

**Full Year Financial Statement and Dividend Announcement for the year Ended 31 December 2019****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			Group		
		4Q2019 \$'000	4Q2018 \$'000	+/(-) %	FY2019 \$'000	FY2018 \$'000	+/(-) %
Revenue							
- Property development		216,820	245,544	(11.7)	791,951	828,638	(4.4)
- Construction		40,046	38,477	4.1	164,405	169,850	(3.2)
- Hospitality		19,722	19,995	(1.4)	78,181	71,653	9.1
- Education		4,907	2,100	133.7	13,811	2,599	431.4
- Property investment & others		1,739	1,893	(8.1)	7,291	7,494	(2.7)
		<u>283,234</u>	<u>308,009</u>	(8.0)	<u>1,055,639</u>	<u>1,080,234</u>	(2.3)
Cost of sales		(228,050)	(230,674)	(1.1)	(860,766)	(837,786)	2.7
Gross profit		<u>55,184</u>	<u>77,335</u>	(28.6)	<u>194,873</u>	<u>242,448</u>	(19.6)
Other items of income							
Interest income		1,294	1,907	(32.1)	6,920	5,613	23.3
Other income		4,065	968	319.9	6,916	3,758	84.0
Other items of expense							
Marketing and distribution expenses	1	(4,957)	(2,421)	104.8	(13,900)	(14,106)	(1.5)
Administrative expenses	2	(30,128)	(32,206)	(6.5)	(96,471)	(94,224)	2.4
Finance costs	3	(12,790)	(14,997)	(14.7)	(58,890)	(50,373)	16.9
Share of results of associates and joint venture		3,568	2,546	40.1	4,609	4,928	(6.5)
Profit before tax		<u>16,236</u>	<u>33,132</u>	(51.0)	<u>44,057</u>	<u>98,044</u>	(55.1)
Income tax expense		(2,312)	(3,573)	(35.3)	(11,500)	(17,794)	(35.4)
Profit after tax		<u>13,924</u>	<u>29,559</u>	(52.9)	<u>32,557</u>	<u>80,250</u>	(59.4)
Profit attributable to:							
Owners of the Company		13,400	26,550	(49.5)	33,320	63,121	(47.2)
Non-controlling interests		524	3,009	(82.6)	(763)	17,129	NM
		<u>13,924</u>	<u>29,559</u>	(52.9)	<u>32,557</u>	<u>80,250</u>	(59.4)

1(a)(ii) Items, which if significant, must be included in the income statement

	Group			Group		
	4Q2019 \$'000	4Q2018 \$'000	+/(-) %	FY2019 \$'000	FY2018 \$'000	+/(-) %
Other income						
Rental income from non investment holding companies	294	153	92.2	1,376	434	217.1
Sales of materials	538	143	276.2	1,227	1,039	18.1
Government grants	57	170	(66.5)	459	481	(4.6)
Deposits forfeited from buyers	26	286	(90.9)	154	726	(78.8)
Gain on disposal of property, plant and equipment	115	80	43.6	375	231	62.3
Net fair value gain on investment properties	2,766	-	NM	2,766	-	NM
Foreign exchange gain	214	-	NM	-	-	NM
Others	55	136	(59.6)	559	847	(34.0)
	<u>4,065</u>	<u>968</u>	319.9	<u>6,916</u>	<u>3,758</u>	84.0

The following items have been included in arriving at profit after tax:

Employee benefits expenses		19,706	21,603	(8.8)	73,563	72,626	1.3
Depreciation of property, plant and equipment	4	7,904	4,999	58.1	25,115	18,810	33.5
Foreign exchange (gain)/loss	2	(214)	2,882	NM	2,494	8,995	(72.3)
Legal and professional fees		2,035	1,907	6.7	4,738	3,649	29.8
Property maintenance expenses		1,621	642	152.5	4,871	3,368	44.6
Impairment loss on property, plant and equipment		4,123	3,922	5.1	4,123	3,922	5.1
Impairment loss on intangible assets		460	2,013	(77.1)	460	2,013	(77.1)
Amortisation of intangible assets		228	(13)	NM	511	161	217.4
Provision for onerous contract		1,000	-	NM	1,000	7,500	NM
Fair value (gain)/loss on investment properties		(2,766)	1,042	NM	(2,766)	1,042	NM
Overprovision of tax in respect of previous years		2,779	3,809	(27.0)	4,947	8,173	(39.5)

Note:-

NM - Not meaningful.

Notes to Group Income Statement

- The increase in marketing and distribution expenses in 4Q2019 was due to construction of showflats for Park Colonial and Kopar at Newton in 4Q2019.
- The decrease in administrative expenses in 4Q2019 was due to absence of foreign exchange loss in 4Q2019. Foreign exchange gain in 4Q2019 was due to strengthening of Australian dollars and New Zealand dollars in 4Q2019 as compared to weakening of these currencies in 4Q2018.
- The decrease in finance costs in 4Q2019 was in line with lower average borrowings.
- Increase in depreciation charges due mainly to depreciation of right-of-use assets arising from the adoption of SFRS(I) 16 Leases which took effect from 1 January 2019.

