

**TRANSPAC INDUSTRIAL HOLDINGS LIMITED**  
(Registration Number: 199400941K)

***Full Year Financial Statement and Dividend Announcement  
for the year ended 31 December 2011***

**THESE FIGURES HAVE BEEN AUDITED.**

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

The Group's results (in accordance with Financial Reporting Standard 27) is presented in para 1(a)(i) to 1(d)(i). The Company is primarily a private equity investment company and investment in subsidiaries are made with the same objective to realize capital gain through disposals just as any other investments made by the Company. In November 2010, the Group divested its entire interest in Foodstar Holdings Pte Ltd and its subsidiaries ("Foodstar Group") and hence, the discontinued operations had been shown separately from continuing operations, which comprises that of the Company and Little Rock Group Limited, a special purpose investment trust which is wholly owned by the Company. Company level results are no longer separately presented.

**1(a)(i) Consolidated Income Statement  
For the financial year ended 31 December 2011**

	<b>Group</b>		
	<b>31 Dec 2011 S\$'000</b>	31 Dec 2010 S\$'000	Increase / (Decrease) %
<b>CONTINUING OPERATIONS</b>			
Dividends/distributions from unquoted equity investments (Note 1)	<b>22,018</b>	14,823	49
Dividends from quoted equity investments	<b>15</b>	81	(81)
Net gain on disposal of investments (Note 2)	<b>14,150</b>	12,585	12
Net change in fair value of financial instruments (Note 3)	<b>(14,778)</b>	5,556	nm
Impairment losses (Note 4)	<b>(20,419)</b>	(16,088)	27
Net gains from investments	<b>986</b>	16,957	(94)
Interest income (Note 5)	<b>3,854</b>	1,909	102
Other operating income	<b>67</b>	-	nm
<b>Total investment income</b>	<b>4,907</b>	18,866	(74)
Operating expenses	<b>(4,335)</b>	(9,153)	(53)
<b>Profit before income tax</b>	<b>572</b>	9,713	(94)
Income tax expense	<b>(3)</b>	(2)	50
<b>Profit from continuing operations</b>	<b>569</b>	9,711	(94)
<b>DISCONTINUED OPERATIONS</b>			
Profit from discontinued operations (net of tax)	<b>-</b>	51,945	(100)
<b>Profit for the financial year</b>	<b>569</b>	61,656	(99)
<b>Profit for the financial year attributable to:</b>			
Owners of the Company	<b>569</b>	58,156	(99)
Non-controlling interests	<b>-</b>	3,500	(100)
	<b>569</b>	61,656	(99)

nm : Not meaningful

**Operating expenses (continuing operations) include the following:**

	<b>Group</b>		
	<b>31 Dec 2011 S\$'000</b>	31 Dec 2010 S\$'000	Increase / (Decrease) %
Investment management fees (Note 6)	<b>2,744</b>	3,939	(30)
Performance incentive fees (Note 7)	<b>647</b>	6,338	(90)
Performance incentive refund (Note 8)	<b>(647)</b>	(2,645)	(76)
Audit fees paid/payable to:			
- Auditor of the Company for statutory audit of the Company and the Group	<b>160</b>	162	(1)
- Auditor of the Company for non-statutory audit of the disposed subsidiary	-	42	(100)
Non-audit fees paid/payable to:			
- Auditor of the Company	<b>41</b>	72	(43)
- Other auditor	-	189	(100)
Directors' remuneration	<b>311</b>	327	(5)
Currency exchange loss - net (Note 9)	<b>215</b>	927	(77)
Others (Note 10)	<b>864</b>	(198)	nm
	<b><u>4,335</u></b>	<b><u>9,153</u></b>	<b>(53)</b>

nm : Not meaningful

Notes:

- (1) Total dividends/distributions from unquoted equity investments included distributions of S\$21.84 million received from Transpac Capital 1996 Investment Trust (the "Fund") in relation to the divestments of (i) Watchdata Technologies Ltd ("Watchdata") of S\$20.38 million and (ii) AEM Holdings Limited ("AEM") of S\$1.46 million, of which the Group holds interest through the Fund.
- (2) Net gain on disposal of investments of S\$14.15 million was mainly from the divestment of the Group's direct interests in (i) Sesame Seed Group Limited ("Sesame Seed") of S\$11.64 million, (ii) Watchdata of S\$2.16 million and (iii) other portfolio investments of S\$0.35 million.
- (3) The unfavourable change in fair value of financial instruments of S\$14.78 million was mainly attributed to the decrease in net asset value of the Fund upon divestments of Watchdata and AEM and subsequent distributions to the Group during the year (see note 1).
- (4) The impairment loss of S\$20.42 million was primarily due to the decline in the price of OUE shares held through our portfolio company, Fortune Code Limited ("Fortune Code").
- (5) Interest income included accrual of interest of S\$3.52 million on a loan granted to a portfolio company.
- (6) Investment management fees are payable semi-annually and computed based on Net Asset Value ("NAV") of the Company. Decrease in fees as NAV used to compute the fees was lower compared to that of prior year.
- (7) Performance incentive fees are accrued and charged to the income statement when there is an increase in the Company's NAV over the prior high audited NAV, subject to certain adjustments.
- (8) When the Investment Manager receives performance incentive from both a trust in which the Company has an interest and from the Company on the same assets managed, the Investment Manager will refund the lower of the performance incentive received from the trust and the Company.
- (9) Currency exchange loss of S\$0.22 million arose mainly from the repayment of a US dollars denominated shareholder's loan from an investee company.
- (10) Other expenses included S\$0.55 million in relation to the Group's share of litigation damages awarded by the Court of Appeal in Malaysia to the plaintiff in a law suit against the Company on the return of a deposit in 2008 from the sale of an investment.

**Results of the discontinued operations of the divested Foodstar Group are as follows:**

	<b>Group</b>		
	<b>31 Dec 2011 S\$'000</b>	31 Dec 2010 S\$'000	Increase / (Decrease) %
<b>Results of discontinued operations</b>			
Revenue	-	122,312	(100)
Cost of sales	-	(72,022)	(100)
<b>Gross profit</b>	-	50,290	(100)
Interest income	-	415	(100)
Other operating income	-	258	(100)
Distribution expenses	-	(18,799)	(100)
Administrative expenses	-	(13,863)	(100)
Other operating expenses	-	(311)	(100)
<b>Results from operating activities</b>	-	17,990	(100)
Income tax expense	-	(6,092)	(100)
<b>Results from operating activities, net of tax</b>	-	11,898	(100)
Gain on sale of discontinued operations	-	51,899	(100)
Income tax on gain on sale of discontinued operations	-	(11,852)	(100)
<b>Profit for the financial year</b>	-	51,945	(100)
<b>Results from discontinued operations attributable to:</b>			
Owners of the Company	-	48,445	(100)
Non-controlling interests	-	3,500	(100)
	-	51,945	(100)

**Expenses (discontinued operations) include the following:**

	<b>Group</b>		
	<b>31 Dec 2011 S\$'000</b>	31 Dec 2010 S\$'000	Increase / (Decrease) %
Depreciation of property, plant and equipment	-	3,359	(100)
Amortisation of intangible assets	-	216	(100)
Loss on disposal of property, plant and equipment	-	132	(100)
Reversal of impairment of property, plant and equipment	-	(55)	(100)
Currency exchange loss - net	-	2	(100)

**1(a)(ii) Consolidated Statement of Comprehensive Income**  
**For the financial year ended 31 December 2011**

	<b>Group</b>		Increase / (Decrease) %
	<b>31 Dec 2011 S\$'000</b>	31 Dec 2010 S\$'000	
<b>Profit for the financial year</b>	<b>569</b>	61,656	(99)
<b>Other comprehensive income/(deficit):</b>			
Fair value gains/(losses) on available-for-sale investments (Note 1)	<b>2,671</b>	(16,144)	nm
Currency translation differences	-	(2,511)	(100)
Income tax expense	-	-	-
<b>Other comprehensive income/(deficit) for the financial year, net of tax</b>	<b>2,671</b>	<b>(18,655)</b>	nm
<b>Total comprehensive income for the financial year</b>	<b>3,240</b>	<b>43,001</b>	(92)
<b>Total comprehensive income for the financial year attributable to:</b>			
Owners of the Company	<b>3,240</b>	40,246	(92)
Non-controlling interests	-	2,755	(100)
	<b>3,240</b>	<b>43,001</b>	(92)

nm : Not meaningful

Note:

- (1) Fair value gains of S\$2.67 million on available-for-sale investments comprised of:
- (i) fair value gain of S\$2 million on the remaining portfolio investments; and
  - (ii) the reversal of previously accumulated fair value losses of S\$2.33 million upon the impairment of Fortune Code, which were offset in part by
  - (iii) the transfer of S\$1.66 million previously accumulated fair value gains from the fair value reserve to the income statement due mainly to the divestment of Watchdata.

