



TRITECH GROUP LIMITED

(Company Registration No: 200809330R)

(Incorporated in the Republic of Singapore on 13 May 2008)

UNAUDITED FINANCIAL STATEMENTS AND DIVIDEND ANNOUNCEMENT FOR THE FINANCIAL YEAR ENDED 31 MARCH 2019

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor") in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalyst. This announcement has not been examined or approved by the SGX-ST.

The SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

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PART I INFORMATION REQUIRED FOR QUARTERLY (Q1, Q2, Q3 & Q4), HALF-YEAR AND FULL YEAR ANNOUNCEMENTS

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

	12 months ended 31 March		
	2019	2018	Change
	(Unaudited)	(Restated) ⁽²⁾	
	\$'000	\$'000	%
<u>Continuing operations</u>			
Revenue	39,726	47,245	(15.9)
Cost of sales	(31,110)	(40,794)	(23.7)
Gross profit	8,616	6,451	33.6
Other income	712	670	6.3
Distribution expenses	(777)	(1,044)	(25.6)
Administrative expenses	(8,891)	(9,363)	(5.0)
Other expenses	(4,362)	(12,834)	(66.0)
Finance costs	(3,442)	(3,739)	(7.9)
Impairment loss on financial assets	(593)	(304)	95.1
Loss before taxation	(8,737)	(20,163)	(56.7)
Income tax credit	233	530	(56.0)
Loss from continuing operations, net of income tax	(8,504)	(19,633)	(56.7)
<u>Discontinued operation</u> ⁽¹⁾			
Gain on disposal of 52.24% economic interest in a subsidiary	-	11,134	n.m.
Loss from discontinued operation, net of income tax	(18,824)	(3,861)	387.5
Loss for the year	(27,328)	(12,360)	121.1
Other comprehensive income:			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences realised on loss of control in subsidiaries reclassified to profit or loss	-	(357)	n.m.
Exchange differences on translating foreign operations, net of tax	(234)	14	(1,771.4)
Total comprehensive income for the year	(27,562)	(12,703)	117.0
Loss attributable to:			
Owners of the Company			
Loss from continuing operations	(8,362)	(19,685)	(57.5)
(Loss)/Gain from discontinued operation	(18,824)	8,083	(332.9)
Loss for the financial year attributable to owners of the Company	(27,186)	(11,602)	134.3
Non-controlling interest			
(Loss)/Profit from continuing operations	(142)	52	(373.1)
Loss from discontinued operation	-	(810)	n.m.
Loss for the financial year attributable to non-controlling interests	(142)	(758)	(81.3)
Loss for the financial year	(27,328)	(12,360)	121.1
Total comprehensive income attributable to:			
Owners of the Company	(27,420)	(11,641)	135.5
Non-controlling interest	(142)	(1,062)	(86.6)
Total comprehensive income for the year	(27,562)	(12,703)	117.0

n.m. not meaningful

⁽¹⁾ Discontinued operation for FY2019 relates to Presscrete Engineering Pte. Ltd.

⁽²⁾ Prior year figures were restated as a results of Presscrete Engineering Pte. Ltd. and adoption of SFRS (I).

Loss before income tax of the Group is arrived at after (charging)/crediting:

	12 months ended 31 March		
	2019	2018	Change
	(Unaudited) \$'000	(Restated) \$'000	%
Other income			
<u>Continuing operations</u>			
Gain on disposal of plant and equipment	23	12	91.7
Interest income	12	20	(40.0)
Writeback of inventories obsolescence	234	-	n.m.
Waiver of payable	135	-	n.m.
Sundry income	308	638	(51.7)
<u>Discontinued operation</u>			
Gain on loss of control of a subsidiary	-	11,134	n.m.
Gain on disposal of plant and equipment	58	82	(29.3)
Interest income	1	2	(50.0)
Rental income	52	146	(64.4)
Sundry income	41	909	(95.5)
Cost of sales, distribution, administrative and other expenses			
<u>Continuing operations</u>			
Depreciation of property, plant and equipment	(2,726)	(2,932)	(7.0)
Amortisation of land use right	(57)	(57)	-
Amortisation of intangible assets	(167)	(168)	(0.6)
Fair value loss on investment securities	(880)	(5,910)	(85.1)
Write down of inventories	(9)	(1,652)	(99.5)
Write-off of plant and equipment	(17)	-	n.m.
Impairment loss on contract assets	(29)	(118)	(75.4)
Impairment loss on plant and equipment	-	(1,201)	n.m.
Impairment loss on trade receivables	(564)	(186)	203.2
Loss on disposal of plant and equipment	(24)	(1)	2,300.0
Foreign exchange loss	(83)	(618)	(86.6)
<u>Discontinued operation</u>			
Depreciation of property, plant and equipment	(1,566)	(1,655)	(5.4)
Impairment loss on plant and equipment	(7,601)	-	n.m.
Write-off of plant and equipment	-	(37)	n.m.
Impairment loss on trade receivables	(55)	-	n.m.
Impairment loss on contract assets	(1,190)	-	n.m.

n.m. 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.