1(a)(iii) Statement of Comprehensive Income

	Note	Group		+/(-) %	Group		+/(-) %
		4Q2019 \$'000	4Q2018 \$'000		FY2019 \$'000	FY2018 \$'000	
Profit after tax		13,924	29,559	(52.9)	32,557	80,250	(59.4)
Other comprehensive income/(loss):							
<i>Items that will not be reclassified to profit or loss</i>							
Share of loss on property revaluation of associate		-	(44)		-	(44)	(100.0)
		-	(44)		-	(44)	
<i>Items that may be reclassified subsequently to profit or loss</i>							
Foreign currency translation differences	1	1,335	(3,922)	(134.0)	(2,126)	(13,509)	(84.3)
Share of foreign currency translation of associates and joint venture		(46)	(24)	89.7	(91)	(39)	132.1
		1,289	(3,946)	(132.7)	(2,217)	(13,548)	(83.6)
Other comprehensive income/(loss) for the quarter/year, net of tax		1,289	(3,990)	(132.7)	(2,217)	(13,592)	(83.7)
Total comprehensive income for the quarter/year		15,213	25,569	(40.5)	30,340	66,658	(54.5)
Total comprehensive income attributable to:							
Owners of the Company		14,646	22,718	(35.5)	30,882	50,094	(38.4)
Non-controlling interests		567	2,851	(80.1)	(542)	16,564	NM
		15,213	25,569	(40.5)	30,340	66,658	(54.5)

Notes to Statement of Comprehensive Income

- 1 Foreign currency translation differences arises from the translation of financial statements of foreign operations whose functional currencies are different from that of the Group's functional currency. Translation gain in 4Q2019 was mainly due to appreciation of Australian dollars against Singapore dollars on the Group's foreign net assets which are largely denominated in Australian dollars.

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

	Note	The Group		Note	The Company	
		31 Dec 2019 \$'000	31 Dec 2018 \$'000		31 Dec 2019 \$'000	31 Dec 2018 \$'000
Non-current assets						
Property, plant and equipment	1	467,065	364,221		4,306	1,438
Investment properties	2	305,528	250,617		-	-
Intangible assets	3	47,154	16,677		447	509
Investment in subsidiaries		-	-	16	81,642	3,342
Investment in joint venture		6,538	3,392		-	-
Investments in associates	4	26,233	6,105		650	650
Deferred tax assets		7,761	5,956		-	-
Trade and other receivables	5	53,558	40,411	17	346,605	275,045
		913,837	687,379		433,650	280,984
Current assets						
Development properties	6	1,373,224	1,410,329		-	-
Inventories		2,838	2,152		-	-
Prepayments		4,817	2,708		150	252
Trade and other receivables	7	176,336	123,444		16,391	8,096
Contract assets	8	409,583	501,307		-	-
Capitalised contract costs		14,416	16,663		-	-
Cash and short-term deposits		378,487	342,558		57,729	41,428
		2,359,701	2,399,161		74,270	49,776
Total assets		3,273,538	3,086,540		507,920	330,760
Deduct: Current liabilities						
Loans and borrowings	9	231,880	129,773		-	-
Trade and other payables	10	87,725	64,814	18	14,252	671
Contract liabilities	11	45,948	99,488		-	-
Other liabilities	12	102,896	48,430		5,507	7,414
Income tax payable		7,662	9,716		186	600
		476,111	352,221		19,945	8,685
Net current assets		1,883,590	2,046,940		54,325	41,091
Deduct: Non-current liabilities						
Loans and borrowings	9	1,566,464	1,681,360		38,250	38,250
Trade and other payables	13	166,282	140,696	18	252,140	191,017
Other liabilities	14	64,809	36		667	-
Deferred tax liabilities	15	52,601	38,172		-	36
		1,850,156	1,860,264		291,057	229,303
		947,271	874,055		196,918	92,772
Equity attributable to owners of the Company						
Share capital		175,978	79,691		175,978	79,691
Treasury shares		(30,034)	(30,034)		(30,034)	(30,034)
Retained earnings		781,745	773,466		46,869	39,722
Other reserves		(9,420)	(5,775)		4,105	3,393
		918,269	817,348		196,918	92,772
Non-controlling interests		29,002	56,707		-	-
Total equity		947,271	874,055		196,918	92,772

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 (Cont'd)

Notes to Statement of Financial Position

Note

The Group

- 1 The increase in property, plant and equipment was mainly due to right-of-use assets of the Group's lease commitments arising from the adoption of SFRS(I) 16 Leases which took effect from 1 January 2019 and acquisition of the Excelsior International School site in Johor Bahru, Malaysia.
- 2 The increase in investment properties was due to transfer of Parc Komo retail component to investment properties and fair value gain on investment properties.
- 3 The increase in intangible assets was mainly due to provisional goodwill arising from the acquisition of Invictus International School Group, Raffles Campus Group and Sembcorp Design and Construction ("SDC") Group during the year.
- 4 The increase in investments in associates was due to investment in Zeus Education Group and Amdon Consulting during the year.
- 5 The increase in non-current trade and other receivables was due to retentions receivable from the acquired SDC Group.
- 6 The decrease in development properties was mainly due to transfer of Parc Komo retail component to investment properties and progressive sales of Park Colonial and Grandeur Park Residences, partially offset by the acquisition of Kampong Java site in April 2019.
- 7 The increase in current trade and other receivables was mainly due to progress billings receivable from purchasers of High Park Residences of which Temporary Occupation Permit has been obtained.
- 8 The decrease in contract assets was mainly due to the transfer to trade receivables following the completion of High Park Residences, partially offset by higher receivables following the progressive recognition of revenue from Park Colonial and Grandeur Park Residences.
- 9 The decrease in current and non-current loans and borrowings was due to repayment of bank loans, partially offset by issuance of term notes and financings obtained for development projects and working capital.
- 10 The increase in current trade and other payables liabilities was mainly due to trade payables from the acquired SDC Group.
- 11 The decrease in contract liabilities was due to lesser amount of advances from customers following the progressive recognition of revenue.
- 12 The increase in current other liabilities was mainly due to accrued project costs from the acquired SDC Group.
- 13 The increase in non-current trade and other payables was due to advance payment received from a customer for a construction project and higher amount due from non-controlling interest of a development project.
- 14 The increase in non-current other liabilities was due to lease liabilities arising from the adoption of SFRS(I) 16 Leases which took effect from 1 January 2019.
- 15 The increase in deferred tax liabilities was mainly due to higher deferred tax provision in line with higher profit recognised from sale of development properties.