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

**Statements of financial position as at 31 December 2011**

	<b>Group</b>		<b>Company</b>	
	<b>31 Dec 2011</b>	31 Dec 2010	<b>31 Dec 2011</b>	31 Dec 2010
	<b>S\$'000</b>	S\$'000	<b>S\$'000</b>	S\$'000
<b>Assets</b>				
<b>Current assets</b>				
Cash and cash equivalents (Note 1)	<b>91,296</b>	139,954	<b>88,773</b>	137,535
Other investment (Note 2)	-	30,000	-	30,000
Loan receivable (Note 3)	<b>23,799</b>	-	<b>23,799</b>	-
Other receivables (Note 4)	<b>12,922</b>	19,449	<b>11,851</b>	17,986
	<b>128,017</b>	189,403	<b>124,423</b>	185,521
<b>Non-current assets</b>				
Investments				
- Available-for-sale (Note 5)	<b>22,831</b>	40,953	<b>40,708</b>	86,439
- At fair value through profit or loss (Note 6)	<b>17,877</b>	45,486	-	-
	<b>40,708</b>	86,439	<b>40,708</b>	86,439
Loan receivable (Note 3)	-	20,283	-	20,283
	<b>40,708</b>	106,722	<b>40,708</b>	106,722
<b>Total assets</b>	<b>168,725</b>	296,125	<b>165,131</b>	292,243
<b>Liabilities</b>				
<b>Current liabilities</b>				
Other payables (Note 7)	<b>13,256</b>	23,789	<b>12,186</b>	22,325
Provisions (Note 8)	<b>553</b>	-	<b>477</b>	-
Current income tax liabilities	<b>4,309</b>	4,312	<b>4,309</b>	4,312
<b>Total liabilities</b>	<b>18,118</b>	28,101	<b>16,972</b>	26,637
<b>Net assets</b>	<b>150,607</b>	268,024	<b>148,159</b>	265,606
<b>Equity attributable to owners of the Company</b>				
Share capital (Note 1)	<b>38,358</b>	137,986	<b>38,358</b>	137,986
Retained earnings	<b>17,566</b>	38,026	<b>16,277</b>	32,870
Capital reserve	<b>91,139</b>	91,139	<b>91,139</b>	91,139
Fair value reserve for available-for-sale investments (Note 9)	<b>3,544</b>	873	<b>2,385</b>	3,611
<b>Total equity</b>	<b>150,607</b>	268,024	<b>148,159</b>	265,606

Notes:

- (1) Capital return of approximately S\$100 million to shareholders in June 2011 was funded by cash reserves of S\$70 million and the fixed rate note of S\$30 million that matured in April 2011 (see Note 2). In addition, the Company distributed interim dividend of S\$21 million for FY2011. The decrease in cash was offset partially by proceeds from the divestments of S\$49 million (including distributions from trusts).
- (2) Other investment of S\$30 million in prior year relates to a fixed rate note issued by a financial institution. The fixed rate note matured in April 2011 and was utilized for payment of capital return to shareholders.
- (3) The loan receivable relates to the reclassification of a follow-on investment in a portfolio company maturing within the next 12 months from non-current asset to current asset.
- (4) Included in other receivables is an amount of S\$12.18 million retained by the Investment Manager for tax and expenses relating to the divestment of Foodstar Group (see Note 7).
- (5) The decrease in the Group's available-for-sale investments was mainly due to the divestment of Watchdata and impairment of Fortune Code.
- (6) The decline in investments at fair value through profit or loss was due largely to the divestments of Sesame Seed and the Group's interest in Watchdata and AEM which were held through the Fund.
- (7) Other payables included a provision of S\$12.18 million for tax and expenses relating to the divestment of Foodstar Group. The amount was set aside from the sale proceeds and retained by the Investment Manager (see Note 4).
- (8) The provision of S\$0.55 million was the proportionate amount of claim attributable to the Group. The claim was awarded by the Court of Appeal Malaysia to the plaintiff in relation to the return of a deposit in 2008 from the sale of a Malaysia investment.
- (9) The increase in fair value reserve for available-for-sale investments of S\$2.67 million was due to the fair value gain on remaining portfolio investments and the reversal/transfer of accumulated fair value reserve to the income statement upon the impairment/divestment of investments (see note 1 on page 4).

