

**SBI OFFSHORE LIMITED**  
**(Registration No: 199407121D)**  
**Unaudited Financial Statements and Dividend Announcement**  
**For the Full Year Ended 31 December 2015 ("FY2015")**

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness, or correctness of any of the information, statements or opinions made or reports contained in this announcement.

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

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

<b>Group</b>	<b>FY2015 US\$'000</b>	<b>FY2014 US\$'000</b>	<b>Change %</b>
Revenue	7,110	14,149	(50)
Cost of sales	(3,206)	(8,309)	(61)
Gross profit	3,904	5,840	(33)
<b><i>Other items of income</i></b>			
Interest income	49	102	(52)
Other income	382	27	1,315
<b><i>Other items of expense</i></b>			
Administrative and other expenses	(8,758)	(5,544)	58
Finance costs	(24)	(70)	(66)
Share of results of an associate, net of tax	184	212	(13)
Share of results of a joint venture, net of tax	93	447	(79)
<b>(Loss)/Profit before income tax</b>	<b>(4,170)</b>	<b>1,014</b>	<b>(511)</b>
Income tax credit/(expense)	54	(404)	113
<b>(Loss)/Profit for the financial year</b>	<b>(4,116)</b>	<b>610</b>	<b>(775)</b>
<b>(Loss)/Profit attributable to:</b>			
Owners of the parent	(4,043)	610	(763)
Non-controlling interests	(73)	-	NM
	<b>(4,116)</b>	<b>610</b>	<b>(775)</b>

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.

Group	FY2015 US\$'000	FY2014 US\$'000	Change %
<b><u>Statement of comprehensive income</u></b>			
<b>Other comprehensive income:</b>			
<b><i>Items that may be reclassified subsequently to profit or loss</i></b>			
Exchange differences arising from translation of foreign operations net of tax of US\$Nil	(96)	(117)	(18)
<b>Total comprehensive income for the financial period</b>	<b>(4,212)</b>	<b>493</b>	(954)
<b>Total comprehensive income attributable to:</b>			
Owners of the parent	(4,139)	493	(940)
Non-controlling interests	(73)	-	NM
	<b>(4,212)</b>	<b>493</b>	(954)

NM – Not meaningful

1(a)(ii) Breakdown and explanatory notes to the statement of comprehensive income.

(Loss)/Profit before tax of the Group is arrived at after charging the following:

	FY2015 US\$'000	FY2014 US\$'000	Change %
Depreciation of property, plant and equipment	398	398	-
Amortization of intangible assets	39	46	(15)
Amortization of land lease prepayment	27	27	-
Operating lease expenses	105	98	7
Employees' share-based payments	40	547	(93)
Foreign currency exchange loss	814	575	42
Allowance for obsolete inventories	30	100	(70)
Impairment loss on plant and equipment	228	-	NM
Impairment loss on trade receivable	3,338	-	NM

**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.**

	Group		Company	
	31.12.2015	31.12.2014	31.12.2015	31.12.2014
	US\$'000	US\$'000	US\$'000	US\$'000
<b>Non-current assets</b>				
Property, plant and equipment	4,179	4,908	122	128
Land lease prepayment	1,010	1,085	-	-
Intangible assets	57	72	38	72
Investments in subsidiaries	-	-	3,371	4,201
Investment in associate	-	2,933	-	1,800
Investment in joint venture	868	1,524	50	50
	<b>6,114</b>	<b>10,522</b>	<b>3,581</b>	<b>6,251</b>
<b>Current assets</b>				
Inventories	-	30	-	-
Trade and other receivables	2,946	11,071	9,208	17,854
Cash and cash equivalents	18,165	18,000	14,890	13,413
	21,111	29,101	24,098	31,267
Assets classified as held for sale	3,117	-	1,800	-
	<b>24,228</b>	<b>29,101</b>	<b>25,898</b>	<b>31,267</b>
<b>Current liabilities</b>				
Trade and other payables	4,392	8,130	4,603	6,486
Current income tax payable	-	431	-	33
Bank borrowings	-	940	-	940
	<b>4,392</b>	<b>9,501</b>	<b>4,603</b>	<b>7,459</b>
<b>Net current assets</b>	<b>19,836</b>	<b>19,600</b>	<b>21,295</b>	<b>23,808</b>
<b>Non-current liabilities</b>				
Deferred tax liabilities	4	4	4	4
<b>Net assets</b>	<b>25,946</b>	<b>30,118</b>	<b>24,872</b>	<b>30,055</b>

