



## ROWSLEY LTD.

(Incorporated in the Republic of Singapore)  
(Company Registration No: 199908381D)  
(the "Company")

### Unaudited Full Year Financial Statement Announcement For The Financial Year Ended 31 December 2014

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

#### 1(a) (i) A statement of comprehensive income, for the group, together with a comparative statement for the corresponding period of the immediately preceding financial year.

#### CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2014

|                                                                                   | Group                                          |                                                |             |
|-----------------------------------------------------------------------------------|------------------------------------------------|------------------------------------------------|-------------|
|                                                                                   | From<br>1 Jan 2014<br>to 31 Dec 2014<br>\$'000 | From<br>1 Apr 2013<br>to 31 Dec 2013<br>\$'000 | Change<br>% |
| Revenue                                                                           | 87,232                                         | 22,504                                         | 288         |
| Other income                                                                      | A 73,278                                       | 5,565                                          | 1,217       |
| Staff costs                                                                       | (58,049)                                       | (16,705)                                       | 248         |
| Impairment loss on goodwill                                                       | -                                              | (221,244)                                      | (100)       |
| Other expenses                                                                    | B (36,933)                                     | (14,286)                                       | 159         |
| Share of profit/(loss) of associated companies                                    | 1,381                                          | (525)                                          | NM          |
| <b>Profit/(loss) before interest, tax, depreciation and amortisation (EBITDA)</b> | <b>66,909</b>                                  | <b>(224,691)</b>                               | <b>NM</b>   |
| Interest income                                                                   | 174                                            | 649                                            | (73)        |
| Depreciation and amortisation                                                     | (15,972)                                       | (1,503)                                        | 963         |
| <b>Total profit/(loss) before tax</b>                                             | <b>51,111</b>                                  | <b>(225,545)</b>                               | <b>NM</b>   |
| Tax expense                                                                       | (1,667)                                        | (744)                                          | 124         |
| <b>Total profit/(loss) after tax</b>                                              | <b>49,444</b>                                  | <b>(226,289)</b>                               | <b>NM</b>   |
| <b>Other comprehensive income</b>                                                 |                                                |                                                |             |
| <b>Items that may be reclassified subsequently to profit or loss:</b>             |                                                |                                                |             |
| Net change in fair value of available-for-sale financial assets, net of tax       | (1,143)                                        | (1,082)                                        | 6           |
| Foreign currency translation differences - foreign operations                     | (10,124)                                       | (5)                                            | 202,380     |
| <b>Other comprehensive income, net of tax</b>                                     | <b>(11,267)</b>                                | <b>(1,087)</b>                                 | <b>937</b>  |
| <b>Total comprehensive income for the year/period</b>                             | <b>38,177</b>                                  | <b>(227,376)</b>                               | <b>NM</b>   |
| <b>Profit/(loss) attributable to equity holders of the Company</b>                | <b>49,444</b>                                  | <b>(226,289)</b>                               | <b>NM</b>   |
| <b>Total comprehensive income attributable to equity holders of the Company</b>   | <b>38,177</b>                                  | <b>(227,376)</b>                               | <b>NM</b>   |

NM – Not meaningful

## Earnings/(loss) per share attributable to ordinary shareholders of the Company (cents per share)

|                                   | Group                                |                                      |
|-----------------------------------|--------------------------------------|--------------------------------------|
|                                   | From<br>1 Jan 2014<br>to 31 Dec 2014 | From<br>1 Apr 2013<br>To 31 Dec 2013 |
| Basic earnings/(loss) per share   | 1.162                                | (10.52)                              |
| Diluted earnings/(loss) per share | 0.796                                | (10.52)                              |

### 1 (a) (ii) Notes to the Consolidated Statement of Comprehensive Income

|                                                         | Group                                |                                      |        |
|---------------------------------------------------------|--------------------------------------|--------------------------------------|--------|
|                                                         | From<br>1 Jan 2014<br>to 31 Dec 2014 | From<br>1 Apr 2013<br>To 31 Dec 2013 | Change |
|                                                         | \$'000                               | \$'000                               | %      |
| (A) Other income                                        |                                      |                                      |        |
| Gain on disposal of available-for-sale financial assets | 2,340                                | -                                    | NM     |
| Reversal of impairment loss on trade receivables        | 77                                   | 57                                   | 35     |
| Management consultancy fee                              | 2,207                                | 336                                  | 557    |
| Sales of prints                                         | 174                                  | 62                                   | 181    |
| Jobs credit/government grant                            | 513                                  | 108                                  | 375    |
| Foreign exchange gain, net                              | 2,838                                | 2,118                                | 34     |
| Wages reimbursed from customers                         | 11,077                               | 2,868                                | 286    |
| Fair value changes in purchase consideration payable    | 54,000                               | -                                    | NM     |
| Others                                                  | 52                                   | 16                                   | 225    |
|                                                         | <u>73,278</u>                        | <u>5,565</u>                         | 1,217  |
| (B) Other expenses                                      |                                      |                                      |        |
| Selling and marketing expenses                          | (2,099)                              | -                                    | NM     |
| Directors' fee                                          | (489)                                | (209)                                | 134    |
| Professional fees                                       | (1,519)                              | (4,381)                              | (65)   |
| Rental                                                  | (4,572)                              | (1,284)                              | 256    |
| Travelling and entertainment expenses                   | (2,032)                              | (795)                                | 156    |
| Loss on disposal of property, plant and equipment       | (16)                                 | -                                    | NM     |
| Impairment loss on trade receivables                    | (34)                                 | (34)                                 | -      |
| Impairment loss on investment in an associated company  | (7,912)                              | -                                    | NM     |
| Repairs and maintenance                                 | (646)                                | (348)                                | 86     |
| Project expenses                                        | (18,721)                             | (5,726)                              | 227    |
| Administrative expenses                                 | (308)                                | (128)                                | 141    |
| Reversal of allowance for foreseeable losses            | 3,658                                | -                                    | NM     |
| EGM expenses                                            | -                                    | (93)                                 | (100)  |
| Loss on disposal of held-to-maturity financial assets   | -                                    | (221)                                | (100)  |
| Advances to affiliates written off                      | -                                    | (44)                                 | (100)  |
| Deposits written off                                    | -                                    | (65)                                 | (100)  |
| Gifts and donations                                     | (328)                                | (360)                                | (9)    |
| Advertisement                                           | (187)                                | (28)                                 | 568    |
| Telephone and internet                                  | (232)                                | (61)                                 | 280    |
| Utilities                                               | (226)                                | (31)                                 | 629    |
| Printing and stationery                                 | (288)                                | (71)                                 | 306    |
| Leasing of office equipment                             | (134)                                | (35)                                 | 283    |
| Others                                                  | (848)                                | (372)                                | 128    |
|                                                         | <u>(36,933)</u>                      | <u>(14,286)</u>                      | 159    |