**1(b)(ii) Aggregate amount of Group's borrowing and debt securities.**

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

<b>As at 31/12/2011</b>	<b>As at 31/12/2011</b>	As at 31/12/2010	As at 31/12/2010
<b>Secured (S\$'000)</b>	<b>Unsecured (S\$'000)</b>	Secured (S\$'000)	Unsecured (S\$'000)
-	-	-	-

**Amount payable after one year**

<b>As at 31/12/2011</b>	<b>As at 31/12/2011</b>	As at 31/12/2010	As at 31/12/2010
<b>Secured (S\$'000)</b>	<b>Unsecured (S\$'000)</b>	Secured (S\$'000)	Unsecured (S\$'000)
-	-	-	-

**Details of collateral**

Not applicable.

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**  
**For the financial year ended 31 December 2011**

	<b>Group</b>	
	<b>31 Dec 2011 S\$'000</b>	<b>31 Dec 2010 S\$'000</b>
<b>Operating activities</b>		
Profit for the financial year	569	61,656
Adjustments for:		
Income tax expense	3	17,946
Amortisation and depreciation	-	3,575
Interest income	(3,854)	(2,324)
Dividends/distributions from equity investments	(22,033)	(14,904)
Loss on disposal of property, plant and equipment	-	132
Reversal of impairment of property, plant and equipment	-	(55)
Allowance for impairment of receivables	-	16
Allowance for inventory obsolescence	-	154
Performance incentive fees	647	6,338
Performance incentive fee refund	(647)	(2,645)
Gain on sale of discontinued operations	-	(51,899)
Net change in fair value of financial instruments	14,778	(5,556)
Impairment losses of available-for-sale investments	20,419	16,088
	<u>9,882</u>	<u>28,522</u>
Changes in operating assets and liabilities		
Investments	43,205	(29,356)
Loan receivable	-	(19,397)
Inventories	-	(1,072)
Other receivables	47	550
Other payables	171	2,598
Cash generated from/(used in) operations	<u>53,305</u>	<u>(18,155)</u>
Dividends/distributions received from equity investments	22,033	14,905
Net interest received	425	1,471
Disposal of discontinued operations, net of cash disposed	-	98,059
Performance incentive fees paid	(6,338)	(8,610)
Performance incentive fee refunded	2,580	1,775
Income taxes paid	(6)	(12,769)
<b>Cash flow from operating activities</b>	<u>71,999</u>	<u>76,676</u>
<b>Investing activities</b>		
Purchase of property, plant and equipment	-	(13,027)
Proceeds from disposal of property, plant and equipment	-	75
<b>Cash flow from investing activities</b>	<u>-</u>	<u>(12,952)</u>
<b>Financing activities</b>		
Proceeds from warrants exercised	248	1,894
Capital reduction	(99,876)	-
Dividends paid	(21,029)	(89,191)
<b>Cash flow from financing activities</b>	<u>(120,657)</u>	<u>(87,297)</u>
<b>Net decrease in cash and cash equivalents</b>	<u>(48,658)</u>	<u>(23,573)</u>
Cash and cash equivalents at beginning of financial year	139,954	164,327
Currency translation adjustment	-	(800)
<b>Cash and cash equivalents at end of financial year</b>	<u>91,296</u>	<u>139,954</u>



1(d)(i) A statement for the Group and the Company 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.