**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.**

	Group		Company	
	31.12.2015	31.12.2014	31.12.2015	31.12.2014
Equity	US\$'000	US\$'000	US\$'000	US\$'000
Share capital	25,253	25,253	25,253	25,253
Other reserves	207	167	242	202
Foreign currency translation reserve	383	479	-	-
Accumulated profits/(losses)	176	4,219	(623)	4,600
Equity attributable to owners of the parent	26,019	30,118	24,872	30,055
Non-controlling interests	(73)	-	-	-
<b>Total equity</b>	<b>25,946</b>	<b>30,118</b>	<b>24,872</b>	<b>30,055</b>

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

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

	31.12.2015	31.12.2014
	US\$'000	US\$'000
Bank borrowings		
- secured	-	940
	<b>-</b>	<b>940</b>

**Amount repayable after one year – Nil**

**Details of collaterals**

As at 31 December 2015, there was no bank borrowing (31 December 2014: effective interest rate ranging from 2.35% to 5.00% per annum).

In FY2014, the bank borrowings were secured by way of charge on the Company's fixed deposits.

**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.**

<b>Group</b>	<b>FY2015 US\$'000</b>	<b>FY2014 US\$'000</b>
<b><u>Cash flows from operating activities</u></b>		
(Loss)/profit before income tax	(4,170)	1,014
Adjustments for:		
Amortization of intangible assets	39	46
Amortization of land lease prepayment	27	27
Depreciation of property, plant and equipment	398	398
(Gain)/Loss on disposal of plant and equipment	(5)	45
(Gain)/Loss on disposal of intangible assets	(5)	69
Allowance for obsolete inventories	30	100
Impairment loss on trade receivables	3,338	-
Impairment loss on plant and equipment	228	-
Interest income	(49)	(102)
Interest expense	24	70
Share of results of an associate	(184)	(212)
Share of results of a joint venture	(93)	(447)
Employees' share-based payments	40	557
<b>Operating cash flows before working capital changes</b>	<b>(382)</b>	<b>1,565</b>
Inventories	-	837
Trade and other receivables	4,506	(2,635)
Trade and other payables	(5,058)	(506)
<b>Cash used in operations</b>	<b>(934)</b>	<b>(739)</b>
Interest income	49	102
Interest expense	(24)	(70)
Income tax paid	(377)	(164)
<b>Net cash used in operating activities</b>	<b>(1,286)</b>	<b>(871)</b>
<b><u>Cash flows from investing activities</u></b>		
Purchase of plant and equipment	(131)	(75)
Purchase of intangible assets	(26)	(1)
Proceeds from disposal of plant and equipment	32	20
Proceeds from disposal of intangible assets	7	-
Dividend received from a joint venture	500	-
Advances received from disposal of an associate	3,000	-
Down payment to a third party	(1,149)	-
<b>Net cash generated from/(used in) investing activities</b>	<b>2,233</b>	<b>(56)</b>

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	FY2015 US\$'000	FY2014 US\$'000
<b><u>Cash flows from financing activities</u></b>		
Repayment of bank borrowings	(2,034)	(4,317)
Proceeds from bank borrowings	1,094	3,290
Release of pledge of bank deposits with banks	150	1,963
Proceeds from issuance of shares	-	12,776
Share issue expense in respect of issuance of performance shares	-	(7)
Dividends paid	-	(288)
<b>Net cash (used in)/generated from financing activities</b>	<b>(790)</b>	<b>13,417</b>
<b>Net change in cash and cash equivalents</b>	<b>157</b>	<b>12,490</b>
Cash and cash equivalents at beginning of financial year	17,263	4,884
Effect of foreign exchange rate changes in cash and cash equivalent	158	(111)
<b>Cash and cash equivalents at end of financial year</b>	<b>17,578</b>	<b>17,263</b>
<b>Cash and cash equivalents comprise the following:</b>		
Cash and cash equivalents	18,165	18,000
Less: Bank deposits pledged	(587)	(737)
<b>Cash and cash equivalents at end of financial year</b>	<b>17,578</b>	<b>17,263</b>