The Company

- 16 The increase in investment in subsidiaries was due to increase in share capital of subsidiaries by way of capitalisation of loan to share capital.
- 17 The increase in non-current trade and other receivables was due to working capital loans extended to subsidiaries, partially offset by capitalisation of loan extended to subsidiaries.
- 18 The increase in current and non-current trade and other payables was due to loans obtained from subsidiaries.

1(b)(ii) In relation to the aggregate amount of the group's borrowings and debt securities, specify the following as at the end of the current financial period reported on with comparative figures as at the end of the immediately preceding financial year

	As at 31 Dec 2019 \$'000	As at 31 Dec 2018 \$'000
Amount repayable in one year or less, or on demand		
- Secured	231,880	129,773
- Unsecured	-	-
Amount repayable after one year		
- Secured	1,428,214	1,643,110
- Unsecured	138,250	38,250
	<u>1,798,344</u>	<u>1,811,133</u>

Details of any collateral

The Group's total borrowings of \$1.8 billion are loans taken to finance property development projects, investment properties, school campus, hotels and for working capital.

The Group's secured borrowings of \$1.7 billion are mainly secured by:

- (a) legal mortgage on the development properties, investment properties, school campus and hotels;
- (b) subordination of shareholder's loan;
- (c) assignment of sale proceeds of the development properties;
- (d) assignment of all rights and benefits under construction contracts, performance bonds and insurance policies in respect of the development properties;
- (e) assignment of tenancy and sale agreements of the investment and development properties;
- (f) fixed and floating charge on the hotels; and
- (g) corporate guarantee from the Company.

The Group's unsecured borrowings of \$138.3 million comprise the following notes issued under its \$750 million Multicurrency Debt Issuance Programme:

- (a) \$13.0 million 5-year fixed rate notes issued on 14 June 2016. The notes bear interest at the rate of 4.75 per cent. per annum payable semi-annually in arrear and will due in June 2021.
- (b) \$25.3 million 5-year fixed rate notes issued on 19 May 2017. The notes bear interest at the rate of 4.90 per cent. per annum payable semi-annually in arrear and will due in May 2022.
- (c) \$100.0 million 3-year fixed rate notes issued on 15 March 2019. The notes bear interest at the rate of 6.0 per cent. per annum payable semi-annually in arrear and will due in March 2022.

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

	Group		Group	
	4Q2019 \$'000	4Q2018 \$'000	FY2019 \$'000	FY2018 \$'000
Cash flows from operating activities				
Profit before tax	16,236	33,132	44,057	98,044
Adjustments for:				
Interest income	(1,294)	(1,907)	(6,920)	(5,613)
Gain on disposal of property, plant and equipment	(115)	(85)	(375)	(231)
Gain on disposal of intangible assets	-	(20)	-	(20)
Interest expense	12,790	14,997	58,890	50,373
Property, plant and equipment written off	-	1	95	1
Provision for onerous contract	1,000	-	1,000	7,500
Depreciation of property, plant and equipment	7,904	4,999	25,115	18,810
Impairment of property, plant and equipment	4,123	3,922	4,123	3,922
Amortisation of intangible assets	228	(13)	511	161
Amortisation of capitalised contract cost	4,561	2,127	14,378	12,752
Impairment of intangible assets	460	2,013	460	2,013
Net fair value (gain)/loss on investment properties	(2,766)	1,042	(2,766)	1,042
Unrealised exchange loss	412	1,336	3,526	5,292
Share of results of associates and joint venture	(3,568)	(2,546)	(4,609)	(4,928)
Net loss on liquidation of an associate	3	-	3	17
Reversal of impairment on receivables	-	348	-	338
Share-based compensation expenses	259	-	712	995
Operating profit before changes in working capital	40,233	59,346	138,200	190,468
Changes in working capital:				
Development properties	97,859	134,125	(7,825)	159,913
Capitalised contract cost	(3,451)	(1,521)	(12,137)	(15,343)
Inventories	(122)	(1,229)	(698)	165
Prepayments	(855)	1,914	(2,122)	2,380
Trade and other receivables and contract assets	(142,332)	(101,706)	71,714	(303,432)
Trade and other payables and contract liabilities	13,171	(44,867)	(52,514)	(59,444)
Other liabilities	(5,777)	(933)	1,273	(12,385)
Cash (used in)/generated from operations	(1,274)	45,129	135,891	(37,678)
Interest paid	(14,339)	(18,222)	(66,449)	(60,539)
Interest received	1,458	1,907	7,084	5,613
Income tax refunded/(paid)	1,428	(17)	(7,403)	(5,809)
Net cash (used in)/generated from operating activities	(12,727)	28,797	69,123	(98,413)
Cash flows from investing activities:				
Purchase of property, plant and equipment	(7,927)	(1,533)	(20,116)	(21,889)
Proceeds from disposal of property, plant and equipment	121	140	466	606
Investment in an associate	(5,447)	-	(19,317)	-
Net cash outflow on acquisition of subsidiaries	(2,175)	-	(5,440)	(10,377)
Net cash outflow on acquisition of business assets	-	-	-	(29,690)
Proceeds from disposal of intangible assets	-	20	-	20
Dividend income	-	-	534	1,350
(Loan to)/Repayment from associates and joint venture	-	-	(197)	1,058
Proceeds from liquidation of an associate	-	(20)	27	829
Additions to intangible assets	21	-	-	(195)
Additions to investment properties	-	341	-	(12,819)
Net cash used in investing activities	(15,407)	(1,052)	(44,043)	(71,107)
Cash flows from financing activities:				
Repayment of loans and borrowings	(41,684)	(60,179)	(484,890)	(217,347)
Proceeds from loans and borrowings	18,400	200,000	363,000	701,202
Redemption of term notes	-	(206,750)	-	(206,750)
Proceeds from issuance of term notes	-	-	100,000	-
Dividends paid	-	-	(25,041)	(24,841)
Dividend paid to non-controlling interest	-	-	(29,200)	-
Proceeds from exercise of employee share options	-	-	-	2,771
Proceeds from issuance of new shares by subsidiary to non-controlling interests	-	-	-	1,620
Proceeds from issuance of new shares	96,287	-	96,287	-
Acquisition of non-controlling interests	-	-	(2,540)	-
Payment of principal portion of lease liabilities	(2,799)	-	(5,749)	-
Net cash generated from/(used in) financing activities	70,204	(66,929)	11,867	256,655
Net increase/(decrease) in cash and cash equivalents	42,070	(39,184)	36,947	87,135
Effect of exchange rate changes on cash and cash equivalents	(363)	(1,051)	(1,018)	(2,423)
Cash and cash equivalents at beginning of the period	336,780	382,793	342,558	257,846
Cash and cash equivalents at end of the period	378,487	342,558	378,487	342,558
Cash and cash equivalents comprise:				
Short term fixed deposits			241,032	158,731
Cash and bank balances			137,455	183,827
			378,487	342,558