Statements of Changes in Equity  
For the financial year ended 31 December 2011

Group	Share capital S\$'000	Foreign currency translation reserve S\$'000	Capital reserve S\$'000	Fair value reserve S\$'000	Retained earnings S\$'000	Total attributable to owners of the Company S\$'000	Non-controlling interests S\$'000	Total S\$'000
<b>2011</b>								
At beginning of financial year	137,986	-	91,139	873	38,026	268,024	-	268,024
<b>Total comprehensive income for the financial year</b>								
Profit for the financial year	-	-	-	-	569	569	-	569
<u>Other comprehensive income</u>								
Fair value gains on available-for-sale investments	-	-	-	2,671	-	2,671	-	2,671
Income tax expense	-	-	-	-	-	-	-	-
Total other comprehensive income, net of tax	-	-	-	2,671	-	2,671	-	2,671
<b>Total comprehensive income for the financial year</b>	-	-	-	2,671	569	3,240	-	3,240
<b>Transactions with owners, recorded directly in equity</b>								
<i>Contributions by and distributions to owners of the Company</i>								
Proceeds from warrants exercised	248	-	-	-	-	248	-	248
Capital reduction	(99,876)	-	-	-	-	(99,876)	-	(99,876)
Dividends paid	-	-	-	-	(21,029)	(21,029)	-	(21,029)
Total contributions by and distributions to owners of the Company	(99,628)	-	-	-	(21,029)	(120,657)	-	(120,657)
<b>At end of financial year</b>	<b>38,358</b>	-	<b>91,139</b>	<b>3,544</b>	<b>17,566</b>	<b>150,607</b>	-	<b>150,607</b>

**Transpac Industrial Holdings Limited**

Group	Share capital S\$'000	Foreign currency translation reserve S\$'000	Capital reserve S\$'000	Fair value reserve S\$'000	Retained earnings S\$'000	Total attributable to owners of the Company S\$'000	Non- controlling interests S\$'000	Total S\$'000
<b>2010</b>								
<b>At beginning of financial year</b>	136,092	2,067	94,732	17,017	65,167	315,075	34,442	349,517
<b>Total comprehensive (deficit)/income for the financial year</b>								
Profit for the financial year	-	-	-	-	58,156	58,156	3,500	61,656
<u>Other comprehensive deficit</u>								
Fair value losses on available-for-sale investments	-	-	-	(16,144)	-	(16,144)	-	(16,144)
Income tax expense	-	-	-	-	-	-	-	-
Currency translation differences	-	(1,766)	-	-	-	(1,766)	(745)	(2,511)
Total other comprehensive deficit, net of tax	-	(1,766)	-	(16,144)	-	(17,910)	(745)	(18,655)
<b>Total comprehensive (deficit)/income for the financial year</b>	-	(1,766)	-	(16,144)	58,156	40,246	2,755	43,001
<b>Transactions with owners, recorded directly in equity</b>								
<i>Contributions by and distributions to owners of the Company</i>								
Proceeds from warrants exercised	1,894	-	-	-	-	1,894	-	1,894
Dividends paid	-	-	-	-	(89,191)	(89,191)	-	(89,191)
Total contributions by and distributions to owners of the Company	1,894	-	-	-	(89,191)	(87,297)	-	(87,297)
<i>Changes in ownership interests in subsidiaries</i>								
Disposal of subsidiaries	-	-	-	-	-	-	(37,197)	(37,197)
Transfer to retained earnings	-	(301)	(3,593)	-	3,894	-	-	-
Total changes in ownership interests in subsidiaries	-	(301)	(3,593)	-	3,894	-	(37,197)	(37,197)
<b>Total transactions with owners</b>	1,894	(301)	(3,593)	-	(85,297)	(87,297)	(37,197)	(124,494)
<b>At end of financial year</b>	137,986	-	91,139	873	38,026	268,024	-	268,024