NM – Not meaningful

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

**STATEMENTS OF FINANCIAL POSITION**

|                                                   | Group          |                | Company        |                |
|---------------------------------------------------|----------------|----------------|----------------|----------------|
|                                                   | As at          | As at          | As at          | As at          |
|                                                   | 31 Dec 14      | 31 Dec 13      | 31 Dec 14      | 31 Dec 13      |
|                                                   | \$'000         | \$'000         | \$'000         | \$'000         |
| <b>ASSETS</b>                                     |                |                |                |                |
| <b>Non-current assets</b>                         |                |                |                |                |
| Property, plant and equipment                     | 9,242          | 8,907          | 359            | 269            |
| Goodwill                                          | 107,092        | 107,092        | -              | -              |
| Intangible assets                                 | 13,488         | 27,694         | -              | -              |
| Investment properties                             | 186,820        | 190,739        | -              | -              |
| Investment in subsidiaries                        | -              | -              | 568,456        | 190,464        |
| Investment in associated companies                | 13,276         | 20,450         | -              | -              |
| Other investments                                 | 5,885          | 5,064          | -              | -              |
| Derivatives                                       | 4,595          | 4,595          | -              | -              |
|                                                   | <u>340,398</u> | <u>364,541</u> | <u>568,815</u> | <u>190,733</u> |
| <b>Current assets</b>                             |                |                |                |                |
| Development properties                            | 177,280        | 181,000        | -              | -              |
| Work-in-progress                                  | 26,203         | 20,291         | -              | -              |
| Amounts due from subsidiaries – non-trade         | -              | -              | 22,622         | 388,622        |
| Trade and other receivables                       | 29,398         | 25,389         | 526            | 144            |
| Cash and cash equivalents                         | 36,550         | 32,496         | 3,329          | 9,129          |
|                                                   | <u>269,431</u> | <u>259,176</u> | <u>26,477</u>  | <u>397,895</u> |
| <b>Total assets</b>                               | <u>609,829</u> | <u>623,717</u> | <u>595,292</u> | <u>588,628</u> |
| <b>EQUITY</b>                                     |                |                |                |                |
| Share capital                                     | 717,225        | 715,922        | 717,225        | 715,922        |
| Fair value reserve                                | 692            | 1,835          | -              | -              |
| Foreign currency translation reserve              | (10,129)       | (5)            | -              | -              |
| Accumulated losses                                | (206,315)      | (255,759)      | (195,978)      | (254,573)      |
| <b>Total equity</b>                               | <u>501,473</u> | <u>461,993</u> | <u>521,247</u> | <u>461,349</u> |
| <b>LIABILITIES</b>                                |                |                |                |                |
| <b>Non-current liabilities</b>                    |                |                |                |                |
| Deferred tax liabilities                          | 2,742          | 5,370          | 20             | 20             |
| Purchase consideration payable                    | 48,500         | 126,750        | 48,500         | 126,750        |
|                                                   | <u>51,242</u>  | <u>132,120</u> | <u>48,520</u>  | <u>126,770</u> |
| <b>Current liabilities</b>                        |                |                |                |                |
| Excess of progress billings over work-in-progress | 5,165          | 6,519          | -              | -              |
| Trade and other payables                          | 24,140         | 18,503         | 1,275          | 509            |
| Current tax payable                               | 3,559          | 4,582          | -              | -              |
| Purchase consideration payable                    | 24,250         | -              | 24,250         | -              |
|                                                   | <u>57,114</u>  | <u>29,604</u>  | <u>25,525</u>  | <u>509</u>     |
| <b>Total liabilities</b>                          | <u>108,356</u> | <u>161,724</u> | <u>74,045</u>  | <u>127,279</u> |
| <b>TOTAL EQUITY AND LIABILITIES</b>               | <u>609,829</u> | <u>623,717</u> | <u>595,292</u> | <u>588,628</u> |