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 (Cont'd)

Net cash (used in)/generated from operating activities

Net cash used in operating activities in 4Q2019 is due mainly to lower progressive payments from development properties as compared to net cash generated from operating activities in 4Q2018 due mainly to proceeds from disposal of a development site at Scarborough, Western Australia.

The net cash inflow from operating activities in FY2019 as compared to net cash outflow from operating activities in FY2018 was due mainly to higher progressive payments from development properties.

Net cash used in investing activities

Higher net cash used in investing activities in 4Q2019 as compared to same period last year was mainly due to acquisitions of associate and subsidiaries and higher purchase of property, plant and equipment in 4Q2019.

Lower net cash used in investing activities in FY2019 as compared to same period last year was mainly due to lower cash outflow for investment in Zeus Education Group, Amdon Consulting, Invictus Group and Raffles Campus Group in FY2019 as compared to acquisition of the Mercure & Ibis Styles Grosvenor Hotel, the adjoining properties at Hindley Street, property at 51 Pirie Street, in Adelaide, Australia and White Lodge Education Group in FY2018.

Net cash generated from/(used in) financing activities

Net cash generated from financing activities in 4Q2019 as compared to net cash used in financing activities in 4Q2018 was due to proceeds from issuance of new shares and lower repayment of borrowings in 4Q2019.

Lower net cash generated from financing activities in FY2019 was due to higher repayment of loans and lower loan proceeds, partially offset by proceeds from issuance of new shares.

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

Group	Attributable to owners of the Company									Non-controlling interests \$'000	Total equity \$'000
	Issued capital \$'000	Treasury shares \$'000	Treasury shares reserve \$'000	Share-based compensation reserve \$'000	Other reserves \$'000	Asset revaluation reserve \$'000	Currency translation reserve \$'000	Retained earnings \$'000	Total \$'000		
At 1 January 2019	79,691	(30,034)	(868)	4,261	674	2,611	(12,453)	773,466	817,348	56,707	874,055
Total comprehensive (loss)/income for the period	-	-	-	-	-	-	(3,684)	19,920	16,236	(1,109)	15,127
Acquisition of non-controlling interests	-	-	-	-	(1,919)	-	-	-	(1,919)	(621)	(2,540)
Dividends paid	-	-	-	-	-	-	-	(25,041)	(25,041)	(29,200)	(54,241)
Share-based compensation expenses	-	-	-	453	-	-	-	-	453	-	453
Acquisition of subsidiary	-	-	-	-	-	-	-	-	-	2,658	2,658
At 30 September 2019	79,691	(30,034)	(868)	4,714	(1,245)	2,611	(16,137)	768,345	807,077	28,435	835,512
Total comprehensive income for the quarter	-	-	-	-	-	-	1,246	13,400	14,646	567	15,213
Issuance of shares	96,287	-	-	-	-	-	-	-	96,287	-	96,287
Share-based compensation expenses	-	-	-	259	-	-	-	-	259	-	259
At 31 December 2019	175,978	(30,034)	(868)	4,973	(1,245)	2,611	(14,891)	781,745	918,269	29,002	947,271

