



ROWSLEY LTD.
(Incorporated in the Republic of Singapore)
Company Registration No: 199908381D

Unaudited First Quarter Financial Statement Announcement For The Financial Period Ended 30 June 2013

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 PERIOD ENDED 30 JUNE 2013

	Group		
	For the period ended 30 June		
	2013	2012	Change
	\$'000	\$'000	%
Revenue - dividend income	-	-	-
Other income/(losses) - net	A 37	(113)	NM
Expenses			
- Distribution and marketing	(9)	(24)	(63)
- General and administrative	B (472)	(473)	(0)
Share of loss of an associated company	(533)	(132)	NM
Loss before income tax	(977)	(742)	32
Income tax credit	C 2	-	NM
Total loss attributable to equity holders of the Company	<u>(975)</u>	<u>(742)</u>	31
Other comprehensive loss			
Available-for-sale financial assets			
- Fair value losses	(683)	(205)	NM
- Reclassification	-	(87)	NM
Other comprehensive loss net of tax	<u>(683)</u>	<u>(292)</u>	NM
Total comprehensive loss for the financial period attributable to equity holders of the Company	<u>(1,658)</u>	<u>(1,034)</u>	60

NM – Not meaningful.

Loss per share attributable to ordinary shareholders of the Company (cents per share)

	Group	
	For the financial period ended 30 June	
	2013	2012
Basic loss per share	(0.099)	(0.084)
Diluted loss per share	(0.099)	(0.082)

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

	Group		
	For the financial period ended 30 June		
	2013	2012	Change
	\$'000	\$'000	%
(A) Other losses consists of:			
Interest income	37	10	270
Loss on disposal of available-for-sale financial assets	-	(123)	NM
	<u>37</u>	<u>(113)</u>	NM
(B) General and administrative expenses			
Employee compensation	(313)	(303)	3
Directors' fee	(52)	(54)	(4)
Professional fees	(27)	(46)	(41)
Depreciation	(13)	(19)	(32)
Rental	(26)	(27)	(4)
Others	(41)	(24)	71
	<u>(472)</u>	<u>(473)</u>	(0)
(C) Overprovision in respect of previous years:			
Current tax	<u>2</u>	<u>-</u>	NM

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.

STATEMENT OF FINANCIAL POSITION

	Group		Company	
	As at	As at	As at	As at
	30 Jun 2013	31 Mar 2013	30 Jun 2013	31 Mar 2013
	\$'000	\$'000	\$'000	\$'000
ASSETS				
Current assets				
Cash and cash equivalents	13,639	15,068	13,586	15,015
Other receivables	2,254	1,285	2,252	1,282
Amounts due from subsidiaries – non-trade	-	-	18,644	18,644
	<u>15,893</u>	<u>16,353</u>	<u>34,482</u>	<u>34,941</u>
Non-current assets				
Available-for-sale financial assets	5,544	6,368	-	-
Investment in associated company	12,861	13,394	-	-
Investment in subsidiaries	-	-	200	200
Property, plant and equipment	279	287	279	287
	<u>18,684</u>	<u>20,049</u>	<u>479</u>	<u>487</u>
Total assets	<u>34,577</u>	<u>36,402</u>	<u>34,961</u>	<u>35,428</u>
LIABILITIES				
Current liabilities				
Other payables	139	163	119	147
Current income tax liabilities	-	2	-	2
	<u>139</u>	<u>165</u>	<u>119</u>	<u>149</u>
Non-current liabilities				
Deferred income tax liabilities	477	618	20	20
	<u>477</u>	<u>618</u>	<u>20</u>	<u>20</u>
Total liabilities	<u>616</u>	<u>783</u>	<u>139</u>	<u>169</u>
NET ASSETS	<u>33,961</u>	<u>35,619</u>	<u>34,822</u>	<u>35,259</u>
EQUITY				
Capital and reserves attributable to equity holders of the Company				
Share capital	62,172	62,172	62,172	62,172
Fair value reserve	2,234	2,917	-	-
Accumulated losses	(30,445)	(29,470)	(27,350)	(26,913)
Total equity	<u>33,961</u>	<u>35,619</u>	<u>34,822</u>	<u>35,259</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 30 June 2013		As at 31 March 2013	
Secured	Unsecured	Secured	Unsecured
\$'000	\$'000	\$'000	\$'000
-	-	-	-