Company	Share capital S\$'000	Capital reserve S\$'000	Fair value reserve S\$'000	Retained earnings S\$'000	Total S\$'000
<b>2011</b>					
<b>At beginning of financial year</b>	137,986	91,139	3,611	32,870	265,606
<b>Total comprehensive (deficit)/income for the financial year</b>					
Profit for the financial year	-	-	-	4,436	4,436
<u>Other comprehensive deficit</u>					
Fair value losses on available-for-sale investments	-	-	(1,226)	-	(1,226)
Income tax expense	-	-	-	-	-
Total other comprehensive deficit, net of tax	-	-	(1,226)	-	(1,226)
<b>Total comprehensive (deficit)/income for the financial year</b>	-	-	(1,226)	4,436	3,210
<b>Transactions with owners, recorded directly in equity</b>					
<i>Contributions by and distributions to owners of the Company</i>					
Proceeds from warrants exercised	248	-	-	-	248
Capital reduction	(99,876)	-	-	-	(99,876)
Dividends paid	-	-	-	(21,029)	(21,029)
Total contributions by and distributions to owners of the Company	(99,628)	-	-	(21,029)	(120,657)
<b>At end of financial year</b>	<b>38,358</b>	<b>91,139</b>	<b>2,385</b>	<b>16,277</b>	<b>148,159</b>
<b>2010</b>					
<b>At beginning of financial year</b>	136,092	91,139	71,386	25,968	324,585
<b>Total comprehensive (deficit)/income for the financial year</b>					
Profit for the financial year	-	-	-	96,093	96,093
<u>Other comprehensive deficit</u>					
Fair value losses on available-for-sale investments	-	-	(67,775)	-	(67,775)
Income tax expense	-	-	-	-	-
Total other comprehensive deficit, net of tax	-	-	(67,775)	-	(67,775)
<b>Total comprehensive (deficit)/income for the financial year</b>	-	-	(67,775)	96,093	28,318
<b>Transactions with owners, recorded directly in equity</b>					
<i>Contributions by and distributions to owners of the Company</i>					
Proceeds from warrants exercised	1,894	-	-	-	1,894
Dividends paid	-	-	-	(89,191)	(89,191)
Total contributions by and distributions to owners of the Company	1,894	-	-	(89,191)	(87,297)
<b>At end of financial year</b>	<b>137,986</b>	<b>91,139</b>	<b>3,611</b>	<b>32,870</b>	<b>265,606</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, 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.**

(a) Changes in the Company's share capital

	Number of shares	S\$'000
<b>Ordinary shares issued and paid-up</b>		
At 1 January 2011	174,986,375	137,986
Issue of new shares		
- Exercise of warrants in the first quarter ended 31 Mar 11	72,767	73
- Exercise of warrants in the second quarter ended 30 Jun 11	162,639	162
- Capital reduction in the second quarter ended 30 Jun 11	-	(99,876)
- Exercise of warrants in the third quarter ended 30 Sep 11	8,500	6
- Exercise of warrants in the fourth quarter ended 31 Dec 11	9,333	7
At 31 December 2011	<u>175,239,614</u>	<u>38,358</u>

(b) Number of shares that may be issued on conversion of all the outstanding convertibles

	<u>Number of warrants outstanding</u>	
	Expired 11 May 2010	Expiring 11 May 2012
At 1 January 2011	-	810,221
Exercise of warrants	-	(253,239)
At 31 December 2011	<u>-</u>	<u>556,982</u>
At 1 January 2010	1,201,581	1,705,690
Exercise of warrants	(998,171)	(895,469)
Warrants expired	(203,410)	-
At 31 December 2010	<u>-</u>	<u>810,221</u>

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

The Company did not have any treasury shares as at end of the current financial year reported on and as at the end of the immediately preceding financial year.

	<b>31 Dec 2011</b>	31 Dec 2010
Total number of issued shares	<u><b>175,239,614</b></u>	<u>174,986,375</u>

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

Not applicable.

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

The figures have been audited in accordance with Singapore Standards on Auditing.

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

The auditors' report is appended at the end of the Announcement.

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

The Group and the Company have consistently applied the accounting policies and methods of computation in the preparation of the financial statements for the current reporting period as compared with the audited financial statements for the year ended 31 December 2010.

**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.**

Not applicable.

**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.**

Earnings per ordinary share  
For the financial year ended 31 December 2011

	<b>Group</b>	
	<b>31 Dec 2011</b>	31 Dec 2010
Earnings per ordinary share of the Group after deducting any provisions for preference dividends:		
(a) Based on the weighted average number of ordinary shares on issue; and	<b>0.32 cts</b>	33.38 cts
(b) On a fully diluted basis	<b>0.32 cts</b>	33.26 cts

	<b>Group</b>	
	<b>31 Dec 2011</b>	31 Dec 2010
Earnings per ordinary share has been computed on the following weighted average number of shares:		
(a) Basic	<b>175,148,913</b>	174,206,501
(b) Diluted	<b>175,514,703</b>	174,877,371

**7. Net asset value for the Group and the Company per ordinary share based on 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.**

Net asset value per ordinary share  
 As at 31 December 2011

	Group		Company	
	31 Dec 2011 S\$	31 Dec 2010 S\$	31 Dec 2011 S\$	31 Dec 2010 S\$
Net asset value per ordinary share based on issued share capital	<b>0.86</b>	1.53	<b>0.85</b>	1.52

Net asset value per ordinary share has been computed based on the number of shares in issue as at 31 December 2011 of 175,239,614 (31 December 2010: 174,986,375).