	Group			Company		
	As at 31/3/2019 (Unaudited) \$'000	As at 31/3/2018 (Restated) \$'000	As at 1/4/2017 (Restated) \$'000	As at 31/3/2019 (Unaudited) \$'000	As at 31/3/2018 (Restated) \$'000	As at 1/4/2017 (Restated) \$'000
Non-current assets						
Property, plant and equipment	35,344	51,413	55,668	1,527	1,564	1,601
Investments in subsidiaries	-	-	-	70,298	70,257	57,486
Investments in associate	624	625	-	-	-	-
Land use right	2,412	2,552	2,536	-	-	-
Intangible assets	1,302	1,517	1,683	-	-	-
	<u>39,682</u>	<u>56,107</u>	<u>59,887</u>	<u>71,825</u>	<u>71,821</u>	<u>59,087</u>
Current assets						
Inventories	263	1,908	3,675	-	-	-
Trade and other receivables	13,058	12,547	9,936	27,557	23,586	19,891
Contract assets	32,232	44,405	53,275	-	-	-
Tax recoverable	6	3	26	-	-	-
Prepayments	1,294	2,641	1,852	92	155	38
Investment securities	930	1,810	-	930	1,810	-
Cash and short term deposits	5,616	8,150	9,054	111	1,936	2,532
	<u>53,399</u>	<u>71,464</u>	<u>77,818</u>	<u>28,690</u>	<u>27,487</u>	<u>22,461</u>
Assets of disposal group classified as held for sale	14,825	-	29,932	-	-	19,425
Total assets	<u>107,906</u>	<u>127,571</u>	<u>167,637</u>	<u>100,515</u>	<u>99,308</u>	<u>100,973</u>
Less:						
Current liabilities						
Trade and other payables	27,407	33,645	36,952	6,982	5,522	5,001
Contract liabilities	1,656	4,624	3,826	-	-	-
Bank borrowings	21,540	21,949	19,698	1,509	4,144	4,706
Finance lease payables	239	1,559	3,063	-	-	-
Derivative component of convertible loan	-	-	14	-	-	14
Liability component of convertible loan	3,900	-	9,034	3,900	-	9,034
Loan from shareholders	8,505	3,930	4,549	8,387	2,320	3,020
Current income tax payable	479	615	599	171	171	171
	<u>63,726</u>	<u>66,322</u>	<u>77,735</u>	<u>20,949</u>	<u>12,157</u>	<u>21,946</u>
Liabilities directly associated with disposal group classified as held for sale	13,980	-	12,509	-	-	-
Net current (liabilities)/assets	<u>(9,482)</u>	<u>5,142</u>	<u>17,506</u>	<u>7,741</u>	<u>15,330</u>	<u>19,940</u>
Non-current liabilities						
Bank borrowings	291	370	1,315	291	311	1,232
Finance lease payables	71	956	2,236	-	-	-
Loan from shareholder	1,000	-	-	1,000	-	-
Liability component of convertible loan	-	3,326	-	-	3,326	-
Deferred tax liabilities	1,949	2,105	2,554	353	354	403
	<u>3,311</u>	<u>6,757</u>	<u>6,105</u>	<u>1,644</u>	<u>3,991</u>	<u>1,635</u>
Total liabilities	<u>81,017</u>	<u>73,079</u>	<u>96,349</u>	<u>22,593</u>	<u>16,148</u>	<u>23,581</u>
Net assets	<u>26,889</u>	<u>54,492</u>	<u>71,288</u>	<u>77,922</u>	<u>83,160</u>	<u>77,392</u>
Equity						
Share capital	77,653	77,653	75,637	77,653	77,653	75,637
Reserves	(50,966)	(23,539)	(12,562)	269	5,507	1,755
Total equity attributable to owners of the Company	<u>26,687</u>	<u>54,114</u>	<u>63,075</u>	<u>77,922</u>	<u>83,160</u>	<u>77,392</u>
Non-controlling interests	202	378	331	-	-	-
Non-controlling interests of disposal group classified as held for sale	-	-	7,882	-	-	-
Total equity	<u>26,889</u>	<u>54,492</u>	<u>71,288</u>	<u>77,922</u>	<u>83,160</u>	<u>77,392</u>

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

	As at 31 March 2019		As at 31 March 2018	
	Secured	Unsecured	Secured	Unsecured
	(Unaudited) \$'000	(Unaudited) \$'000	(Restated) \$'000	(Restated) \$'000
Amount repayable within one year	23,181	11,003	21,710	5,728
Amount repayable after one year	362	1,000	4,652	58
	23,543	12,003	26,362	5,786

The borrowings of the Group comprised of finance lease obligations, term loans, 8% to 12% interest bearing independent shareholder loan (of \$8.1 million) and a non-interest bearing shareholder loan (of \$1.4 million). The bank guarantees are secured by fixed deposits placed with the financial institutions and corporate guarantees from the Company. The finance lease obligations are secured by the lessors' title to the leased assets and corporate guarantee from the Company.

The term loans are secured by:-

- (i) 1st legal mortgage over leasehold property located at Food Xchange @ Admiralty and assignment of all rights and benefits over the rental income from the leasehold property;
- (ii) fixed deposits placed with the financial institutions;
- (iii) all monies guarantee by certain subsidiaries;
- (iv) corporate guarantees from the Company;
- (v) personal guarantees given by the directors of a subsidiary; and
- (vi) the land use right of the Company's subsidiary and leasehold property of the Group in the People's Republic of China ("PRC").

Convertible Loan

The Company had on 27 October 2017 entered into a convertible loan agreement ("CLA") with a private company (the "Lender") pursuant to which the Lender has agreed to grant an interest-bearing convertible loan of \$4,000,000 principal amount to the Company. The Company had drawn down \$4,000,000 of the convertible loans at the same day of entering into the agreement.