Group	Attributable to owners of the Company									Non-controlling interests \$'000	Total equity \$'000
	Issued capital \$'000	Treasury shares \$'000	Treasury shares reserve \$'000	Share-based compensation reserve \$'000	Capital reserve \$'000	Asset revaluation reserve \$'000	Currency translation reserve \$'000	Retained earnings \$'000	Total \$'000		
At 1 January 2018	79,691	(33,653)	(533)	3,779	674	2,655	530	735,186	788,329	36,386	824,715
Total comprehensive (loss)/income for the period	-	-	-	-	-	-	(9,195)	36,571	27,376	14,133	41,509
Dividends paid	-	-	-	-	-	-	-	(24,841)	(24,841)	-	(24,841)
Share-based compensation expenses	-	-	-	995	-	-	-	-	995	-	995
Treasury shares reissued pursuant to employee share option scheme	-	3,619	(335)	(513)	-	-	-	-	2,771	-	2,771
Capital contribution to non-controlling interests	-	-	-	-	-	-	-	-	-	1,620	1,620
At 30 September 2018	79,691	(30,034)	(868)	4,261	674	2,655	(8,665)	746,916	794,630	52,139	846,769
Total comprehensive (loss)/income for the quarter	-	-	-	-	-	(44)	(3,788)	26,550	22,718	2,851	25,569
Acquisition of subsidiary	-	-	-	-	-	-	-	-	-	1,717	1,717
At 31 December 2018	79,691	(30,034)	(868)	4,261	674	2,611	(12,453)	773,466	817,348	56,707	874,055

Company	Issued capital \$'000	Treasury shares \$'000	Treasury shares reserve \$'000	Share-based compensation reserve \$'000	Retained earnings \$'000	Total equity \$'000
At 1 January 2019	79,691	(30,034)	(868)	4,261	39,722	92,772
Total comprehensive income for the period	-	-	-	-	32,550	32,550
Dividends paid	-	-	-	-	(25,041)	(25,041)
Share-based compensation expenses	-	-	-	453	-	453
At 30 September 2019	79,691	(30,034)	(868)	4,714	47,231	100,734
Total comprehensive income for the quarter	-	-	-	-	(362)	(362)
Share-based compensation expenses	-	-	-	259	-	259
Issuance of shares	96,287	-	-	-	-	96,287
At 31 December 2019	175,978	(30,034)	(868)	4,973	46,869	196,918

Company	Issued capital \$'000	Treasury shares \$'000	Treasury shares reserve \$'000	Share-based compensation reserve \$'000	Retained earnings \$'000	Total equity \$'000
At 1 January 2018	79,691	(33,653)	(533)	3,779	67,659	116,943
Total comprehensive income for the period	-	-	-	-	4,123	4,123
Dividends paid	-	-	-	-	(24,841)	(24,841)
Share-based compensation expenses	-	-	-	995	-	995
Treasury shares reissued pursuant to employee share option scheme	-	3,619	(335)	(513)	-	2,771
At 30 September 2018	79,691	(30,034)	(868)	4,261	46,941	99,991
Total comprehensive loss for the quarter	-	-	-	-	(7,219)	(7,219)
At 31 December 2018	79,691	(30,034)	(868)	4,261	39,722	92,772

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 the end of the financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

The changes in the Company's issued share capital (excluding treasury shares) for the financial year ended 31 December 2019 were as follows:

	'000
Balance as at 1 January 2019	626,014
Issuance of ordinary shares arising from Rights Issue	156,504
Balance as at 31 December 2019	<u>782,518</u>

As at 31 December 2019, the number of outstanding share options under the Company's Employee Share Option Scheme was 50,000,000 (31 December 2018 : 35,000,000).

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

The total number of issued shares excluding treasury shares of 41,501,100 (31 December 2018 : 41,501,100) shares as at 31 December 2019 was 782,517,576 (31 December 2018 : 626,014,061) shares.

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 as no treasury shares had been sold, transferred, disposed, cancelled or used in any other manner.

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 by the Company's auditors.

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

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

Except as disclosed in paragraph 5 below, the Group has applied the same accounting policies and methods of computation in the preparation of the financial statements for the current reporting period as that of the audited financial statements for the year ended 31 December 2018.

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 SFRS(I) 16 with effect from 1 January 2019. The Group has applied the simplified transition approach and will not restate comparative amounts for the year prior to first adoption and has not restated comparatives for the 2018 reporting period as permitted under the specific transition provisions in the standard. On adoption of SFRS(I) 16 Leases, the Group has recognised right-of-use assets of \$15,296,000 and lease liabilities of \$15,296,000 on 1 January 2019.

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	
	4Q2019	4Q2018	FY2019	FY2018
Earnings per ordinary share for the period :-				
(i) Based on weighted average number of ordinary shares in issue (in cents)	2.04	4.25	5.06	10.13
(ii) On a fully diluted basis (in cents)	2.02	4.19	5.02	9.93

Notes:

(i) The computation of basic earnings per share was based on the weighted average of 658,172,318 ordinary shares (31 December 2018 : 623,370,225 ordinary shares).

(ii) The computation of fully diluted basic earnings per share was based on the adjusted weighted average of 664,342,056 ordinary shares (31 December 2018 : 635,899,187 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 (a) current financial period reported on and (b) immediately preceding financial year

	Group		Company	
	31 Dec 2019	31 Dec 2018	31 Dec 2019	31 Dec 2018
Net asset value per ordinary share (in cents) based on issued share capital as at the end of the period reported on	117.35	130.56	25.16	14.82

The computation of net asset value per ordinary share was based on 782,517,576 ordinary shares (excluding treasury shares of 41,501,100) (31 December 2018 : 626,014,061 ordinary shares excluding treasury shares of 41,501,100).

- 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 include discussion of any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors. It must also include discussion of any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on**

Quarterly results : 4Q2019 vs 4Q2018

Overall

Gross revenue decreased by 8.0% from \$308.0 million to \$283.2 million with lower contribution from the property development division, partially offset by higher contribution from education and construction divisions. In tandem with lower revenue, gross profit dropped by a greater magnitude of 28.6% from \$77.3 million to \$55.2 million on lower margins. The lower gross profit was partially mitigated by fair value gain on investment properties of \$2.8 million in 4Q2019, as compared to fair value loss on investment properties of \$1.0 million in 4Q2018. Overall, profit before tax declined by 51.0% from \$33.1 million to \$16.2 million and profit after tax decreased by 52.9% from \$29.6 million to \$13.9 million.