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

Group

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

| As at 31 Dec 2014 |           | As at 31 Dec 2013 |           |
|-------------------|-----------|-------------------|-----------|
| Secured           | Unsecured | Secured           | Unsecured |
| \$'000            | \$'000    | \$'000            | \$'000    |
| -                 | -         | -                 | -         |

Amount repayable after one year:

| As at 31 Dec 2014 |           | As at 31 Dec 2013 |           |
|-------------------|-----------|-------------------|-----------|
| Secured           | Unsecured | Secured           | Unsecured |
| \$'000            | \$'000    | \$'000            | \$'000    |
| -                 | -         | -                 | -         |

1(c) A statement of cash flows (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

**CONSOLIDATED STATEMENT OF CASH FLOWS**

|                                                               | Group                                          |                                                |
|---------------------------------------------------------------|------------------------------------------------|------------------------------------------------|
|                                                               | From<br>1 Jan 2014<br>to 31 Dec 2014<br>\$'000 | From<br>1 Apr 2013<br>to 31 Dec 2013<br>\$'000 |
| <b>Cash flows from operating activities</b>                   |                                                |                                                |
| Profit/(loss) for the year/period                             | 49,444                                         | (226,289)                                      |
| Adjustments for:                                              |                                                |                                                |
| - Advances to affiliates written off                          | -                                              | 44                                             |
| - Deposits written off                                        | -                                              | 65                                             |
| - Tax expense                                                 | 1,667                                          | 744                                            |
| - Depreciation of property, plant and equipment               | 1,766                                          | 430                                            |
| - Amortisation of intangible assets                           | 14,206                                         | 1,073                                          |
| - Gain on disposal of available-for-sale financial assets     | (2,340)                                        | -                                              |
| - Loss on disposal of property, plant and equipment           | 16                                             | -                                              |
| - Dividend income                                             | (48)                                           | (96)                                           |
| - Interest income                                             | (174)                                          | (649)                                          |
| - Impairment loss on goodwill                                 | -                                              | 221,244                                        |
| - Loss on disposal of held-to-maturity financial assets       | -                                              | 221                                            |
| - Share of (profit)/loss of associated companies              | (1,381)                                        | 525                                            |
| - Impairment loss on trade receivables                        | 34                                             | -                                              |
| - Impairment loss on investment in an associated company      | 7,912                                          | -                                              |
| - Reversal of impairment loss on trade receivables            | (77)                                           | (23)                                           |
| - Fair value changes in purchase consideration payable        | (54,000)                                       | -                                              |
| - Reversal of allowance for foreseeable losses                | (3,658)                                        | -                                              |
| - Unrealised foreign exchange gain                            | (2,516)                                        | (2,264)                                        |
| <b>Operating profit/(loss) before working capital changes</b> | <b>10,851</b>                                  | <b>(4,975)</b>                                 |
| Changes in working capital :                                  |                                                |                                                |
| - Work-in-progress                                            | (2,254)                                        | 1,875                                          |
| - Trade and other receivables                                 | (3,983)                                        | (1,424)                                        |
| - Trade and other payables                                    | 6,017                                          | 8,987                                          |
| - Progress billings                                           | (1,354)                                        | 1,086                                          |
| - Development properties                                      | (32)                                           | (5,632)                                        |
| Cash generated from/(used in) operations                      | 9,245                                          | (83)                                           |
| - Interest received                                           | 174                                            | 707                                            |
| - Income tax paid                                             | (4,953)                                        | (585)                                          |
| <b>Net cash generated from operating activities</b>           | <b>4,466</b>                                   | <b>39</b>                                      |
| <b>Cash flows from investing activities</b>                   |                                                |                                                |
| Additions to property, plant and equipment                    | (2,485)                                        | (2,680)                                        |
| Acquisition of a subsidiary, net of cash acquired             | -                                              | 18,481                                         |
| Proceeds from disposal of held-to-maturity financial assets   | -                                              | 6,818                                          |
| Proceeds from disposal of property, plant and equipment       | 6                                              | 4                                              |
| Expenditure on investment properties                          | (34)                                           | (5,934)                                        |
| Dividends received                                            | 748                                            | 96                                             |
| Fixed deposits pledged                                        | (570)                                          | -                                              |
| <b>Net cash (used in)/generated from investing activities</b> | <b>(2,335)</b>                                 | <b>16,785</b>                                  |
| <b>Cash flows from financing activity</b>                     |                                                |                                                |
| Proceeds from issuance of ordinary shares                     | 1,303                                          | -                                              |
| <b>Net cash generated from financing activity</b>             | <b>1,303</b>                                   | <b>-</b>                                       |

|                                                                              | Group                                          |                                                |
|------------------------------------------------------------------------------|------------------------------------------------|------------------------------------------------|
|                                                                              | From<br>1 Jan 2014 to<br>31 Dec 2014<br>\$'000 | From<br>1 Apr 2013 to<br>31 Dec 2013<br>\$'000 |
| <b>Net increase in cash and cash equivalents</b>                             | <b>3,434</b>                                   | <b>16,824</b>                                  |
| Cash and cash equivalents at beginning of the period                         | 31,657                                         | 15,068                                         |
| Effect of exchange rate changes on cash held                                 | 50                                             | (235)                                          |
| <b>Cash and cash equivalents at end of the year/period</b>                   | <b>35,141</b>                                  | <b>31,657</b>                                  |
| <b>Cash and cash equivalents comprise of:</b>                                |                                                |                                                |
| Cash and bank balances                                                       | 31,520                                         | 31,035                                         |
| Short-term deposits                                                          | 5,030                                          | 1,461                                          |
|                                                                              | 36,550                                         | 32,496                                         |
| Less: Fixed deposits with maturities of more than 3 months                   | (1,409)                                        | (839)                                          |
| <b>Cash and cash equivalents in the consolidated statement of cash flows</b> | <b>35,141</b>                                  | <b>31,657</b>                                  |