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

	12 months ended	
	31/3/2019	31/3/2018
	(Unaudited)	(Restated)
	\$'000	\$'000
Cash flows from operating activities		
Loss before tax from continuing operations	(8,737)	(20,163)
(Loss)/Profit before tax from discontinued operation	(18,837)	7,315
Loss before taxation, total	(27,574)	(12,848)
Adjustments for:		
Amortisation of intangible assets	167	168
Amortisation of mining rights	-	15
Amortisation of land use rights	57	57
Depreciation of property, plant and equipment	4,292	4,587
Unrealised foreign exchange loss	53	-
Impairment loss on trade receivables	619	186
Impairment loss on plant and equipment	7,601	1,201
Impairment loss on contract assets	1,219	118
Fair value loss on investment securities	880	5,910
Net gain on disposal of plant and equipment	(57)	(93)
Gain on loss of control of a subsidiary	-	(11,134)
Writeback of liability	(135)	-
(Writeback)/Writedown of inventories obsolescence	(234)	1,652
Property, plant and equipment written off	17	37
Interest income	(13)	(22)
Interest expense	2,623	2,044
Interest expense - convertible loan	1,054	1,868
Operating cash flow before working capital changes	(9,431)	(6,254)
Working capital changes:		
Inventories	1,578	22
Trade and other receivables	(7,149)	(2,448)
Contract assets	9,321	8,908
Prepayments	747	(955)
Trade and other payables	2,381	(1,899)
Contract liabilities	(2,336)	803
Cash used in operations	(4,889)	(1,823)
Income taxes paid	(13)	(119)
Interest received	13	22
Net cash used in operating activities	(4,889)	(1,920)
Cash flows from investing activities		
Loss of control in subsidiaries (net of cash disposed of)	-	(1,397)
Purchase of plant and equipment	(1,973)	(652)
Proceeds from disposal of investment securities	-	3,410
Proceeds from disposal of plant and equipment	276	158
Net cash (used in)/generated from investing activities	(1,697)	1,519
Cash flows from financing activities		
Decrease in fixed deposit pledged	2,209	1,103
Proceeds from bank borrowings	8,762	15,963
Loan from shareholders	7,029	590
Repayments of bank borrowings	(6,269)	(14,350)
Repayments of convertible loans	-	(2,500)
Repayments of convertible loans interest	(240)	(250)
Repayments of finance lease obligations	(1,566)	(2,784)
Repayments of shareholder loan	-	(1,210)
Proceeds from issuance of convertible loan	-	3,760
Proceeds from issuance of placement shares	-	2,016
Interest paid	(2,306)	(2,044)
Net cash generated from financing activities	7,619	294
Net change in cash and cash equivalents	1,033	(107)
Cash and cash equivalents at beginning of financial year	3,511	3,945
Currency translation differences	316	(327)
Cash and cash equivalents at end of financial year	4,860	3,511
Cash and cash equivalents comprise:		
Cash and short term deposit:		
Continuing operations	5,616	8,150
Discontinued operations	1,433	-
Cash and cash equivalents	7,049	8,150
Bank overdraft	(1,488)	(1,729)
Fixed deposit pledged	(701)	(2,910)
Cash and cash equivalents in the consolidated cash flow statement	4,860	3,511

(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.

	Attributable to owners of the Company								
	Share capital	Equity component of convertible loans	Gains on disposals to non-controlling interests	Asset revaluation reserve	Foreign currency translation reserve	Accumulated losses	Equity attributable to the owners of the Company	Non-controlling interests	Total equity
Group (Unaudited)	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
At 1 April 2018 (As previously reported)	77,653	2,772	34,952	8,398	418	(70,030)	54,163	378	54,541
Effects of adopting of Singapore Financial Reporting Standards (International)	-	-	-	(8,398)	(100)	8,449	(49)	-	(49)
At 1 April 2018 (As restated)	77,653	2,772	34,952	-	318	(61,581)	54,114	378	54,492
Loss for the financial year	-	-	-	-	-	(27,186)	(27,186)	(142)	(27,328)
<u>Other comprehensive income</u>									
Exchange differences arising from translation of foreign operations	-	-	-	-	(234)	-	(234)	-	(234)
Total comprehensive income for the financial year	-	-	-	-	(234)	(27,186)	(27,420)	(142)	(27,562)
<u>Changes in ownership interests in subsidiaries</u>									
Acquisition of non-controlling interests without a change in control	-	-	(7)	-	-	-	(7)	(34)	(41)
Total changes in ownership interests in subsidiaries	-	-	(7)	-	-	-	(7)	(34)	(41)
At 31 March 2019	77,653	2,772	34,945	-	84	(88,767)	26,687	202	26,889

(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.