Property Development

Revenue dropped by 11.7% from \$245.5 million to \$216.8 million due to completion of High Park Residences in 1Q2019 and lower contribution from Grandeur Park Residences, partially offset by higher contribution from Park Colonial.

Construction

Revenue improved by 4.1% from \$38.5 million to \$40.0 million. This was largely attributable to higher revenue recognised from Yishun G27A, Sengkang N4C39 & C40 and Precast division. The increase was partially offset by lower revenue recognised from the 2 Bidadari projects as they progress towards completion, and Tampines N6C1A/1B and Woodlands N1C26 & N1C27 which were completed in 2H2018.

Hospitality

Revenue decreased marginally by 1.4% from \$20.0 million to \$19.7 million mainly due to lower contribution from Grand Park Kodhipparu Resort in Maldives, partially offset by higher revenue from Park Hotel Alexandra in Singapore.

Education

Revenue relates to revenue of White Lodge preschools, the Group's first Repton Schoolhouse and newly acquired Invictus International School and Excelsior International School.

Property Investment & Others

Revenue decreased by 8.1% from \$1.9 million to \$1.7 million mainly due to lower occupancy at CES Centre.

Full year results : FY2019 vs FY2018

Overall

Gross revenue decreased by 2.3% from \$1.08 billion to \$1.06 billion, with lower contribution from the property development and construction divisions, partially offset by higher contribution from education and hospitality divisions. In tandem with lower revenue, gross profit dropped by a greater magnitude of 19.6% from \$242.4 million to \$194.9 million on lower margins. Finance costs increased by 16.9% from \$50.4 million to \$58.9 million with higher borrowing costs on development expenditure being expensed off. The lower gross profit and higher finance costs were partially mitigated by fair value gain on investment properties of \$2.8 million in FY2019, as compared to fair value loss on investment properties of \$1.0 million in FY2018. Overall, profit before tax declined by 55.1% from \$98.0 million to \$44.1 million and profit after tax decreased by 59.4% from \$80.3 million to \$32.6 million.

Property Development

Revenue dropped by 4.4% from \$828.6 million to \$792.0 million mainly attributable to lower contribution from Williamsons Estate in Doncaster, Melbourne and High Park Residences which were completed in 2Q2018 and 1Q2019 respectively as well as the absence of revenue from disposal of 150 Queen Street, Melbourne and 242 West Coast Highway Scarborough, Western Australia, partially offset by progressive revenue recognition from Grandeur Park Residences and Park Colonial.

Construction

Revenue decreased by 3.2% from \$169.9 million to \$164.4 million. This was largely attributable to lower revenue recognised from Tampines N6C1A/1B, Woodlands N1C26 & N1C27 and Bidadari C6 & C7. The decrease was partially offset by revenue recognised from Yishun G27A, Bidadari C8 & C9, Sengkang N4C39 & C40 and Precast division.

Hospitality

Revenue increased by 9.1% from \$71.7 million to \$78.2 million mainly due to improved performance in Grand Park Kodhipparu Resort in Maldives and Park Hotel Alexandra in Singapore and full year contribution from the Mercure & Ibis Styles Grosvenor Hotel in Adelaide, South Australia which was acquired in March 2018.

Education

Revenue relates to revenue of White Lodge preschools, the Group's first Repton Schoolhouse and newly acquired Invictus International School and Excelsior International School.

Property Investment & Others

Revenue decreased by 2.7% from \$7.5 million to \$7.3 million mainly due to lower occupancy at CES Centre.

Group Statement of Financial Position Review

The Group's non-current assets increased from \$687.4 million to \$913.8 million due mainly to right-of-use assets of the Group's lease commitments arising from the adoption of SFRS(I) 16 Leases which took effect from 1 January 2019, acquisition of Excelsior International School site, reclassification of Parc Komo retail component from development properties to investment properties and provisional goodwill recognised from acquisitions during the year. Net current assets decreased by \$163.4 million from \$2.05 billion to \$1.88 billion during the year mainly due to reclassification of certain long-term loans to current liabilities. Non-current liabilities decreased from \$1.86 billion to \$1.85 billion due mainly to reclassification of certain long-term loans to current liabilities.

Total equity increased from \$874.1 million to \$947.3 million, after taking into account proceeds from issuance of new shares of \$96.3 million, a net profit of \$32.6 million recorded in FY2019 and dividend payments of \$54.2 million (including non-controlling interests). As a result of lower borrowings and higher equity, the Group's net-debt-to-equity ratio improved from 1.68 as at 31 December 2018 to 1.50 as at 31 December 2019.

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

No prospect statements for 4Q2019 were previously provided.

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

Property Development

Singapore

According to Urban Redevelopment Authority data, private residential property prices registered an increase of 0.5% in 4Q2019 compared to 1.3% in 3Q2019. On an annual basis, with cooling measures implemented in July 2018, prices increased by 2.7 % in 2019 compared to 7.9 % increase in 2018. The number of units sold (excluding ECs) declined from 3,281 in 3Q2019 to 2,443 in 4Q2019. Developers launched 11,345 private residential units and sold 9,912 units in 2019 as compared to 8,769 units and 8,795 respectively in 2018. Supply of uncompleted private residential units (excluding ECs) was 49,173. Of this, 30,162 units remained unsold as at 31 December 2019.

The increasing uncertainties in global economic outlook, and the recent COVID-19 epidemic have dampened market sentiments and could affect property prices and take-up rate of property launches. The Group will remain selective in replenishing its land bank and will adopt a competitive pricing strategy.