### **Notes to Consolidated Statement of Cash Flows**

During the previous financial period, the Company acquired the entire issued and paid-up share capital of RSP Architects Planners & Engineers (Pte) Ltd and a 9.23-hectare land in Malaysia's Iskandar Development Region for a total of \$653.75 million, by issuing 3,261,666,666 ordinary shares.

***The identifiable assets acquired, liabilities assumed and the net cash flows were as follows:***

|                                                   | \$'000         |
|---------------------------------------------------|----------------|
| Associates                                        | 7,575          |
| Cash and cash equivalents                         | 19,320*        |
| Property, plant and equipment                     | 6,349          |
| Intangible assets                                 | 28,767         |
| Investment property                               | 183,690        |
| Development properties                            | 174,310        |
| Work-in-progress                                  | 22,165         |
| Other investments                                 | 6,811          |
| Trade and other receivables                       | 22,502         |
| Derivatives                                       | 4,595          |
| Excess of progress billings over work-in-progress | (5,433)        |
| Current tax liabilities                           | (4,348)        |
| Deferred tax liabilities                          | (5,041)        |
| Trade and other payables                          | (9,098)        |
| <b>Total identifiable net assets</b>              | <b>452,164</b> |
| Goodwill arising from acquisition                 | 328,336        |
| <b>Total purchase consideration</b>               | <b>780,500</b> |
| Issuance of shares as consideration               | (653,750)      |
| Purchase consideration payable                    | (126,750)      |
|                                                   | -              |
| Cash and cash equivalents acquired                | 18,481         |
| Net cash flows on acquisition                     | 18,481         |

\* Includes fixed deposits with maturities of more than 3 months of \$839,000.

- 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.

## STATEMENT OF CHANGES IN EQUITY

### Group

|                                                                             | Attributable to owners of the Group |                                                         |                                    |                                 |                           |
|-----------------------------------------------------------------------------|-------------------------------------|---------------------------------------------------------|------------------------------------|---------------------------------|---------------------------|
|                                                                             | Share capital<br>\$'000             | Foreign<br>currency<br>translation<br>reserve<br>\$'000 | Fair<br>value<br>reserve<br>\$'000 | Accumulated<br>losses<br>\$'000 | Total<br>equity<br>\$'000 |
| <b>At 1 January 2014</b>                                                    | 715,922                             | (5)                                                     | 1,835                              | (255,759)                       | 461,993                   |
| <b>Total comprehensive income for the year</b>                              |                                     |                                                         |                                    |                                 |                           |
| Profit for the year                                                         | –                                   | –                                                       | –                                  | 49,444                          | 49,444                    |
| <i>Other comprehensive income</i>                                           |                                     |                                                         |                                    |                                 |                           |
| Foreign currency translation differences for foreign operations             | –                                   | (10,124)                                                | –                                  | –                               | (10,124)                  |
| Net change in fair value of available-for-sale financial assets, net of tax | –                                   | –                                                       | (1,143)                            | –                               | (1,143)                   |
| <b>Total comprehensive income for the year</b>                              | –                                   | (10,124)                                                | (1,143)                            | 49,444                          | 38,177                    |
| <b>Transactions with owners, recorded directly in equity</b>                |                                     |                                                         |                                    |                                 |                           |
| Contribution by and distributions to owners                                 |                                     |                                                         |                                    |                                 |                           |
| Issuance of ordinary shares                                                 | 1,303                               | –                                                       | –                                  | –                               | 1,303                     |
| <b>Total contribution by and distributions to owners</b>                    | 1,303                               | –                                                       | –                                  | –                               | 1,303                     |
| <b>At 31 December 2014</b>                                                  | <b>717,225</b>                      | <b>(10,129)</b>                                         | <b>692</b>                         | <b>(206,315)</b>                | <b>501,473</b>            |
| <b>At 1 April 2013</b>                                                      | 62,172                              | –                                                       | 2,917                              | (29,470)                        | 35,619                    |
| <b>Total comprehensive income for the period</b>                            |                                     |                                                         |                                    |                                 |                           |
| Loss for the period                                                         | –                                   | –                                                       | –                                  | (226,289)                       | (226,289)                 |
| <i>Other comprehensive income</i>                                           |                                     |                                                         |                                    |                                 |                           |
| Foreign currency translation differences for foreign operations             | –                                   | (5)                                                     | –                                  | –                               | (5)                       |
| Net change in fair value of available-for-sale financial assets, net of tax | –                                   | –                                                       | (1,082)                            | –                               | (1,082)                   |
| <b>Total comprehensive income for the period</b>                            | –                                   | (5)                                                     | (1,082)                            | (226,289)                       | (227,376)                 |
| <b>Transactions with owners, recorded directly in equity</b>                |                                     |                                                         |                                    |                                 |                           |
| Contribution by and distributions to owners                                 |                                     |                                                         |                                    |                                 |                           |
| Issuance of ordinary shares                                                 | 653,750                             | –                                                       | –                                  | –                               | 653,750                   |
| <b>Total contribution by and distributions to owners</b>                    | 653,750                             | –                                                       | –                                  | –                               | 653,750                   |
| <b>At 31 December 2013</b>                                                  | <b>715,922</b>                      | <b>(5)</b>                                              | <b>1,835</b>                       | <b>(255,759)</b>                | <b>461,993</b>            |