	Attributable to owners of the Company										
	Share capital	Equity component of convertible bonds	Gain on disposals to non-controlling interests	Asset revaluation reserve	Foreign currency translation reserve	Accumulated losses	Reserve of disposal group classified as held for sale	Equity attributable to the owners of the Company	Non-controlling interests	Non-controlling interests of disposal group classified as held for sale	Total equity
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Group (Unaudited)											
At 1 April 2017 (As previously reported)	75,637	2,108	34,952	9,269	437	(14,493)	(44,835)	63,075	331	7,882	71,288
Effects of adopting of Singapore Financial Reporting Standards (International)	-	-	-	(9,269)	(437)	9,706	-	-	-	-	-
At 1 April 2017 (As restated)	75,637	2,108	34,952	-	-	(4,787)	(44,835)	63,075	331	7,882	71,288
Profit/(Loss) for the financial year	-	-	-	-	-	(21,786)	10,184	(11,602)	52	(810)	(12,360)
<u>Other comprehensive income</u>											
Exchange differences realised on loss of control in subsidiaries reclassified to profit or loss	-	-	-	-	-	(357)	-	(357)	-	-	(357)
Exchange differences arising from translation of foreign operations	-	-	-	-	318	-	-	318	(5)	(299)	14
Total comprehensive income for the financial year	-	-	-	-	318	(22,143)	10,184	(11,641)	47	(1,109)	(12,703)
<u>Contributions by and distributions to owners</u>											
Issuance of new shares	2,016	-	-	-	-	-	-	2,016	-	-	2,016
Issuance of convertible loan	-	664	-	-	-	-	-	664	-	-	664
Total contributions by and distributions to owners	2,016	664	-	-	-	-	-	2,680	-	-	2,680
<u>Changes in ownership interests in subsidiaries</u>											
Disposal of 52.24% economic interest in a subsidiary	-	-	-	-	-	(34,651)	34,651	-	-	(6,773)	(6,773)
Total changes in ownership interests in subsidiaries	-	-	-	-	-	(34,651)	34,651	-	-	(6,773)	(6,773)
At 31 March 2018 (As restated)	77,653	2,772	34,952	-	318	(61,581)	-	54,114	378	-	54,492

(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 (continued).

Company (Unaudited)	Share capital	Equity component of convertible loans	Asset revaluation reserve	Accumulated profits	Total equity
	\$'000	\$'000	\$'000	\$'000	\$'000
At 1 April 2018 (As previously reported)	77,653	2,772	995	1,783	83,203
Effects of adopting of Singapore Financial Reporting Standards (International)	-	-	(995)	952	(43)
At 1 April 2018 (As restated)	77,653	2,772	-	2,735	83,160
Loss for the financial year	-	-	-	(5,238)	(5,238)
Total comprehensive income for the financial year	-	-	-	(5,238)	(5,238)
At 31 March 2019	77,653	2,772	-	(2,503)	77,922

(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 (continued).

Company (Unaudited)	Share capital \$'000	Equity component of convertible loans \$'000	Asset revaluation reserve \$'000	Accumulated (losses)/profits \$'000	Total equity \$'000
At 1 April 2017 (As previously reported)	75,637	2,108	952	(1,305)	77,392
Effects of adopting of Singapore Financial Reporting Standards (International)	-	-	(952)	952	-
At 1 April 2017 (As restated)	75,637	2,108	-	(353)	77,392
Profit for the financial year	-	-	-	3,088	3,088
Total comprehensive income for the financial year	-	-	-	3,088	3,088
<u>Contributions by and distributions to owners</u>					
Issuance of ordinary shares	2,016	-	-	-	2,016
Issuance of convertible loan	-	664	-	-	664
Total contributions by and distributions to owners	2,016	664	-	-	2,680
At 31 March 2018 (As restated)	77,653	2,772	-	2,735	83,160

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 the number of shares that may be issued on conversion of all the outstanding convertibles if any, against the total number of issued shares excluding treasury shares and subsidiary holdings 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. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed 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.

Details of the changes in the issued and paid-up capital of the Company from 31 December 2018 to 31 March 2019 were as follows:-

Ordinary shares

	Number of shares	\$
Issued and fully paid ordinary shares as at 31 December 2018	907,971,182	77,653,368
Issued and fully paid ordinary shares as at 31 March 2019	907,971,182	77,653,368

Warrants

As at 31 March 2018, there were 386,574,593 bonus warrants allotted and issued, each warrant carrying the right to subscribe for one new share of the Company at an exercise price of \$0.20 for each new share. As at 31 March 2019, there were no warrants existing as the abovementioned warrants had expired on 29 March 2019.

Tritech Group Performance Share Plan and Tritech Group Employee Share Option Scheme

On 28 March 2019 under the Tritech Group Performance Share Plan, 40,000,000 share awards were granted to 5 eligible employees of the Group and the aggregate number of shares granted to the eligible employees is 40,000,000. The details of the said grant can be obtained from the Company's announcement dated 28 March 2019.

Treasury shares and subsidiary holdings

The Company did not have any treasury shares or subsidiary holdings as at 31 March 2019 and 31 March 2018.

Convertible Loans

As mentioned in paragraph 1(b)(ii), the Company had on 27 October 2017 entered into a CLA with a Lender, pursuant to which the Lender has agreed to grant an interest-bearing convertible loan of \$4,000,000 principal amount to the Company. The Company had drawn down \$4,000,000 of the convertible loans at the same day of entering into the agreement. The convertible loan is convertible into 50,000,000 ordinary shares, at a conversion price of \$0.08 per share subject to adjustments in accordance with the provisions of the CLA.

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

	As at 31.03.2019	As at 31.03.2018
Total number of issued shares excluding treasury shares	907,971,182	907,971,182

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

Not applicable. There were no treasury shares during or as at the end of the current financial year reported on.

1(d)(v) A statement showing all sales, transfers, cancellation and/or use of subsidiary holdings as at the end of the current financial period reported on.