Since the announcement of 3Q2019 results, sales-to-date for Park Colonial have arisen from 87.2% to 89.1% and for Parc Komo, from 38.8% to 41.7% while the sales for Grandeur Park Residences have remained at 97.8%.

The Group will closely monitor the situation of the COVID-19 epidemic and will decide an appropriate time to launch its next residential development, Kopar at Newton.

Australia

Property consultant CoreLogic reported that home prices of Australia increased 4.0% in 4Q2019 compared to 3Q2019 and increased 2.3% in 2019 year on year. Among the major cities, Melbourne and Sydney continued to lead the growth with a 5.3% increase over the year.

Construction

Following the acquisition of a construction and engineering company – Sembcorp Design and Construction Pte Ltd (SDC), the Group's order book has increased to \$591.2 million as of 31 December 2019 compared to \$349.2 million announced a quarter ago. This order book does not take into account the recent award of a contract by the Land Transport Authority to design and construct Gek Poh Station and Tawas Station and two associated viaducts for the Jurong Region Line. The value of the contract is approximately \$226.6 million. Leveraging on SDC good track record in civil and infrastructure projects, the Group will actively participate in tenders for these projects in Singapore.

The Building and Construction Authority has projected the 2020 construction demand of between \$28 billion and \$33 billion. Of this, 60% would be public sector infrastructure projects such as the Integrated Waste Management Facility, infrastructure works for Changi Airport Terminal 5, Jurong Region MRT Line and Cross Island MRT Line.

The Housing and Development Board targets to launch 16,000 to 17,000 Build-To-Order flats in 2020 which is more than the 14,600 units launched in 2019.

Barring any unforeseen circumstances, the Group is optimistic that it could benefit from the aforementioned construction demand.

Hospitality

Tourism in the region is expected to be adversely affected due to the COVID-19 epidemic. The Group's hotels in Singapore, Australia and Maldives have many booking cancellations since the end of January 2020. The hotels could see substantial decline in its occupancy rates in the next few months if the epidemic persists.

Education

The delay in obtaining licences has led to postponement of the opening of Invictus Kindergarten and Invictus Primary School in Hong Kong from December last year to the first half of this year. As for Invictus International School in Phnom Penh, Cambodia, preparation is underway to open the school before the end of 2Q2020. Meanwhile, Invictus International School Singapore has signed a long-term lease to set up a new campus for grades 1 to 12 in Centrium Square.

For Excelsior International School which was acquired in December 2019, the Group is working on upgrading and rebranding plans.

The COVID-19 epidemic if it persists, is expected to have a negative impact on the marketing and growth plans of the Group's education business.

11 Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

Name of Dividend	First & Final
Dividend Type	Cash
Dividend Amount per Share (in cents)	4.0 Singapore cents per ordinary share Tax exempt (one-tier tax)

(b) Corresponding Period of the Immediately Preceding Financial Year

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

Name of Dividend	First & Final
Dividend Type	Cash
Dividend Amount per Share (in cents)	4.0 Singapore cents per ordinary share Tax exempt (one-tier tax)

(c) Date payable

The proposed final dividend, if approved at the Annual General Meeting to be held on 22 April 2020, is expected to be paid on or about 21 May 2020.

(d) Record date

Notice is hereby given that the Share Transfer Books and the Register of Members of the Company will be closed on 5 May 2020 at 5.00 p.m. for the purpose of determining shareholders' entitlement to the First & Final Dividend to be approved at the Annual General Meeting of the Company to be held on 22 April 2020. Duly completed registrable transfers in respect of the shares in the Company received up to close of business by the Company's Share Registrar, RHT Corporate Advisory Pte. Ltd., 30 Cecil Street #19-08, Prudential Tower, Singapore 049712, will be registered to determine shareholders entitlement to such dividend. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on 5 May 2020 will be entitled to such proposed dividend.

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

Not applicable.

13 If the Group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

The Company does not have a shareholders' mandate for interested person transactions.

14 Confirmation that the issuer has procured undertakings from all its directors and executive officers under Rule 720(1)

The Company confirms that it has procured undertakings from all of its directors and executive officers under Rule 720(1).

15 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

	Property Development \$'000	Construction \$'000	Property Investment \$'000	Hospitality \$'000	Education \$'000	Corporate & Others \$'000	Total \$'000
Year ended 31 December 2019							
Segment revenue							
Total segment sales	801,086	261,411	9,826	80,126	15,902	6,555	1,174,906
Intersegment sales	(9,135)	(97,006)	(2,545)	(1,945)	(2,091)	(6,545)	(119,267)
Sales to external customers	<u>791,951</u>	<u>164,405</u>	<u>7,281</u>	<u>78,181</u>	<u>13,811</u>	<u>10</u>	<u>1,055,639</u>
Interest income	4,786	901	50	39	280	864	6,920
Finance costs	(43,428)	(422)	(4,911)	(6,500)	(2,176)	(1,453)	(58,890)
Depreciation and amortisation	(506)	(3,615)	(199)	(13,167)	(7,540)	(599)	(25,626)
Share of results of associates and joint venture	159	-	3,152	-	912	386	4,609
Net fair value gain on investment properties	-	-	2,766	-	-	-	2,766
Other non-cash items:							
Share-based compensation expense	-	-	-	-	-	(712)	(712)
Provision for onerous contract	-	(1,000)	-	-	-	-	(1,000)
Impairment on property, plant and equipment and intangible assets	-	-	(315)	(4,268)	-	-	(4,583)
Segment profit	<u>55,742</u>	<u>26</u>	<u>6,429</u>	<u>1,616</u>	<u>(15,563)</u>	<u>(4,193)</u>	<u>44,057</u>
Assets and liabilities							
Investment in joint venture	-	-	6,538	-	-	-	6,538
Investments in associates	353	-	-	-	20,148	5,731	26,233
Additions to non-current assets:							
Property, plant and equipment	692	3,084	-	16,711	74,361	1,016	95,866
Investment properties	-	-	52,458	-	-	-	52,458
Intangible assets	-	15,676	-	-	15,768	-	31,444
Segment assets	<u>2,089,995</u>	<u>233,201</u>	<u>357,116</u>	<u>348,502</u>	<u>177,562</u>	<u>67,162</u>	<u>3,273,538</u>
Segment liabilities	<u>1,662,981</u>	<u>168,704</u>	<u>139,514</u>	<u>202,958</u>	<u>115,339</u>	<u>36,771</u>	<u>2,326,267</u>