Amount repayable after one year:

As at 30 June 2013		As at 31 March 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	
	For the financial period ended	
	30 June 2013	30 June 2012
	\$'000	\$'000
Cash flows from operating activities		
Total loss	(975)	(742)
Adjustments for :		
- Income tax credit	(2)	-
- Depreciation of property, plant and equipment	13	19
- Loss on disposal of available-for-sale financial assets	-	123
- Interest income	(37)	(10)
- Share of loss of an associated company	533	132
Operating loss before working capital changes	(468)	(478)
Change in working capital:		
- Other receivables	(940)	(3)
- Trade and other payables	(24)	(72)
Cash used in operations	(1,432)	(553)
- Interest received	8	10
Net cash used in operating activities	(1,424)	(543)
Cash flows from investing activities		
Additions to property, plant and equipment	(5)	-
Disposal of available-for-sale financial assets	-	27
Purchase of available-for-sale financial assets	-	(2,768)
Net cash used in investing activities	(5)	(2,741)
Cash flows from financing activities		
Proceeds from issuance of ordinary shares	-	183
Net cash provided by financing activities	-	183
Net decrease in cash and cash equivalents	(1,429)	(3,101)
Cash and cash equivalents at beginning of financial year	15,068	9,331
Cash and cash equivalents at end of financial period	13,639	6,230

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

	Share capital	Fair value reserve (a)	Accumulated losses	Total equity
	\$'000	\$'000	\$'000	\$'000
Balance as at 31 March 2013	62,172	2,917	(29,470)	35,619
Total comprehensive loss for the financial period	-	(683)	(975)	(1,658)
Balance as at 30 June 2013	62,172	2,234	(30,445)	33,961
Balance as at 31 March 2012	51,915	4,711	(23,600)	33,026
Issue of new shares *	183	-	-	183
Total comprehensive loss for the financial period	-	(292)	(742)	(1,034)
Balance as at 30 June 2012	52,098	4,419	(24,342)	32,175

(a) Fair value reserve is not available for distribution.

Company

	Share capital	Accumulated losses	Total equity
	\$'000	\$'000	\$'000
Balance as at 31 March 2013	62,172	(26,913)	35,259
Total comprehensive loss for the financial period	-	(437)	(437)
Balance as at 30 June 2013	62,172	(27,350)	34,822
Balance as at 31 March 2012	51,915	(24,948)	26,967
Issue of new shares *	183	-	183
Total comprehensive loss for the financial period	-	(454)	(454)
Balance as at 30 June 2012	52,098	(25,402)	26,696

* During the financial period, 1,831,901 warrants were converted into shares.

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 first quarter ended 30 June 2013.

As at 30 June 2013, there were no outstanding warrants (30 June 2012: 378,180,491).

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 30 June 2013	As at 31 March 2013
Number of issued shares	989,301,265	989,301,265

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 30 June 2013, the Company did not hold any treasury shares (30 June 2012: 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 disclosed in paragraph 5 below, the Group has applied the same accounting policies and methods of computation in the financial statements for the current financial period compared with those used for the audited financial statements as at 31 March 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.

On 1 April 2013, the Group adopted the new or amended FRS and Interpretations to FRS (“INT FRS”) that are mandatory for application from that date. Changes to the Group’s accounting policies have been made as required, in accordance with the transitional provisions in the respective FRS and INT FRS.

The adoption of these new or amended FRS and INT FRS did not result in substantial changes to the Group’s and Company’s accounting policies and had no material effect on the amounts reported for the current or prior financial periods.

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 period ended	
	30 June 2013	30 June 2012
EPS based on net loss attributable to shareholders of the Company (cents):		
Basic*	(0.099)	(0.084)
Diluted**	(0.099)	(0.082)
Weighted average number of ordinary shares on issue as at the end of the period	989,301,265	887,381,261
Weighted average number of ordinary shares on issue after adjusting for effects of dilutive warrants as at the end of the period	989,301,265	910,455,155

* 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.