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

Group

Balance at 1 January 2015 25,253 202 (35) 479 4,219 30,118 - 30,118

**Total comprehensive income for the financial year**

Loss for the financial year	-	-	-	(4,043)	(4,043)	(73)	(4,116)
<b>Other comprehensive income</b>							
Exchange differences arising from translation of foreign operations	-	-	-	(96)	(96)	(96)	(96)
<b>Total comprehensive income for the financial year</b>	-	-	-	(96)	(4,043)	(73)	(4,212)

**Transactions with owners of the parent recognised directly in equity**

Employees' share-based payments	-	40	-	-	-	-	40
<b>Total transactions with owners of the parent</b>	-	40	-	-	-	-	40

**Balance at 31 December 2015**

	25,253	242	(35)	383	176	26,019	(73)	25,946
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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

Balance at 1 January 2014

**Total comprehensive income for the financial year**

	Share capital US\$'000	Share-based payment reserve US\$'000	Equity non- controlling interest US\$'000	Foreign currency translation reserve US\$'000	Accumulated profits US\$'000	Equity attributable to owners of the parent US\$'000	Non- controlling interests US\$'000	Total equity US\$'000
Profit for the financial year	-	-	-	-	610	610	-	610
<b>Other comprehensive income</b>								
Exchange differences arising from translation of foreign operations	-	-	-	(117)	-	(117)	-	(117)
<b>Total comprehensive income for the financial year</b>	-	-	-	(117)	610	493	-	493

**Transactions with owners of the parent recognised directly in equity**

Issue of shares under performance share plan, net of share issue expenses	918	(925)	-	-	-	(7)	-	(7)
Issue of shares pursuant to placement, net of share issue expenses	12,776	-	-	-	-	12,776	-	12,776
Employees' share-based payments	-	557	-	-	-	557	-	557
Dividends	-	-	-	-	(288)	(288)	-	(288)
<b>Total transactions with owners of the parent</b>	13,694	(368)	-	-	(288)	13,038	-	13,038
<b>Balance at 31 December 2014</b>	<b>25,253</b>	<b>202</b>	<b>(35)</b>	<b>479</b>	<b>4,219</b>	<b>30,118</b>	<b>-</b>	<b>30,118</b>



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

**Company**

	Share capital US\$'000	Share- based payment reserve US\$'000	Accumulated profits US\$'000	Total equity US\$'000
Balance at 1 January 2015	25,253	202	4,600	30,055
Total comprehensive income for the financial year	-	-	(5,223)	(5,223)
<b>Transactions with owners of the parent recognized directly in equity</b>				
Employees' share-based payments	-	40	-	40
Dividends	-	-	-	-
<b>Total transactions with owners of the parent</b>	-	40	-	40
<b>Balance at 31 December 2015</b>	<b>25,253</b>	<b>242</b>	<b>(623)</b>	<b>24,872</b>
Balance at 1 January 2014	11,559	570	6,420	18,549
Total comprehensive income for the financial year	-	-	(1,532)	(1,532)
<b>Transactions with owners of the parent recognized directly in equity</b>				
Issue of shares under performance share plan, net of share issue expenses	918	(925)	-	(7)
Issue of shares pursuant to placement, net of share issue expenses	12,776	-	-	12,776
Employees' share-based payments	-	557	-	557
Dividends	-	-	(288)	(288)
<b>Total transactions with owners of the parent</b>	<b>13,694</b>	<b>(368)</b>	<b>(288)</b>	<b>13,038</b>
<b>Balance at 31 December 2014</b>	<b>25,253</b>	<b>202</b>	<b>4,600</b>	<b>30,055</b>

**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.**

**Ordinary Shares**

There were no changes in the Company's share capital since the end of the previous period reported on.

**Employees' Share Option Scheme ("ESOS")/Performance Share Plan ("PSP")**

The total number of outstanding share options granted under the ESOS as at 31 December 2015 was 10 million (31 December 2014: 10 million).

There were no outstanding share awards granted under the PSP as at 31 December 2015 (31 December 2014: NIL).

Save for the aforementioned ESOS options and PSP shares, the Company did not have any other outstanding convertibles as at 31 December 2015 and 31 December 2014.

The Company did not have any treasury shares as at 31 December 2015 and 31 December 2014.

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

The total number of issued shares as at 31 December 2015 was 249,680,100 (31 December 2014: 249,680,100). The Company did not have any treasury shares as at 31 December 2015 and 31 December 2014.