## Company

|                                                              | Share capital<br>\$'000 | Accumulated losses<br>\$'000 | Total equity<br>\$'000 |
|--------------------------------------------------------------|-------------------------|------------------------------|------------------------|
| <b>At 1 January 2014</b>                                     | 715,922                 | (254,573)                    | 461,349                |
| <b>Total comprehensive income for the year</b>               |                         |                              |                        |
| Profit for the year                                          | –                       | 58,595                       | 58,595                 |
| <b>Total comprehensive income for the year</b>               | –                       | 58,595                       | 58,595                 |
| <b>Transactions with owners, recorded directly in equity</b> |                         |                              |                        |
| Contribution by and distributions to owners                  |                         |                              |                        |
| Issuance of ordinary shares                                  | 1,303                   | –                            | 1,303                  |
| <b>Total contribution by and distributions to owners</b>     | 1,303                   | –                            | 1,303                  |
| <b>At 31 December 2014</b>                                   | 717,225                 | (195,978)                    | 521,247                |
| <b>At 1 April 2013</b>                                       | 62,172                  | (26,913)                     | 35,259                 |
| <b>Total comprehensive income for the period</b>             |                         |                              |                        |
| Loss for the period                                          | –                       | (227,660)                    | (227,660)              |
| <b>Total comprehensive income for the year</b>               | –                       | (227,660)                    | (227,660)              |
| <b>Transactions with owners, recorded directly in equity</b> |                         |                              |                        |
| Contribution by and distributions to owners                  |                         |                              |                        |
| Issuance of ordinary shares                                  | 653,750                 | –                            | 653,750                |
| <b>Total contribution by and distributions to owners</b>     | 653,750                 | –                            | 653,750                |
| <b>At 31 December 2013</b>                                   | 715,922                 | (254,573)                    | 461,349                |

**1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issues, 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.**

There were no changes in the Company's share capital for the fourth quarter ended 31 December 2014. As at 31 December 2014, there were 1,971,364,530 outstanding warrants (31 December 2013: 1,978,602,530).

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

|                           | As at<br>31 Dec 2014 | As at<br>31 Dec 2013 |
|---------------------------|----------------------|----------------------|
| Number of issued shares   | 4,258,205,931        | 4,250,967,931        |
| Number of treasury shares | Nil                  | Nil                  |

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

As at 31 December 2014, the Company did not hold any treasury shares (31 December 2013: Nil).



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

The figures have neither been audited nor reviewed by the Company's auditors.

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

Except as explained in Note 5 below, the Group has adopted the same accounting policies and methods of computation in the financial statements for the financial year ended 31 December 2014, as compared with the Group's audited financial statements for the period ended 31 December 2013.

**5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.**

FRS 110 Consolidated Financial Statements came into effect on 1 January 2014. This accounting standard did not have a material impact on the financial statements of the Group.

**6. Earnings per ordinary share ("EPS") 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 :-**

(a) Based on the weighted average number of ordinary shares on issue; and

(b) On a fully diluted basis (detailing any adjustments made to the earnings).

|                                                                                                                                       | For the financial year/period ended |               |
|---------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|---------------|
|                                                                                                                                       | 31 Dec 2014                         | 31 Dec 2013   |
| EPS based on net profit/(loss) attributable to shareholders of the Company (cents):                                                   |                                     |               |
| Basic*                                                                                                                                | 1.162                               | (10.52)       |
| Diluted**                                                                                                                             | 0.796                               | (10.52)       |
| Weighted average number of ordinary shares on issue as at the end of the year/period                                                  | 4,254,972,613                       | 2,151,640,659 |
| Weighted average number of ordinary shares on issue after adjusting for effects of dilutive warrants as at the end of the year/period | 6,215,254,865                       | 2,151,640,659 |

\* Based on weighted average number of fully paid shares in issue.

\*\* Based on weighted average number of fully paid shares in issue after adjusting for effects of all dilutive potential 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.**

|                                       | <b>As at</b>       |                    |
|---------------------------------------|--------------------|--------------------|
|                                       | <b>31 Dec 2014</b> | <b>31 Dec 2013</b> |
| Net asset value per ordinary share of |                    |                    |
| Group (cents)                         | 11.78              | 10.87              |
| Company (cents)                       | 12.24              | 10.85              |

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

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

On 13 February 2014, the Company announced the change of its financial year end from 31 March to 31 December. Therefore, the current reporting financial year covers a 12-month period, from 1 January 2014 to 31 December 2014 ("FY 2014"), as compared to the previous 9-month period, from 1 April 2013 to 31 December 2013 ("FY 2013").