**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.**

The Group's income is primarily derived from the realisation and/or revaluation of its investments.

**FY 2011**

During the financial year ended 31 December 2011, the Group reported total comprehensive income (attributable to shareholders) of S\$3.24 million which included the change in fair value of the Group's investments as well as profits realised on divestments and from operations.

The main developments in 2011 were the divestments of Sesame Seed, Watchdata and AEM:-

- (i) The Group received total proceeds of S\$24.47 million from the divestment of Sesame Seed and yielded a net gain of S\$11.64 million.
- (ii) Total cash received from the divestment of Watchdata (including the Group's interest in Watchdata held through the Fund) amounted to S\$22.79 million and contributed net gain of S\$7.38 million to total comprehensive income.
- (iii) Divestment of AEM yielded total proceeds of S\$1.63 million (including distribution from the Fund) and contributed net gain of S\$0.40 million to total comprehensive income.

Due to the adverse stock market conditions, the investment in the quoted shares of OUE held through Fortune Code was written down resulting in an impairment loss of S\$20.42 million. After accounting for the reversal of previously accumulated fair value losses of S\$2.33 million in other comprehensive income, the net impairment loss was S\$18.09 million.

The fair value gains on available-for-sale investments in other comprehensive income included a fair value gain of S\$2 million on the remaining portfolio investments.

Interest income of S\$3.85 million was mainly generated from loan granted to a portfolio company.

Operating expenses of S\$4.34 million included management fees of S\$2.74 million payable to the Investment Manager and litigation damages of S\$0.55 million.

The Company returned capital of S\$100 million to shareholders in June 2011 and distributed a dividend of S\$21 million in December 2011. As at 31 December 2011, the Group still had a cash balance of S\$91.30 million.

**FY 2010**

In 2010, the Group recorded total comprehensive income (attributable to shareholders) of S\$40.25 million. The divestment of Foodstar Group yielded net proceeds of S\$150.13 million and generated total contribution to comprehensive income of S\$64.54 million (including distributions received from the funds).

The Group also divested its remaining interests in Neo-Neon Holdings Limited and received total cash proceeds of S\$14.83 million (including distributions received from the funds). Although there was a gain of S\$14.19 million against original cost, in terms of comprehensive income there was a loss of S\$2.80 million as the shares were sold at below the fair value at the end of 2009.

Impairment loss of S\$15.71 million was due to the write down of certain investments.

Interest income was S\$1.91 million while operating expenses were S\$9.15 million which included management fees of S\$3.94 million and net performance incentive fees of S\$3.69 million payable to the Investment Manager.

**Net Asset Value**

The Group's NAV as at 31 December 2011 was S\$150.61 million (representing a NAV of S\$0.86 per share), a decrease of S\$117.41 million from the NAV of S\$268.02 million (S\$1.53 per share) as at 31 December 2010. The decline in NAV was largely attributed to the capital return of S\$100 million and dividend payment of S\$21 million to shareholders during 2011.

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

No forecast or a prospect statement has been previously made.

**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.**

Due to the weak economic outlook from the USA and continuing European sovereign debt issues, the various Asian manufacturing and service industries have refocused on domestic demand to compensate for the shortfall of orders. Credit tightening and weak stock market conditions in China have resulted in more companies seeking investment to sustain and grow their businesses. The Asean region has benefitted from the relatively stable political climate and strong growth of local consumption. These conditions have led to an increase in potential investment opportunities in the region.

**11. Dividend**

**(a) Current financial period reported on**

Any dividend declared for the current financial period reported on? Yes, interim dividend has been paid on 8 December 2011.

Name of dividend	Interim
Dividend Type	Cash
Dividend Amount per ordinary share	S\$0.12
Tax rate	One-tier tax exempt
Date paid	8 December 2011

**(b) Corresponding period of the immediately preceding financial year**

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

Name of dividend	Interim
Dividend Type	Cash
Dividend Amount per ordinary share	S\$0.41
Tax rate	One-tier tax exempt
Date paid	15 December 2010

**(c) Date payable**

Not applicable.