**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. The Company did not have any treasury shares as at the end of the current financial period reported on.

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

The figures have not been audited nor reviewed by the auditors.

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

Not applicable. The figures have not been audited nor reviewed by the auditors.

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

Save as disclosed in Note 5 below, the Group has applied the same accounting policies and methods of computation adopted in the financial statements for the current financial period compared with those of the audited annual financial statements for the financial year ended 31 December 2014.

**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.**

In the current financial period, the Group adopted all the applicable new and revised Singapore Financial Reporting Standards (“FRS”) and Interpretations of FRS (“INT FRS”) that are mandatory for annual periods beginning on or after 1 January 2015. The adoption of these new/revised FRS and INT FRS did not result in significant change to the Group’s accounting policies and has no material effect on the Group’s results.

**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.**

<b>Group</b>	<b>FY2015</b>	<b>FY2014</b>
Basic earnings per share (US cents)	(1.62)	0.31
Weighted average number of shares ('000)	249,680	193,951
Fully diluted earnings per share (US cents)	(1.62)	0.30
Weighted average number of shares ('000)	249,680	203,951

The basic and diluted earnings per share were computed by dividing the profit or loss attributable to owners of the parent by the weighted average number of ordinary shares. The effect of diluted potential ordinary shares from the share options granted under the Employee’s Share Option Scheme is excluded from the denominator as it is antidilutive for the FY2015.

**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.**

	<b>Group</b>		<b>Company</b>	
	<b>31.12.2015</b>	<b>31.12.2014</b>	<b>31.12.2015</b>	<b>31.12.2014</b>
Net asset value per share (US cents)	10.39	12.06	9.96	12.04
Number of shares in issue ('000)	249,680	249,680	249,680	249,680

Net asset value per ordinary share was calculated by dividing the equity attributable to the owners of the Group and the Company by the number of ordinary shares issued.

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 financial period reported on.

**Commentaries on performance**

Revenue	FY2015	FY2014	Change	
	US\$'000	US\$'000	US\$'000	%
Marketing and distribution	6,862	8,745	-1,883	-22
Projects	248	5,404	-5,156	-95
<b>Total</b>	<b>7,110</b>	<b>14,149</b>	<b>-7,039</b>	<b>-50</b>

1. Revenue for FY2015 was \$7.1 million, 50% lower than FY2014 of \$14.1 million. The lower revenue was mainly attributed to challenging market conditions which was affected by the downturn of global oil and offshore market.
2. Marketing and distribution revenue reported a decrease of 22%, from \$8.7 million in FY2014 to \$6.9 million in FY2015 due to slowdown in the oil and offshore market.
3. Projects revenue reported a decrease of 95% from \$5.4 million in FY2014 to \$0.2 million in FY2015. Due to the weak market conditions in FY2015, there were lower number of contracts obtained from customers in relation to Engineering, Procurement, Construction and Commissioning ("EPCC") projects, and also no revenue contribution from a design and engineering contract secured in FY2014.
4. Gross profit margin improved from 41% in FY2014 to 55% in FY2015 despite the lower revenue recorded. This was mainly due to higher margin contributed by an EPCC project and lifeboat inspection services in FY2015.
5. Interest income decreased by 52% from \$0.1 million in FY2014 to \$49,000 in FY2015, explained mainly by the lower interest earned as a result of repayment of a loan by the joint venture company.
6. Other income increased significantly from \$27,000 in FY2014 to \$0.4 million in FY2015 mainly due to rental income received amounted to \$71,000 on a subsidiary's property rented out in FY2015 and a gain of \$0.3 million as a result of a settlement agreement on outstanding debts that were in dispute.
7. Administrative and other expenses increased by 58% from \$5.5 million in FY2014 to \$8.8 million in FY2015 due mainly to an impairment loss of \$3.3 million and \$0.2 million on a trade receivable and plant and equipment respectively, as well as foreign exchange loss of \$0.8 million arising from the strengthening of US Dollar against Singapore Dollar. This was partially offset by lower employees' share-based payments, down by 93% from \$0.5 million in FY2014 to \$40,000 in FY2015 arising from the absence of 10 million shares which were granted under Performance Share Plan to Executive Director and Executive Chairman of the Company in FY2014.
8. Finance costs reduced 66% from \$70,000 in FY2014 to \$24,000 in FY2015 due to lower amount of outstanding bank loan in FY2015 as compared to FY2014.