**Review of Statement of Comprehensive Income**

1. The Group reported a revenue of \$87.23 million in FY 2014, as compared to \$22.50 million in FY 2013. The increase in revenue was primarily due to full year contribution from RSP Architects Planners & Engineers (Pte) Ltd and its subsidiaries ("RSP"), following the completion of the acquisition on 25 September 2013, compared to only 3 months contribution in FY 2013.
2. Other income for FY 2014 amounted to \$73.28 million, as compared to \$5.57 million for FY 2013. This increase was driven by the following: (i) a fair value adjustment of \$54.00 million arising from the re-measurement of the purchase consideration payable to the RSP vendors (ii) a one-time gain of \$2.34 million from the receipt of 3,086,400 shares in Auhua Clean Energy PLC, being settlement of a convertible loan to Riesen Pte. Ltd., and (iii) \$11.08 million of reimbursement of wage costs from RSP's customers for 12 months versus 3 months.
3. During FY 2013, the Group recorded an impairment loss on goodwill of \$221.24 million. For FY 2014, our assessment indicated that there was no further impairment.
4. The Group recorded staff costs and other expenses of \$94.98 million for FY 2014, as compared to \$30.99 million for FY 2013. This increase was mainly due to the inclusion of 12 months of operating expenses for RSP, net higher operating expenses due to the enlarged group and marketing expenses incurred by the Vantage Bay business..

5. Rowsley also registered an impairment loss of \$7.9 million for its investment in Streamax International Holdings Co Ltd (“Streamax”). While Streamax is still profitable, the Group is unable to support its present carrying value of the investment, which has been unable to realise its business expansion plans.
6. The Group also recorded a \$14.21 million non-cash amortisation expense of the Group’s intangible assets in FY 2014, arising from the RSP acquisition, versus \$1.07 million in FY 2013.
7. Share of profit from associated companies for FY 2014 rose to \$1.38 million from a loss of \$0.53 million for FY 2013. This increase was largely due to full year profit contribution from RSP’s associated company, compared to a loss for the last 3 months of FY 2013.
8. The Group’s tax expense amounted to \$1.67 million for FY 2014, which included a deferred tax credit of \$2.25 million mainly related to the fair value adjustment of RSP’s assets and liabilities.
9. As a result, the Group recorded a positive EBITDA of \$66.91 million and profit attributable to shareholders of \$49.44 million for FY 2014. These results represent a significant turnaround versus FY 2013.
10. In the fourth quarter of 2014, the Malaysian Ringgit weakened against the Singapore Dollar. This resulted in a net foreign currency translation loss of \$10.12 million on our investment in Vantage Bay JB Sdn Bhd, which was structured as a quasi-equity loan to the subsidiary. The translation loss was recorded in other comprehensive income.
11. The Group reported basic earnings per share of 1.162 cents for FY 2014 compared to a loss per share of 10.52 cents for FY 2013.

#### **Review of Statement of Financial Position**

1. The Group recorded net assets of \$501.47 million as at 31 December 2014 compared with \$461.99 million as at 31 December 2013. The increase was mainly due to higher net working capital, higher cash and cash equivalents, lower total purchase consideration payable but offset by lower value of intangible assets, investment in associated companies due to the impairment loss recorded for Streamax, development properties and investment properties.
2. The Group recorded a value of \$186.82 million for investment properties as at 31 December 2014 compared with \$190.74 million as at 31 December 2013. This decrease was mainly due to foreign exchange fluctuation. Similarly, the value of development properties decreased to \$177.28 million from \$181.00 million over the same period, due to fluctuation of foreign exchange.
3. Investment in associated companies decreased by \$7.17 million, or 35.08% mainly due to impairment loss on an associated company in the investment portfolio, offset by positive full year contribution by RSP’s associated company and improved performance by the company from the investment portfolio.
4. Other investments increased by \$0.82 million or 16.21%. This was due to the receipt of shares in Auhua Clean Energy PLC being settlement of a convertible loan that was extended to Riezen Pte. Ltd. but offset by marked-to-market losses for the Group’s investments in quoted equity securities.
5. Intangible assets which comprises mainly order backlog of \$6.77 million and management agreement of \$6.72 million which arose due to acquisition of RSP, decreased by \$14.21 million or 51.30% . The order backlog is amortised as and when the projects are completed while the management agreement is amortised on a straight-line basis over the the estimated life of 20 years.

6. Purchase consideration payable (current and non-current), which arose from the acquisition of RSP, is a contingent liability arising from a clause in the sale and purchase agreement (“SPA”) that entitles the RSP vendors to earn up to 375,000,000 ordinary shares of the Company upon RSP meeting certain earn-out targets based on earn-out formula as described in the SPA. The total consideration payable decreased by \$54.00 million or 42.60% was due to its re-measurement according to relevant financial reporting standards and based on the share price of the Company as at the end of the year under review.
7. As a result, net asset value per share for the Group was 11.78 cents as at 31 December 2014, compared to 10.87 cents as at 31 December 2013.

### **Review of Statement of Cash Flows**

Net cash generated from operating activities for FY 2014 amounted to \$4.47 million. Net cash used in investing activities for FY 2014 was \$2.34 million mainly attributable to additions of property, plant and equipment of \$2.49 million and net placement of fixed deposits of \$0.57 million but offset by dividends received of \$0.75 million.