Not applicable. There were no subsidiary holdings during or as at the end of the current financial year reported on.

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

The figures have not been audited or reviewed by the Company's auditor.

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

Not applicable. The figures have not been audited or reviewed by the Company's auditor.

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

Save as disclosed in paragraph 5 below, the Group has applied the same accounting policies and methods of computation in the preparation of financial statements for the current reporting year as those used in the most recently audited annual financial statements for the financial year ended 31 March 2018.

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

Convergence with International Financial Reporting Standards

For annual financial period beginning on or after 1 January 2018, Singapore-incorporated companies listed on Singapore Exchange Securities Trading Limited ("SGX-ST") are required to adopt Singapore Financial Reporting Standards (International) ("SFRS(I)"), a new financial reporting framework identical to International Financial Reporting Standards. The Group adopted SFRS(I) on 1 April 2018.

Cumulative translation differences

On transition to SFRS(I), the Group elected the option to deem cumulative translation differences for foreign operations to be zero on 1 April 2017, and accordingly, the gain or loss that will be recognised on a subsequent disposal of the foreign operations will exclude cumulative translation differences that arose before 1 April 2017.

Use of previous revaluation as deemed cost

The Group has elected to use the previous revaluation of an item of plant, property and equipment ("PPE") at or before the date of transition to SFRS(I) on 1 April 2017 as deemed cost at the date of revaluation. The deemed cost becomes the SFRS(I) cost basis at the date of the revaluation.

The impact on the comparatives for the financial statements of this reporting quarter on adoption of SFRS(I) are as follows:

Group	1/4/2017			31/3/2018		
	As reported \$'000	Effects \$'000	As restated \$'000	As reported \$'000	Effects \$'000	As restated \$'000
<u>Consolidated Statement of Financial Position</u>						
Property, plant and equipment	-	-	-	51,461	(48)	51,413
Deferred tax liabilities	-	-	-	2,101	4	2,105
Asset revaluation reserve	9,269	(9,269)	-	8,398	(8,398)	-
Foreign currency translation reserve	437	(437)	-	418	(100)	318
Accumulated losses	(14,493)	9,706	(4,787)	(70,031)	8,450	(61,581)

Company	1/4/2017			31/3/2018		
	As reported \$'000	Effects \$'000	As restated \$'000	As reported \$'000	Effects \$'000	As restated \$'000
<u>Statement of Financial Position</u>						
Property, plant and equipment	-	-	-	1,601	(37)	1,564
Deferred tax liabilities	-	-	-	347	7	354
Asset revaluation reserve	952	(952)	-	995	(995)	-
Accumulated (losses)/profit	(1,305)	952	(353)	1,783	952	2,735

Group	31/3/2018			
	As reported \$'000	Effects \$'000	Reclassified (1) \$'000	As restated \$'000
<u>Consolidated Statement of Comprehensive Income</u>				
Other expenses	(11,332)	(1,202)	(300)	(12,834)
Income tax credit	229	301	-	530
Loss from continuing operations, net of tax	(20,832)	(901)	2,100	(19,633)
Net deficit on revaluation of leasehold properties	(870)	870	-	-
Exchange differences arising from translation of foreign operations	35	(21)	-	14
Loss for the financial year	(11,459)	(901)	-	(12,360)
Total Comprehensive Income for the year	(12,652)	(51)	-	(12,703)

(1) Reclassified in relation to Presscrete Engineering Pte. Ltd.

Discontinued operations - Presscrete Engineering Pte. Ltd.

On 22 May 2019, the Company announced that the disposal of Presscrete Engineering Pte. Ltd. ("Presscrete") had been completed on 21 May 2019. Accordingly, Presscrete has ceased to be a subsidiary of the Company. Results of the Group have been presented in accordance with SFRS(I) 5: Non-current Assets for Sale and Discontinued Operations. For comparative purposes, the following have been re-presented to be consistent with the current year's presentation and to better reflect the nature of the Company's operations.

	2018 Restated \$'000	2018 Previous \$'000
<u>Continuing operations</u>		
Revenue	47,245	64,942
Cost of sales	(40,794)	(57,419)
Gross profit	6,451	7,523
Other income	670	1,039
Distribution expenses	(1,044)	(1,044)
Administrative expenses	(9,363)	(13,340)
Other expenses	(12,834)	(11,636)
Finance costs	(3,739)	(3,907)
Impairment loss on financial assets	(304)	(304)
Loss before taxation	(20,163)	(21,669)
Income tax credit	530	229
Loss from continuing operations, net of income tax	(19,633)	(21,440)
<u>Discontinued operation</u>		
Gain on disposal of 52.24% economic interest in a subsidiary	11,134	11,134
Loss from discontinued operation, net of income tax	(3,861)	(1,761)
Loss for the year	(12,360)	(12,067)
Other comprehensive income:		
Items that may be reclassified subsequently to profit or loss:		
Net deficit on revaluation of leasehold properties	-	(871)
Exchange differences realised on loss of control in subsidiaries reclassified to profit or loss	(357)	(357)
Exchange differences on translating foreign operations, net of tax	14	35
Total comprehensive income for the year	(12,703)	(13,260)
Loss attributable to:		
Owners of the Company		
Loss from continuing operations	(19,685)	(21,492)
Gain from discontinued operation	8,083	10,183
Loss for the financial year attributable to owners of the Company	(11,602)	(11,309)
Non-controlling interest		
Profit from continuing operations	52	52
Loss from discontinued operation	(810)	(810)
Loss for the financial year attributable to non-controlling interest	(758)	(758)
Loss for the financial year	(12,360)	(12,067)
Total comprehensive income attributable to:		
Owners of the Company	(12,755)	(12,198)
Non-controlling interest	52	(1,062)
Total comprehensive income for the year	(12,703)	(13,260)

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.