**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 financial period reported on.**

#### **Commentaries on performance**

9. The Group's share of results of an associate for FY2015 decreased by \$28,000 to \$184,000 compared to \$212,000 in FY2014, due to lower profit contributed by 35%-owned associate company, Jiangyin Neptune Marine Appliance Co., Ltd ("NPT"). NPT reported revenue of approximately \$5.5 million (equivalent to 35% equity stake) in FY2015 and \$6.4 million (equivalent to 35% equity stake) in FY2014 (not included in the Group's consolidated revenue). The decrease in revenue was due to lower sales volume generated arising from the downturn in the global oil and gas industry. The Company disposed its entire stake in NPT on 4 January 2016.

10. The Group's share of results of a joint venture for FY2015 decreased by \$0.3 million to \$93,000 compared to \$0.4 million in FY2014, due to lower profit contributed from the joint venture company, RBV Energy (Singapore) Pte. Ltd. ("RBVS"). RBVS reported revenue of approximately \$1.7 million (equivalent to 50% equity stake) in FY2015 and \$6.3 million (equivalent to 50% equity stake) in FY2014 (not included in the Group's consolidated revenue). The decrease in revenue was due to lower sales volume generated arising from the downturn in the global oil and gas industry.

11. Tax income of \$54,000 was due to over-provision of income tax expense in FY2014.

As a result, the Group registered a net loss attributable to owners of the parent of \$4.0 million in FY2015 against net profit of \$0.6 million in FY2014.

#### **Commentaries on financial position**

Non-current assets decreased by \$4.4 million to \$6.1 million as at 31 December 2015 from \$10.5 million as at 31 December 2014, mainly due to reclassification of investment in associate under non-current assets to assets classified as held for sale under current assets as a consequence of sale of such associate concluded in January 2016. The decrease also partially contributed by depreciation and amortisation charged during the year and dividend to be received from RBVS of \$0.8 million of which \$0.5 million was received by the Company during the FY2015. The effect is partially offset by share of results of RBVS and NPT in FY2015.

Current assets decreased by \$4.9 million to \$24.2 million as at 31 December 2015 from \$29.1 million as at 31 December 2014. The decrease was mainly due to lower trade and other receivables of \$8.1 million as a result of repayment of outstanding debts by customers and recognition of an impairment loss of \$3.3 million on a trade receivable as well as allowance made for inventories amounted to \$30,000. The decrease is partially offset by the reclassification from non-current assets as mentioned above.

Current liabilities decreased by \$5.1 million to \$4.4 million as at 31 December 2015 from \$9.5 million as at 31 December 2014. This was mainly due to decreased trade and other payables, lower income tax payable and bank borrowings. Trade and other payables reduced by \$3.7 million was mainly due to repayment to vendors. The absence of current income tax payable was mainly due to payment of corporate income tax in FY2015. The absence of bank borrowings was due to repayment of matured bank borrowings.

The Group's working capital position stood at \$19.8 million as at 31 December 2015, as compared to working capital of \$19.6 million as at 31 December 2014.

**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 financial period reported on.**

**Commentaries on cash flows**

The Group's net cash used in operating activities amounted to \$1.3 million for FY2015, as compared to net cash used in operating activities of \$0.9million for FY2014, mainly due to repayment of trade and other payables.

Net cash generated from investing activities for FY2015 amounted to \$2.2 million, mainly due to advances received from disposal of an associate and partially offset by down payment to a third party.

Net cash used in financing activities for FY2015 amounted to \$0.8 million, mainly due to repayment of bank borrowings.

The Group's cash and cash equivalents (net of fixed deposits pledged) increased to \$17.6 million as of 31 December 2015, as compared to \$17.3 million as at 31 December 2014.

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

Not applicable. No forecast or prospect statement had been previously disclosed to shareholders.

**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.**

The sharp fall in oil prices since early 2015 has led to oil majors scaling back on spending amidst rising margin pressures and deferral of orders. This has affected the global offshore and marine ("O&M") industry – the sector the Group operates in.

Against this challenging backdrop, the Group will tap on growth opportunities in other areas. Accordingly, it has identified the solar power business as an additional revenue driver and will work on securing solar photovoltaic energy projects even as it works on its core O&M business.