**(d) Books closure date**

Not applicable.

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

Not applicable.

**13. Interested person transactions.**

The Group has not obtained a general mandate from shareholders for interested person transactions and there were no transactions between the Group and interested persons during the financial year ended 31 December 2011.



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

As the Group fully divested Foodstar Group in November 2010, the Group has only one reportable segment of venture capital for the financial year ended 31 December 2011. The Group had two reportable segments for the comparative year:

- Venture capital – to invest, for capital appreciation in growing private companies located in Asia including, principally, China/Hong Kong SAR, Taiwan, Singapore, Malaysia, Thailand and Indonesia.
- Manufacture, sale and distribution of food products in China/Hong Kong SAR for the Company's subsidiaries, Foodstar Group (Discontinued operations).

Information regarding the results of each reportable segment for the comparative year is included below. There were no transactions between the two reportable segments other than interest income arising from intercompany loan granted during the prior year.

<b>Group</b>	<b>Venture capital \$'000</b>	<b>Manufacture, sale and distribution of food products (discontinued operations) \$'000</b>	<b>Total \$'000</b>
<b>2010</b>			
<b>Revenue</b>			
- Sale of goods	-	122,312	122,312
- Interest income	1,909	415	2,324
- Investment income	16,957	51,899	68,856
- Other income	-	258	258
	<u>18,866</u>	<u>174,884</u>	<u>193,750</u>
Inter-segment interest income	<u>105</u>	-	<u>105</u>
Reportable segment profit before tax	9,713	69,889	79,602
Income tax expense	(2)	(17,944)	(17,946)
Reportable profit for the year	<u>9,711</u>	<u>51,945</u>	<u>61,656</u>
Reportable segment assets	<u>296,125</u>	-	<u>296,125</u>
Reportable segment liabilities	<u>28,101</u>	-	<u>28,101</u>
<b>Other reportable segment items</b>			
Capital expenditure for the year	-	(13,027)	(13,027)
Depreciation of property, plant and equipment	-	(3,359)	(3,359)
Reversal of impairment of property, plant and equipment	-	55	55
Amortisation of intangible assets	-	(216)	(216)
Net change in fair value of financial instruments	5,556	-	5,556
Impairment losses of available-for-sale investments	<u>(15,705)</u>	-	<u>(15,705)</u>

Geographical information

Group	<i>Total investment income</i>		<i>Non-current assets</i>	
	31 Dec	31 Dec	31 Dec	31 Dec
	2011	2010	2011	2010
	\$'000	\$'000	\$'000	\$'000
British Virgin Islands	6,970	15,121	7,597	22,447
China/Hong Kong SAR	14,094	192,156	12,752	25,201
Indonesia	-	677	-	-
Malaysia	275	-	-	267
Singapore	(16,396)	1,219	13,317	51,749
Taiwan	(36)	(15,423)	7,042	7,058
	<b>4,907</b>	<b>193,750</b>	<b>40,708</b>	<b>106,722</b>

In the above table, the British Virgin Islands geographical segment includes investments in other funds which hold numerous investments in various countries.

The non-current assets in each country consist principally of investments. Corresponding revenues represent investment income, which comprise proceeds from disposal of investments (less cost of investments), net change in fair value of financial instruments, impairment losses, dividend income and interest income.

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

The Company is a venture capital investment company based in Singapore. Income is derived from the sale or revaluation of investments (rather than recurring profits) located in various countries. Accordingly, revenue by geographical segment varies from one reporting period to another.

**16. A breakdown of revenue**

	Group		
	31 Dec 2011 S\$'000	31 Dec 2010 S\$'000	Increase / (Decrease) %
(a) Revenue reported for first half year	13,181	74,287	(82)
(b) Net profit after tax reported for first half year	9,455	7,740	22
(c) Revenue reported for second half year	(8,274)	119,463	nm
(d) Net (loss)/profit after tax reported for second half year	(8,886)	53,916	nm

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

Total annual dividend

	Latest full year 2011 S\$'000	Previous full year 2010 S\$'000
Ordinary - Interim	21,029	71,741

**18. Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(13).**

There was no 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 for the financial year ended 31 December 2011.

BY ORDER OF THE BOARD

Tham Shook Han  
Company Secretary  
22 February 2012