	As at	
	30 June 2013	31 March 2013
Net asset value per ordinary share of		
Group (cents)	3.43	3.60
Company (cents)	3.52	3.56

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.**

Review of Statement of Comprehensive Income

First quarter ended 30 June 2013 ("1QFY2014") vs first quarter ended 30 June 2012 ("1QFY2013")

The Group had not received any dividend income in 1QFY2014 and 1QFY2013.

Other income for 1QFY2014 amounted to \$37,000, as compared to other losses of \$113,000 recorded in 1QFY2013. The increase in other income as opposed to other losses was largely due to non-recurrence of loss on disposal of available-for-sale financial assets that was recorded in 1QFY2013.

Total operating expenses for 1QFY2014 decreased by 3.2% or \$16,000 as compared to 1QFY2013. The decrease was largely due to decline in entertainment and travelling expenses.

The Group recorded a share of loss of \$533,000 from the associated company, Streamax International Holding Co., Limited ("Streamax") in 1QFY2014, higher by \$401,000 compared to 1QFY2013. Streamax's financial performance continued to be affected by global decline in nickel prices.

The Group's loss per share increased from 0.084 cents for 1QFY2013 to 0.099 cents for 1QFY2014.

Review of Statement of Financial Position

The Group's total assets decreased from \$36.40 million as at 31 March 2013 to \$34.58 million as at 30 June 2013. The decrease of \$1.82 million was largely attributed to decrease in cash and cash equivalents of \$1.43 million, fair value loss from the mark-to-market valuation for the Group's investments in quoted securities of \$824,000 and a decrease in investment in an associated company of \$533,000. However, these decreases were partially offset by an increase in other receivables of \$969,000, from \$1.28 million as at 31 March 2013 to \$2.25 million as at 30 June 2013. The increase in other receivables was primarily due to prepayment of professional fee expenses made in relation to the proposed acquisitions of RSP Architects Planners & Engineers (Pte) Ltd and a land in Malaysia's Iskandar region.

Total liabilities of the Group amounted to \$616,000 as at 30 June 2013, representing a decrease of \$167,000 from the financial year ended 31 March 2013. The decrease was largely due to decrease in deferred income tax liabilities of \$141,000 as a result of mark-to-market fair value loss on available-for-sale financial assets.

The net asset value per share for the Group was 3.43 cents as at 30 June 2013, compared to 3.60 cents as at 31 March 2013.

Review of Statement of Cash Flows

Net cash used in operating activities for 1QFY2014 amounted to \$1.42 million, which was mainly due to loss incurred in the reporting financial period.

Net cash used in investing activities for 1QFY2014 amounted to \$5,000, which was due to purchase of property, plant and equipment.

Overall, the net decrease in cash and cash equivalents for 1QFY2014 amounted to \$1.43 million.

As at 30 June 2013, the Group's cash and cash equivalents amounted to \$13.64 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 Company and its advisors are working towards the completion of the proposed acquisitions announced on 3 February 2013 whereby the Company signed Sales & Purchase (S&P) agreements to acquire 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 region for a total of S\$545 million. Barring unforeseen circumstances, the deal should complete in the second half of 2013 after regulatory and shareholders' approval.

With the slowdown of the China economy and the perceived tapering of the US Federal's stimulus measures, there has been more volatility in the equity markets, the bond markets and commodities. However, the continued recovery of the US jobs market and the stimulus measures by the Japanese government could be positive for the recovery of the global economy.

11. Dividend

	30 June 2013	30 June 2012
(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 IPT transaction during the reporting financial period.

No IPT mandate has been obtained.

14. Negative Confirmation pursuant to rule 705(5)

We, Dr Ho Tat Kin and Quek Kai Hoo, being two directors of Rowsley Ltd. (the "Company") do hereby confirm on behalf of the directors of the Company that to the best of their knowledge nothing has come to the attention of the board of directors of the Company which may render the financial statements for the first quarter financial period ended 30 June 2013 to be false or misleading in any material aspect.

BY ORDER OF THE BOARD

Dr Ho Tat Kin
Executive Chairman

Quek Kai Hoo
Executive Director

2 August 2013