**11. If a decision regarding dividend has been made:**

**(a) Whether an interim (final) ordinary dividend has been declared (recommended); and**

No.

**(b)(i) Amount per share (cents)**

Not applicable.

**(b)(ii) Previous corresponding period (cents)**

None.

**11. If a decision regarding dividend has been made:**

- (c) **Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country where the dividend is derived. (If the dividend is not taxable in the hands of shareholders, this must be stated).**

Not applicable.

- (d) **The date the dividend is payable**

Not applicable.

- (e) **The date on which Registrable Transfers receive by the Company (up to 5.00pm) will be registered before entitlements to the dividend are determined**

Not applicable.

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

No dividend has been declared/recommended for FY2015.

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

<b>Name of interested person</b>	<b>Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)</b>	<b>Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000)</b>
NIL	NIL	NIL

No general mandate has been obtained from shareholders for IPTs.

#### 14. Use of Proceeds

On 27 December 2013, the Company issued 22 million new ordinary shares via share placements to a fund manager at an issue price of S\$0.125 per share, raising net proceeds of approximately S\$2.7 million (US\$2.2 million). The use of the net proceeds from the issuance of placement shares was as follows:

	<b>Use of net proceeds</b>	<b>Amount Allocated S\$'000</b>	<b>Amount Utilised S\$'000</b>	<b>Balance S\$'000</b>
1)	Funding for new project	1,375	(1,375)	-
2)	Funding for existing project	1,375	(1,375)	-
	<b>Total</b>	<b>2,750</b>	<b>(2,750)</b>	<b>-</b>

The above utilisation is in line with the intended uses of the net proceeds stated in the Company's announcement dated 4 December 2013.

In October 2014, the Company issued 62 million new ordinary shares via share placements to four investors at an issue price of S\$0.2605 per share, raising net proceeds of approximately S\$16.1 million (US\$12.8 million). The use of the net proceeds from the issuance of placement shares was as follows:

	<b>Use of net proceeds</b>	<b>Amount Allocated S\$'000</b>	<b>Amount Utilised S\$'000</b>	<b>Balance S\$'000</b>
1)	Funding for new project	11,306	-	11,306
2)	Funding for existing project	4,845	(2,171)	2,674
	<b>Total</b>	<b>16,151</b>	<b>(2,171)</b>	<b>13,980</b>

The above utilisation is in line with the intended uses of the net proceeds stated in the Company's announcement dated 23 September 2014.

#### 15. Confirmation that the issuer has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7H) under Rule 720(1)

The Company confirms that it has procured undertakings from all of its directors and executive officers in the required format.



## PART II – ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT

### 16. Segmented revenue and results for operating segments (of the group) in the form presented in the issuer's most recently audited financial statements, with comparative information for the immediately preceding year

The Group's businesses are broadly categorised into the following:

- (i) Marketing and Distribution; and
- (ii) Project

FY2015	Marketing and Distribution US\$'000	Projects US\$'000	Unallocated US\$'000	Elimination US\$'000	Consolidated US\$'000
<b>Revenue</b>					
Revenue from external customers	6,862	248	-	-	7,110
Inter-segment revenue	269	-	-	(269)	-
<b>Total revenue</b>	<b>7,131</b>	<b>248</b>	<b>-</b>	<b>(269)</b>	<b>7,110</b>
<b>Results</b>					
Segment results	(1,539)	(3,315)	-	-	(4,854)
Other income	170	261	-	-	431
Finance costs	-	-	(24)	-	(24)
Share of results of an associate	-	-	184	-	184
Share of results of a joint ventures	-	-	93	-	93
<b>Loss before income tax</b>	<b>(1,369)</b>	<b>(3,054)</b>	<b>253</b>	<b>-</b>	<b>(4,170)</b>
Income tax credit					54
<b>Loss for the financial year</b>					<b>(4,116)</b>
Non-controlling interests					73
<b>Loss attributable to owners of the parent</b>					<b>(4,043)</b>
Capital expenditure	157	-	-	-	157
Allowance for obsolete inventories	30	-	-	-	30
Depreciation and amortisation expenses	464	-	-	-	464
Gain on disposal of plant and equipment	(5)	-	-	-	(5)
Gain on disposal of intangible assets	(5)	-	-	-	(5)
<b>Assets and Liabilities</b>					
Segment assets	26,357	-	3,985	-	30,342
<b>Total assets</b>					<b>30,342</b>
Segment Liabilities	4,392	-	-	-	4,392
Deferred tax liabilities					4
<b>Total liabilities</b>					<b>4,396</b>

