	75,167	31,319	30,521	-	23	2,791	(117)	139,704	509	140,213

  

<u>Company</u>	Share capital US\$'000	Share premium US\$'000	Retained earnings US\$'000	Fair value reserve US\$'000	Hedging reserve US\$'000	Exchange reserve US\$'000	Capital reserve US\$'000	Total equity attributable to owners of the parent US\$'000	Non-controlling interests US\$'000	Total equity US\$'000
At 1 January 2012	75,167	31,319	22,527	-	-	-	-	129,013	-	129,013
Loss for the year	-	-	(6,394)	-	-	-	-	(6,394)	-	(6,394)
Other comprehensive expense	-	-	-	-	-	-	-	-	-	-
Total comprehensive expense	-	-	(6,394)	-	-	-	-	(6,394)	-	(6,394)
At 31 December 2012	75,167	31,319	16,133	-	-	-	-	122,619	-	122,619
At 1 January 2013	75,167	31,319	16,133	-	-	-	-	122,619	-	122,619
Loss for the year	-	-	(2,652)	-	-	-	-	(2,652)	-	(2,652)
Other comprehensive expense	-	-	-	-	(30)	-	-	(30)	-	(30)
Total comprehensive expense	-	-	(2,652)	-	(30)	-	-	(2,682)	-	(2,682)
Dividend in respect of 2012	-	-	(1,892)	-	-	-	-	(1,892)	-	(1,892)
At 31 December 2013	75,167	31,319	11,589	-	(30)	-	-	118,045	-	118,045

- 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.**

For the financial year ended 31 December 2013, there was no change in share capital.

The Company did not have any convertibles or treasury shares as at 31 December 2013 and 31 December 2012.

- 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.**

	<b>As at 31 December 2013</b>	<b>As at 31 December 2012</b>
Total number of issued shares	<u>469,792,800</u>	<u>469,792,800</u>

- 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.**

Not applicable.

- 2 Whether the figures have been audited or reviewed and in accordance with which auditing standard of 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 Group has adopted the same accounting policies and method of computation in the financial statements for the current financial year as compared with the audited financial statements for the financial year ended 31 December 2012.

- 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 the same accounting policies and method of computation in the financial statements for the current financial year as compared with the audited financial statements for the financial year ended 31 December 2012. The adoptions of the other new or revised IFRSs do not have a significant impact on the Group's results of operations and financial position.

**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.**

	4 <sup>th</sup> Quarter		Full year	
	2013	2012	2013	2012
(Loss)/ profit attributable to owners of the parent (US\$'000)	<u>(15)</u>	<u>(294)</u>	<u>5,448</u>	<u>3,431</u>
Weighted average number of ordinary shares in issue ('000)	<u>469,793</u>	<u>469,793</u>	<u>469,793</u>	<u>469,793</u>
(Loss)/ earnings per share (US cent per share) - basic and diluted	<u>(0.00)</u>	<u>(0.06)</u>	<u>1.16</u>	<u>0.73</u>

**7 Net asset value for the group per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the:**

- (a) current financial period reported on; and  
(b) immediately preceding financial year.

	31 December 2013	31 December 2012
Net asset value per ordinary share based on issued share capital at the end of (in US\$)	0.30	0.29

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

**Review of Income Statement**

The Group ended FY2013 with a 57% rise in net profit from \$3.6 million in FY2012 to \$5.6 million in FY2013, the Group's second consecutive year of rise in net profit.

FY2013 began well with the Group having successfully arranged structured ship financing for containerships of a renowned shipping company resulting in arrangement fee income for the Group. In June 2013, the fifth ship under the Group's ship-owning subsidiary, Uni-Asia Shipping Limited, was delivered. Together with the four ships delivered in previous years, Uni-Asia Shipping Limited's fleet of five seaborne ships contributed to the Group's charter income. On the Hong Kong property front, the Group's investment in the office development project in Kwun Tong, Kowloon East was completed and distributions from the investment were made to the Group. In Japan, the Group seized opportunities in the good property market and disposed of a hotel and other investments, recording investment gains. Meanwhile, good tourism market in Japan contributed to good occupancy rate and average daily rate for the hotels under the Group's operation. The combination of the above factors contributed to the Group's turnover of \$73.9 million for FY2013.

On the other hand, operating expenses were down 12% to \$63.3 million for FY2013 compared to \$72.0 million for FY2012 due to disciplined cost control.

Accordingly, the Group's operating profit for FY2013 increased by 67% to \$10.5 million compared to \$6.3 million in FY2012.

FY2013's earnings per share rose to 1.16 US cents compared to 0.73 US cents in FY2012.

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

Not applicable. The Group has not provided a forecast.

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

Since the beginning of FY2013 to the date of this announcement, the Group has acquired 6 ships either through its subsidiaries or joint investment companies. The Group has concluded a phase of acquisition and will focus on managing the current fleet of ships so as to deliver value to shareholders.

On property investment front, the Group has disposed some investments in FY2013 and will look for new opportunities to deploy these proceeds.

**11 Dividend**

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

**Any dividend declared for the current financial period reported on?**

Yes.

The Directors are pleased to announce a proposed first and final dividend of S\$0.00625 per share for the financial year ended 31 December 2013. Payment of the said dividend is subject to the approval of shareholders at the forthcoming Annual General Meeting.