Net cash generated from financing activity for FY 2014 amounted to \$1.30 million, which was due to proceeds received from the exercise of the Company’s warrants.

Overall, the net increase in cash and cash equivalents for FY 2014 was \$3.43 million.

As at 31 December 2014, the Group’s cash and cash equivalents amounted to \$36.55 million.

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

Not applicable.

**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 Group has organized its business into four business segments as follows (i) real estate and infrastructure development, (ii) consultancy services, (iii) real estate management and (iv) investment holdings.

On February 11<sup>th</sup>, 2015, the Group announced that it had signed a Heads of Terms Agreement with Vietnam’s Hoang Anh Gia Lai Joint Stock Company to jointly develop and manage a US\$550 million mixed-used development in Yangon, Myanmar. The HAGL Myanmar Centre will be one of the largest integrated projects in the country comprising four office blocks, a five-star hotel, a retail mall and more than 1,000 units of serviced and residential apartments. The detailed terms and conditions for the joint venture are to be agreed in due course and shall be subject to, amongst other things, due diligence and all requisite regulatory approval.

The Group continues to make preparations for the development of its first residential project in Vantage Bay – SKIES. It is in process of obtaining the Advertising Permit and Developer’s License to allow it to sell the apartments and file the subsequent Sales & Purchase Agreements. SKIES has received exemption from the RM1 million minimum price for property purchases by foreigners (foreign buyers of SKIES are still subject to a RM 500,000 minimum purchase price). SKIES has also obtained approval for its foreign buyer quota to be increased from 30% to 92%. These changes will make SKIES more accessible to a wider range of buyers. The Group is actively monitoring market developments to determine the best time to launch its project so as to maximise shareholder value.

During the month of September 2014, the Johor state government announced Bukit Chagar as the location of the final transit terminal that would connect from Singapore’s Thomson MRT line. The Bukit Chagar location is only about one kilometre away from Vantage Bay. The Group sees this as a

very positive development for Vantage Bay as the proximity of this terminal will enhance the proposition and value of the entire Vantage Bay project.

Notwithstanding that the Malaysian government has been trying to cool the property market in Iskandar since early this year, the Group remains optimistic about the long-term fundamentals of Iskandar and believes that Iskandar will continue to attract foreign investments in areas such as manufacturing, oil and gas, media, education and tourism, and with these, an increasing population. Furthermore, SKIES has a superior product with strong value propositions and the Group is confident that the market will receive the project favourably when launched.

In Singapore, the last set of property cooling measures introduced by the Government continues to be in place and has slowed down the residential housing market. However, Singapore residential projects currently contribute only about 15% of RSP's total revenues. RSP ended the year with a stronger order book with new projects across the region. New projects awarded to RSP recently include three master planning projects in Dubai and one each in India and Vietnam as well as architectural projects in Guangzhou, Huizhou, Jinan and Beijing (China), Hanoi and Ho Chi Minh City (Vietnam).

The Group will continue to actively look at high value projects in Singapore and around the region to grow each of these business segments and will make the necessary announcements when appropriate.

#### 11. Dividend

|                                                                                                                                                               | Year/period ended |                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|
|                                                                                                                                                               | 31 Dec 2014       | 31 Dec 2013    |
| (a) Declaration of interim (final) ordinary dividend                                                                                                          | None              | None           |
| (b) (i) Dividend amount per share (cents)                                                                                                                     | Not applicable    | Not applicable |
| (b) (ii) Previous corresponding period (cents)                                                                                                                | -                 | -              |
| (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 derived. | Not applicable    | Not applicable |
| (d) The date the dividend is paid                                                                                                                             | Not applicable    | Not applicable |
| (e) Book closure date                                                                                                                                         | Not applicable    | Not applicable |

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

No dividend has been declared.

#### 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.

There was no reportable IPT as required under Rule 920(1)(a)(ii) and no IPT general mandate obtained during the reporting financial period.

#### 14. Update on use of exercise proceeds from Warrants Issue.

As of 31 December 2014, the Exercise Proceeds amounting to S\$1,302,840 have not been utilised. The Company will continue to make periodic announcements on the material disbursement of any proceeds arising from the exercise of the Warrants as and when such proceeds are materially disbursed.