**16. Segmented revenue and results for operating segments (of the group) in the form presented in the issuer's most recently audited financial statements, with comparative information for the immediately preceding year**

The Group's businesses are broadly categorised into the following:

- (i) Marketing and Distribution; and
- (ii) Project

FY2014	Marketing and Distribution US\$'000	Projects US\$'000	Unallocated US\$'000	Elimination US\$'000	Consolidated US\$'000
<b>Revenue</b>					
Revenue from external customers	7,770	6,379	-	-	14,149
Inter-segment revenues	1,413	113	-	(1,526)	-
<b>Total revenue</b>	<b>9,183</b>	<b>6,492</b>	<b>-</b>	<b>(1,526)</b>	<b>14,149</b>
<b>Results</b>					
Segment results	114	182	-	-	296
Other income	128	1	-	-	129
Finance costs	-	-	(70)	-	(70)
Share of results of an associate	-	-	212	-	212
Share of results of a joint ventures	-	-	447	-	447
<b>Profit before income tax</b>	<b>242</b>	<b>183</b>	<b>589</b>	<b>-</b>	<b>1,014</b>
Income tax expense					(404)
<b>Profit for the financial year</b>					<b>610</b>
Non-controlling interests					-
<b>Profit attributable to owners of the parent</b>					<b>610</b>
Capital expenditure	63	12	-	-	75
Allowance for obsolete inventories	100	-	-	-	100
Depreciation and amortisation expenses	122	349	-	-	471
Loss on disposal of plant and equipment	-	45	-	-	45
Loss on disposal of intangible assets	-	69	-	-	69
<b>Assets and Liabilities</b>					
Segment assets	19,747	15,419	4,457	-	39,623
<b>Total assets</b>					<b>39,623</b>
Segment Liabilities	7,361	1,709	-	-	9,070
Current income tax payable					431
Deferred tax liabilities					4
<b>Total liabilities</b>					<b>9,505</b>

16. Segmented revenue and results for operating segments (of the group) in the form presented in the issuer's most recently audited financial statements, with comparative information for the immediately preceding year

**Geographical Information**

FY2015	Singapore		People's Republic of China		Southeast Asia other than Singapore		United States of America		Total	
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
<b>Revenue</b>										
Revenue from external customers	2,438	2,358	72	2,094	61	87	7,110			
<b>Assets</b>										
Segment assets	22,696	7,646	-	-	-	-	30,342			
<b>FY2014</b>										
FY2014	Singapore		People's Republic of China		Southeast Asia other than Singapore		United States of America		Total	
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
<b>Revenue</b>										
Revenue from external customers	5,010	934	1,981	2,685	205	3,334	14,149			
<b>Assets</b>										
Segment assets	29,257	10,362	-	-	4	-	39,623			

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

Refer to Item 8 and 10.

**18. A breakdown of sales**

<b>Group</b>	<b>FY2015 US\$'000</b>	<b>FY2014 US\$'000</b>	<b>Change %</b>
Sales reported for first half year	4,657	7,866	(41)
Operating profit/profit after tax before deducting minority interest reported for first half year	6	429	(99)
Sales reported for second half year	2,453	6,283	(61)
Operating (loss)/profit after tax before deducting minority interest reported for second half year	(4,122)	181	NM

NM – Not meaningful

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

Not applicable. No dividend has been declared or recommended for FY2015 and FY2014.

21. Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive director or substantial shareholder of the issuer pursuant to Rule 704(10) in the format below. If there are no such persons, the issuer must make an appropriate negative statement

Name	Age	Family relationship with any director 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
Chen Jiayu	33	Daughter of Mr Tan Woo Thian, Executive Director of the Company	<p>Current position as Human Resource &amp; Admin Manager with effect from 2 April 2013</p> <p><u>Duties:</u> Responsible for human resources and admin function of the Company</p>	No changes

**BY ORDER OF THE BOARD**

**Chan Lai Thong**  
Executive Chairman

**Tan Woo Thian**  
Chief Executive Officer

**Date: 25 February 2016**