Name of dividend	Proposed first and final ordinary dividend
Dividend type	Cash
Dividend amount per share	S\$0.00625
No. of ordinary shares in issue	469,792,800
Total dividend amount	S\$2,936,205
Tax rate	Cayman Islands tax-exempt dividend

These financial statements do not reflect this proposed final dividend, which will be accounted for in shareholder's equity as an appropriation of retained earnings in the financial year ending 31 December 2014.

**(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 and final ordinary dividend
Dividend type	Cash
Dividend amount per share	S\$0.005
No. of ordinary shares in issue	469,792,800
Total dividend amount	S\$2,348,964
Tax rate	Cayman Islands tax-exempt dividend

**(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 Group has not obtained a general mandate for IPTs from the Group's shareholders.

**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.**

**Business segments**

The segment results are as follows:

	Investment & Asset Management of Ships and Properties, Ship Finance Arrangement US\$'000	Ship Owning & Chartering US\$'000	Investment & Asset Management of Properties in Japan US\$'000	Hotel Operations in Japan US\$'000	Eliminations US\$'000	Group US\$'000
<b>Year ended 31 December 2013:</b>						
Total income						
External customers	7,575	18,406	10,448	36,433	-	72,862
Interest income	1,007	7	1	1	-	1,016
Inter-segment	1,259	-	460	1,023	(2,742)	-
	<u>9,841</u>	<u>18,413</u>	<u>10,909</u>	<u>37,457</u>	<u>(2,742)</u>	<u>73,878</u>

	Investment & Asset Management of Ships and Properties, Ship Finance Arrangement US\$'000	Ship Owning & Chartering US\$'000	Investment & Asset Management of Properties in Japan US\$'000	Hotel Operations in Japan US\$'000	Eliminations US\$'000	Group US\$'000
<b>Year ended 31 December 2013:</b>						
Results						
Depreciation and amortisation	(41)	(4,534)	(656)	(58)	6	(5,283)
Impairment of property, plant and equipment	-	(547)	-	-	-	(547)
Finance costs - interest expense	(313)	(1,537)	(355)	(28)	-	(2,233)
Finance costs – others	(18)	(246)	(133)	(5)	126	(276)
Allocation to Tokumei Kumiai Investors	4	-	(2,227)	-	-	(2,223)
(Loss)/ profit before tax	<u>(1,181)</u>	<u>3,615</u>	<u>2,745</u>	<u>613</u>	<u>17</u>	<u>5,809</u>
Other segment item is as follows:						
Capital expenditure	<u>3,881</u>	<u>25,442</u>	<u>25</u>	<u>33</u>	<u>-</u>	<u>29,381</u>
<b>Year ended 31 December 2012:</b>						
Total income						
External customers	8,349	12,286	6,554	49,943	-	77,132
Interest income	1,145	5	1	1	-	1,152
Inter-segment	911	8	527	976	(2,422)	-
	<u>10,405</u>	<u>12,299</u>	<u>7,082</u>	<u>50,920</u>	<u>(2,422)</u>	<u>78,284</u>
Results						
Depreciation and amortisation	(25)	(3,494)	(853)	(58)	6	(4,424)
Finance costs - interest expense	(363)	(1,147)	(508)	(29)	-	(2,047)
Finance costs – others	-	(247)	(158)	(3)	138	(270)
Allocation to Tokumei Kumiai Investors	-	-	(259)	-	-	(259)
Profit/ (loss) before tax	<u>1,806</u>	<u>3,257</u>	<u>(499)</u>	<u>(841)</u>	<u>17</u>	<u>3,740</u>
Other segment item is as follows:						
Capital expenditure	<u>1,525</u>	<u>10,606</u>	<u>325</u>	<u>394</u>	<u>-</u>	<u>12,850</u>

The segment assets and liabilities are as follows:

	Investment & Asset Management of Ships and Properties, Ship Finance Arrangement US\$'000	Ship Owning & Chartering US\$'000	Investment & Asset Management of Properties in Japan US\$'000	Hotel Operations in Japan US\$'000	Eliminations US\$'000	Group US\$'000
<b>As at 31 December 2013:</b>						
Segment assets						
Total assets	<u>149,803</u>	<u>115,123</u>	<u>17,389</u>	<u>9,649</u>	<u>(55,817)</u>	<u>236,147</u>
Segment liabilities						
Total liabilities	<u>15,838</u>	<u>71,041</u>	<u>11,822</u>	<u>5,905</u>	<u>(8,672)</u>	<u>95,934</u>
<b>As at 31 December 2012:</b>						
Segment assets						
Total assets	<u>161,491</u>	<u>87,563</u>	<u>40,558</u>	<u>11,977</u>	<u>(54,552)</u>	<u>247,037</u>
Segment liabilities						
Total liabilities	<u>24,434</u>	<u>56,544</u>	<u>36,827</u>	<u>8,552</u>	<u>(17,874)</u>	<u>108,483</u>

- 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.**

For review of performance, please refer to item 8.

- 16 A breakdown of sales as follows:-**

	2013 US\$'000	2012 US\$'000	% Change
Total income reported for first half year	36,553	38,094	(4%)
Profit after tax for first half year	3,074	1,721	79%
Total income reported for second half year	37,325	40,190	(7%)
Profit after tax for second half year	2,567	1,876	37%

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

	31 December 2013 S\$'000	31 December 2012 S\$'000
Ordinary - Proposed first and final Dividend	2,936	2,349

- 18 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). If there are no such persons, the issuer must make an appropriate negative statement.**

There is no person occupying a managerial position in the Company or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the Company pursuant to Rule 704(13).

**BY THE ORDER OF THE BOARD**

Kazuhiko Yoshida  
Chairman, CEO  
27 February 2014