Business Segments

	Property Development \$'000	Construction \$'000	Property Investment \$'000	Hospitality \$'000	Education \$'000	Corporate & Others \$'000	Total \$'000
Year ended 31 December 2018							
Segment revenue							
Total segment sales	849,557	264,175	9,934	71,653	2,599	11,919	1,209,837
Intersegment sales	(20,919)	(94,325)	(2,450)	-	-	(11,909)	(129,603)
Sales to external customers	<u>828,638</u>	<u>169,850</u>	<u>7,484</u>	<u>71,653</u>	<u>2,599</u>	<u>10</u>	<u>1,080,234</u>
Interest income	4,348	601	145	55	88	376	5,613
Finance costs	(27,310)	-	(6,054)	(11,452)	(1,015)	(4,542)	(50,373)
Depreciation and amortisation	(452)	(4,520)	(105)	(12,877)	(219)	(798)	(18,971)
Share of results of associates and joint venture	(60)	-	3,542	-	-	1,446	4,928
Net fair value loss on investment properties	-	-	(1,042)	-	-	-	(1,042)
Other non-cash items:							
Share-based compensation expense	-	-	-	-	-	(995)	(995)
Provision for onerous contract	-	(7,500)	-	-	-	-	(7,500)
Impairment on property, plant and equipment and intangible assets	-	(4,725)	-	(1,210)	-	-	(5,935)
Segment profit	<u>129,867</u>	<u>(10,585)</u>	<u>797</u>	<u>(9,475)</u>	<u>(4,059)</u>	<u>(8,501)</u>	<u>98,044</u>
Assets and liabilities							
Investment in joint venture	-	-	3,392	-	-	-	3,392
Investments in associates	490	-	-	-	-	5,615	6,105
Additions to non-current assets:							
Property, plant and equipment	177	2,023	5	47,211	1,242	591	51,249
Investment properties	-	-	12,819	-	-	-	12,819
Intangible assets	-	-	-	1,001	15,804	195	17,000
Segment assets	<u>2,227,671</u>	<u>111,978</u>	<u>318,362</u>	<u>348,423</u>	<u>30,365</u>	<u>49,741</u>	<u>3,086,540</u>
Segment liabilities	<u>1,608,157</u>	<u>83,503</u>	<u>110,875</u>	<u>378,153</u>	<u>8,058</u>	<u>23,739</u>	<u>2,212,485</u>

15 **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 (Cont'd)**

Geographical Segments	Singapore \$'000	Australia \$'000	Maldives \$'000	Malaysia \$'000	Hong Kong \$'000	Others \$'000	Total \$'000
Year ended 31 December 2019							
Revenue	996,893	23,984	33,866	896	-	-	1,055,639
Non-current assets	577,385	64,477	91,586	34,675	51,580	44	819,747
Year ended 31 December 2018							
Revenue	880,715	169,983	29,390	146	-	-	1,080,234
Non-current assets	472,500	67,423	86,271	5,321	-	-	631,515

Non-current assets information presented above consist of property, plant and equipment, investment properties and intangible assets as presented in the consolidated balance sheet.

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

Please refer to Paragraph 8 and 15.

17 **Breakdown of Group's revenue and operating profit after tax for first half year and second half year**

	Group		Increase/ (Decrease) %
	FY2019 \$'000	FY2018 \$'000	
Revenue			
- first half	504,654	454,881	10.9
- second half	550,985	625,353	(11.9)
Full year	1,055,639	1,080,234	
Operating profit after tax before deducting non-controlling interest			
- first half	13,547	29,153	(53.5)
- second half	19,010	51,097	(62.8)
Full year	32,557	80,250	

18 **Breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year**

	FY2019 \$'000	FY2018 \$'000
Ordinary	31,301	25,041
Preference	-	-
Total:	31,301	25,041

The final tax-exempt (one-tier) ordinary dividend for the year ended 31 December 2019 of 4.0 cents per ordinary share are subject to the approval of shareholders at the forthcoming Annual General Meeting and the dividend amount is based on the number of issued ordinary shares (excluding treasury shares) as at 31 December 2019.

19 **Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is 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.**

Name	Age	Family relationship with any director and/or substantial shareholder	Current position and duties, and the year the position was held	Details of changes in duties and position held, if any, during the year
Lim Sock Joo	50	Spouse of Chia Lee Meng Raymond	Executive Director of hospitality and property development divisions Duties include: (i) Handle matters relating to business, management and operation of hospitality division (ii) Involve in sales and marketing matters of property development division	N/A

BY ORDER OF THE BOARD

Chia Lee Meng Raymond
Executive Director and Group Chief Executive Officer
14 February 2020