	FY2019 (Unaudited)	FY2018 (Restated)
Loss per share from continuing operations		
(a) Basic loss per share (SGD cents)	(0.93)	(2.17)
(b) Diluted loss per share (SGD cents)	(0.93)	(2.17)
Loss per share from continuing and discontinued operations		
(a) Basic loss per share (SGD cents)	(2.99)	(1.28)
(b) Diluted loss per share (SGD cents)	(2.99)	(1.28)

- (a) Basic loss per share of the Group for the financial year ended 31 March 2019 (“FY2019”) is calculated based on the weighted average number of ordinary shares in issue of 907,971,182.

Basic loss per share of the Group for the financial year ended 31 March 2018 (“FY2018”) is calculated based on the weighted average number of ordinary shares in issue of 907,971,182.

- (b) Diluted loss per share of the Group in FY2019 and FY2018 are the same as the basic loss per share assuming that no potential ordinary shares are to be issued under CLA and the bonus warrants as the conversion price or exercise price respectively were higher than the prevailing market price at the relevant date.

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:-
- current financial period reported on; and
 - immediately preceding financial year.

	Group		Company	
	FY2019 (Unaudited)	FY2018 (Restated)	FY2019 (Unaudited)	FY2018 (Restated)
Net asset value per ordinary share based on issued share capital (SGD cents)	2.94	5.96	8.58	9.16

The net asset value per ordinary share of the Group and the Company as at 31 March 2019 were calculated based on the total issued number of ordinary shares (excluding treasury shares) of 907,971,182 (31 March 2018: 907,971,182).

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 INCOME STATEMENT OF THE GROUP

A. Continuing operations FY2019 compared with FY2018

The Group's revenue decreased by \$7.5 million from \$47.2 million in FY2018 to \$39.7 million in FY2019 mainly due to the increase in water-related and environmental business of \$0.3 million which was offset with the decrease in revenue in the engineering business of \$7.8 million.

The Group's gross profit increased by \$2.1 million from \$6.5 million in FY2018 to \$8.6 million in FY2019 mainly due to decrease in direct costs of engineering business and water-related and environmental business.

The Group's distribution expenses decreased by \$0.2 million from \$1.0 million in FY2018 to \$0.8 million in FY2019 mainly due to the decrease in employee related expenses in water-related and environmental business in relation to lower headcount.

The Group's administrative expenses decreased by \$0.5 million from \$9.4 million in FY2018 to \$8.9 million in FY2019 mainly due to lower staff related costs in relation to lower headcount.

The Group's other expenses decreased by \$8.4 million from \$12.8 million in FY2018 to \$4.4 million in FY2019 mainly due to the decrease of \$5.0 million fair value loss on investment securities, which relates to the reclassification of the Terratech shares held by the Company as investment securities following the completion of the reverse takeover of Terratech. The remaining decrease of \$3.4 million was mainly due to decrease in office rental, accommodation and the absence of the impairment loss on inventories of water-related and environmental business in FY2019.

The impairment loss on financial assets increased by \$0.3 million from \$0.3 million in FY2018 to \$0.6 million in FY2019 mainly due to higher impairment on contract assets and trade receivables in engineering and water-related and environmental business.

As a result of the above, the Group recorded a loss after tax of \$8.5 million in FY2019 as compared to a loss after tax of \$19.6 million in FY2018.

B. Discontinued operations - Presscrete Engineering Pte. Ltd.

On 22 May 2019, the Company announced that the disposal of Presscrete Engineering Pte. Ltd. ("Presscrete") had been completed on 21 May 2019. Accordingly, Presscrete has ceased to be a subsidiary of the Company.

In accordance with SFRS(I) 5, the results of Presscrete have been presented separately on the consolidation income statement as discontinued operation. Presscrete recorded loss of \$18.8 million and \$2.1 million from discontinued operation in FY2019 and FY2018 respectively.

Overall, the Group recorded a loss after tax of \$27.3 million in FY2019 as compared to a loss after tax of \$12.4 million in FY2018.

REVIEW OF FINANCIAL POSITION OF THE GROUP

Non-current assets of the Group amounted to \$39.7 million as at 31 March 2019, a decrease of \$16.4 million from \$56.1 million as at 31 March 2018. The decrease was mainly due to transfer of the asset of Presscrete Engineering Pte Ltd into asset held for sale amounting to \$5.0 million, impairment loss on plant and equipment of \$7.6 million, amortisation and depreciation charges of \$4.5 million, disposal of plant and equipment of \$0.3 million and foreign exchange translation loss of \$1.0 million offset against addition of new plant and equipment of \$2.0 million.