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

**15. Segment 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**

|                                             | Property<br>development<br>and<br>investment | Architectural,<br>engineering<br>and town-<br>planning | Investments | Inter-<br>segment<br>eliminations | Total   |
|---------------------------------------------|----------------------------------------------|--------------------------------------------------------|-------------|-----------------------------------|---------|
|                                             | \$'000                                       | \$'000                                                 | \$'000      | \$'000                            | \$'000  |
| <b>31 December 2014</b>                     |                                              |                                                        |             |                                   |         |
| Total revenue from external customers       | -                                            | 87,184                                                 | 48          | -                                 | 87,232  |
| Inter-segment revenue                       | -                                            | -                                                      | 10,000      | (10,000)                          | -       |
| Interest income                             | -                                            | 174                                                    | -           | -                                 | 174     |
| Depreciation and amortisation               | 284                                          | 15,613                                                 | 75          | -                                 | 15,972  |
| Reportable segment (loss)/profit before tax | (7,153)                                      | 29,348                                                 | (878)       | (10,000)                          | 11,317  |
| Share of profit of associated companies     | -                                            | 1,265                                                  | 116         | -                                 | 1,381   |
| Income tax expense                          | -                                            | 1,667                                                  | -           | -                                 | 1,667   |
| Reportable segment assets                   | 371,003                                      | 100,182                                                | 616,499     | (598,435)                         | 489,249 |
| Associates and joint ventures               | -                                            | 8,001                                                  | 5,275       | -                                 | 13,276  |
| Capital expenditure*                        | 1,258                                        | 1,075                                                  | 186         | -                                 | 2,519   |
| Reportable segment liabilities              | 386,707                                      | 28,740                                                 | 27,062      | (406,903)                         | 35,606  |
| <b>31 December 2013</b>                     |                                              |                                                        |             |                                   |         |
| Total revenue from external customers       | -                                            | 22,408                                                 | 96          | -                                 | 22,504  |
| Inter-segment revenue                       | -                                            | -                                                      | 10,000      | (10,000)                          | -       |
| Interest income                             | -                                            | 649                                                    | -           | -                                 | 649     |
| Depreciation and amortisation               | 40                                           | 1,424                                                  | 39          | -                                 | 1,503   |
| Reportable segment profit/(loss) before tax | 1,641                                        | 380                                                    | 4,751       | (10,000)                          | (3,228) |
| Share of losses of associated companies     | -                                            | (202)                                                  | (323)       | -                                 | (525)   |
| Tax (expense)/credit                        | -                                            | (746)                                                  | 2           | -                                 | (744)   |
| Reportable segment assets                   | 374,470                                      | 79,448                                                 | 609,026     | (574,013)                         | 488,931 |
| Associates and joint ventures               | -                                            | 7,380                                                  | 13,070      | -                                 | 20,450  |
| Capital expenditure*                        | 193,104                                      | 294                                                    | 21          | -                                 | 193,419 |
| Reportable segment liabilities              | 372,450                                      | 28,577                                                 | 26,665      | (392,718)                         | 34,974  |

\* Comprises property, plant and equipment of \$2,485,000 (31 Dec 2013: \$2,680,000) and expenditure on investment property of \$34,000 (31 Dec 2013: \$190,739,000).

**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**

Following the acquisitions (Note 1(c)), two new segments i.e. architectural, engineering and town-planning and property development and investment were identified. The profit contributed by the investment segment arose mainly from fair value changes in contingent consideration payable, while the loss incurred by the property development arose mainly due to foreign exchange loss from revaluations of intercompany payables. Also, RSP's profit contribution to the Group was for a full 12 months, whereas it was only for 3 months in the previous period.

As explained in paragraph 8 (b) above, on 13 February 2014, the Company announced the change of its financial year end from 31 March to 31 December. Therefore, the current reporting financial year covers a 12-month period, from 1 January 2014 to 31 December 2014, as compared to the previous 9-month period, from 1 April 2013 to 31 December 2013. Consequently, the 2 periods are not comparable.

**17. A breakdown of sales**

|                                                                                                                | Group             |             |        |
|----------------------------------------------------------------------------------------------------------------|-------------------|-------------|--------|
|                                                                                                                | Year/period ended |             |        |
|                                                                                                                | 31 Dec 2014       | 31 Dec 2013 | Change |
|                                                                                                                | \$'000            | \$'000      | %      |
| (a) Sales reported for first half year                                                                         | 43,970            | -           | NM     |
| (b) Operating profit/(loss) after tax before deducting non-controlling interests reported for first half year  | 7,920             | (3,560)     | NM     |
| (c) Sales reported for second half year                                                                        | 43,262            | 22,408      | NM     |
| (d) Operating profit/(loss) after tax before deducting non-controlling interests reported for second half year | 41,524            | (222,729)   | NM     |

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

|            | Year/period ended |                |
|------------|-------------------|----------------|
|            | 31 Dec 2014       | 31 Dec 2013    |
| Ordinary   | -                 | -              |
| Preference | Not applicable    | Not applicable |
| Total      | -                 | -              |

**19. 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(11) in the format below. If there are no such persons, the issuer must make an appropriate negative statement.**

Pursuant to Rule 704(13) of the Listing Manual of the Singapore Exchange Securities Trading Limited, Rowsley Ltd. (the "Company") furnish below a list of person occupying a managerial position in the Company or in any of its subsidiaries who is related to a director or chief executive officer or substantial shareholder of the Company during the financial year ended 31 December 2014.

| 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 |
|-----------------------|-----|----------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| Tan Wee Tuck          | 45  | Nephew of substantial shareholder, Mr Lim Eng Hock                   | Executive Director and Group Chief Financial Officer overseeing Treasury, Financial Reporting and Risk Management for Rowsley group from 18 November 2013 | N.A                                                                     |
| Vivien Heng Cheng Sim | 58  | Spouse of Mr Lai Huen Poh, the Executive Director of the Company     | Director <sup>(1)</sup> , Architectural Services, RSP                                                                                                     | N.A.                                                                    |

<sup>(1)</sup> Her designation as a director is for functional purposes and she is not a statutory director of any entities within Rowsley group.

**BY ORDER OF THE BOARD**

Lock Wai Han  
Executive Director, Group CEO

Tan Wee Tuck  
Executive Director, Group CFO

16 February 2015