Current assets were \$68.2 million as at 31 March 2019. Excluding the assets held for sale as at 31 March 2019 from the discontinued operations of \$14.8 million, the decrease of \$18.1 million from \$71.5 million as at 31 March 2018 was mainly due to the decrease in inventories of \$1.7 million due to utilisation of inventories, decrease in contract assets of \$12.2 million upon completion of certain projects from the engineering and water-related and environment business, decrease in prepayments of \$1.3 million, decrease in investment securities of \$0.9 million relating to fair value adjustment and a decrease of \$2.6 million in cash and bank balances. The decrease was partially offset by the increase in trade and other receivables of \$0.6 million arising from the water-related and environmental business in PRC.

Current liabilities were \$63.7 million as at 31 March 2019. Excluding the liabilities associated with the disposal subsidiary amounting to \$13.9 million as at 31 March 2019, the decrease of \$2.6 million from \$66.3 million as at 31 March 2018 was mainly due to decrease in trade and other payables of \$6.3 million due to settlement of other payables, decrease in contract liabilities of \$2.9 million, decrease in bank borrowings of \$0.4 million, decrease in finance lease of \$1.4 million arising from repayment and decrease in \$0.1 million of income tax payable. The decrease was partially offset by the increase in convertible loans of \$3.9 million arising from the reclassification of convertible loans of \$3.3 million from non-current liabilities to current liabilities and the imputed interest of \$0.6 million, and an increase in interest bearing and interest free loans from shareholders of \$4.6 million.

Non-current liabilities were \$3.3 million as at 31 March 2019, a decrease of \$3.5 million from \$6.8 million as at 31 March 2018. This was mainly due to the repayment of bank borrowings of \$0.1 million, finance lease payables of \$1.0 million, the reclassification of the liabilities component of convertible loan of \$3.3 million to current liabilities and a decrease in deferred tax liabilities of \$0.1 million offset with the increase in interest free shareholder loan of \$1.0 million.

The Group had a negative working capital of \$9.5 million as at 31 March 2019 as compared to a positive working capital of \$5.1 million as at 31 March 2018. Notwithstanding the negative working capital, the Board is of the reasonable opinion that, after having made due and careful enquiry and after taking into account the completion of disposal of Presscrete, the Group will be able to meet its short term obligations as and when they fall due.

REVIEW OF CASH FLOW STATEMENT OF THE GROUP

The Group recorded net cash used in operating activities amounting to \$4.9 million in FY2019. The net cash used in operating activities in FY2019 was mainly due to an operating cash outflow of \$9.9 million before working capital changes and working capital inflow of \$5.0 million mainly due to decrease in contract assets, decrease in inventories, decrease in prepayments and decrease in trade and other payables, decrease in contract liabilities offset with the increase in trade and other receivables.

Net cash of \$1.7 million was used in investing activities in FY2019, mainly for purchase of new plant and machinery for the engineering, water-related and environmental businesses, this was partially offset with the proceeds from disposal of plant and equipment.

Net cash of \$7.6 million was generated from financing activities in FY2019, mainly due to cash inflow of \$8.8 million from bank borrowings, proceeds from shareholders' loan of \$7.0 million and decrease in fixed deposit pledged of \$2.2 million. This was partially offset with the cash outflow of \$10.4 million for the repayment of bank borrowings, convertible loan interest, finance lease and interest payment.

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 prospect statement has been previously issued.

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 business environment that we are operating in remain tough. The Group is focusing more on contracts with a higher technology content which have less competition and provide better margin after the disposal of our subsidiary Presscrete Engineering Pte Ltd, which is more focused on infrastructural construction business. In addition, we are also marketing our in-house construction related technologies, like TERMS and Big data analysis, areas where we are a leading player in the market.

We have also been improving, promoting and marketing our large finite element analysis program GEOFEA, which is owned by our subsidiary, GeoSoft Pte Ltd. The management is focusing more attention on market penetration for GEOFEA and is exploring collaboration with interested parties.

While our water and environmental business is able to provide a one-stop service to customers, given the uncertainties in the Chinese and global environment, the management is mindful of the various challenges. The management has taken steps to mitigate the risk: 1) aggressively looking for local partners in China to strength our position; 2) to pay more attention to other markets, especially the South-east Asian market.

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

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

Nil

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

(Optional) Rate (%)

Nil

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

(Optional) Rate (%)

Nil

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

Not applicable

(d) The date the dividend is payable.

Not applicable

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

Not applicable

12. If no dividend has been declared (recommended), a statement to that effect and the reason(s) for the decision.

No dividend has been declared or recommended for the financial year ended 31 March 2019. The Company did not declare any dividend as the Company was in loss making position.

13. Interested Person Transactions

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

The Company has not obtained a general mandate from its shareholders for interested person transactions.

There were no interested person transaction of \$100,000 and above during the financial period reported on.

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

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

Business Segments (continuing operations)

For FY2019, the Group was primarily engaged in two business segments, namely:

- a) Engineering business which comprises Specialist Engineering Services.
- b) Water-related and environmental business which comprises water treatment consultancy, manufacture of water treatment membranes and water quality monitoring.

14. Segmented revenue and results for operating 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 (continued)

2019	Engineering business	Water-related and environmental business	Corporate	Other	Adjustments	Per consolidated financial statements
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Continuing operations						
Revenue:						
Sales to external customers	24,997	14,712	-	17	-	39,726
Inter-segment sales	862	906	1,080	79	(2,927) *	-
Total revenue	25,859	15,618	1,080	96	(2,927)	39,726
Results:						
Segment results	(54)	(2,567)	(2,536)	(150)	-	(5,307)
Finance cost	(385)	(1,330)	(1,727)	-	-	(3,442)
Interest income	6	1	5	-	-	12
Loss before taxation	(433)	(3,896)	(4,258)	(150)	-	(8,737)
Income tax credit	-	-	-	-	-	233
Loss for the year	-	-	-	-	-	(8,504)
Discontinued operation						
Revenue:						
Sales to external customers	6,382	-	-	-	-	6,382
Inter-segment sales	-	-	-	-	-	-
Total revenue	6,382	-	-	-	-	6,382
Results:						
Segment results	(18,603)	-	-	-	-	(18,603)
Finance cost	(235)	-	-	-	-	(235)
Interest income	1	-	-	-	-	1
Loss before taxation	(18,837)	-	-	-	-	(18,837)
Income tax credit	-	-	-	-	-	13
Loss for the year	-	-	-	-	-	(18,824)
Continuing operations						
Significant non-cash items:						
Depreciation and amortisation expenses	1,174	1,616	38	122	-	2,950
Fair value loss on investment securities	-	-	880	-	-	880
Impairment loss on trade receivables	8	556	-	-	-	564
Impairment loss on contract assets	29	-	-	-	-	29
Write back of inventories obsolescence	-	(234)	-	-	-	(234)
Write down of inventories	-	9	-	-	-	9
Discontinued operation						
Significant non-cash items:						
Depreciation and amortisation expenses	1,566	-	-	-	-	1,566
Impairment loss on trade receivables	55	-	-	-	-	55
Impairment loss on contract assets	1,190	-	-	-	-	1,190
Impairment loss on plant and equipment	7,601	-	-	-	-	7,601
Capital expenditure:						
Plant and equipment	1,556	572	-	1	-	2,129
Asset and liabilities:						
Assets						
	29,056	51,793	26,104	953	-	107,906
Liabilities						
	22,786	41,278	16,861	92	-	81,017

* Inter-segment revenues are eliminated on consolidation

14. Segmented revenue and results for operating 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 (continued)

2018	Engineering business	Water-related and environmental business	Marble Resources (discontinued operation)	Corporate	Other	Adjustments	Per consolidated financial statements
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Continuing operations							
Revenue:							
Sales to external customers	32,780	14,440	-	-	25	-	47,245
Inter-segment sales	911	1,008	-	1,080	78	(3,077) *	-
Total revenue	33,691	15,448	-	1,080	103	(3,077)	47,245
Results:							
Segment results	24	(7,659)	-	(8,906)	97	-	(16,444)
Finance cost	(247)	(1,005)	-	(2,487)	-	-	(3,739)
Interest income	6	2	-	12	-	-	20
(Loss)/Profit before taxation	(217)	(8,662)	-	(11,381)	97	-	(20,163)
Income tax credit							530
Loss for the year							(19,633)
Discontinued operation							
Revenue:							
Sales to external customers	17,087	-	883	-	-	-	17,970
Inter-segment sales	-	-	109	-	-	(109) *	-
Total revenue	17,087	-	992	-	-	(109)	17,970
Results:							
Segment results	(1,934)	-	(1,715)	-	-	-	(3,649)
Finance cost	(168)	-	(4)	-	-	-	(172)
Interest income	2	-	-	-	-	-	2
(Loss)/Profit before taxation	(2,100)	-	(1,719)	-	-	-	(3,819)
Income tax credit							(42)
Loss for the year							(3,861)
Continuing operations							
Significant non-cash items:							
Depreciation and amortisation expenses	1,272	1,743	-	37	119	-	3,171
Fair value loss on investment securities	-	-	-	5,910	-	-	5,910
Impairment losses on trade receivables	-	186	-	-	-	-	186
Impairment loss on contract assets	118	-	-	-	-	-	118
Impairment losses on fixed assets	-	1,201	-	-	-	-	1,201
Write down of inventories	-	1,652	-	-	-	-	1,652
Discontinued operation							
Significant non-cash items:							
Depreciation and amortisation expenses	1,587	-	69	-	-	-	1,656
Gain on disposal of investment in subsidiary	-	-	(11,134)	-	-	-	(11,134)
Capital expenditure:							
Plant and equipment	106	544	-	-	2	-	652
Asset and liabilities:							
Assets	45,121	51,494	-	29,889	1,067	-	127,571
Liabilities	21,702	39,630	-	11,587	160	-	73,079

* Inter-segment revenues are eliminated on consolidation

14. Segmented revenue and results for operating 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 (continued)

Geographical location of non-current assets

	Singapore	PRC	Malaysia	Discontinued operation	Group
	\$'000	\$'000	\$'000	\$'000	\$'000
31/03/2019					
Non-current assets	12,785	32,019	-	(5,122)	39,682
31/03/2018					
Non-current assets	21,968	34,139	-	-	56,107

Non-current assets consist of property, plant and equipment, land use right, goodwill, intangible assets as presented in the statement of financial position of the Group.

15. A breakdown of sales as follows:

	Group		
	FY2019	FY2018	Change
	(Unaudited)	(Restated)	
	\$'000	\$'000	%
<u>Continuing operation</u>			
Sales reported for first half-year	24,083	26,502	(9.1)
Loss for first half-year	(2,833)	(10,843)	(73.9)
Sales reported for second half-	15,643	20,743	(24.6)
Loss for second half-year	(5,671)	(8,790)	(35.5)

16. A breakdown of total annual dividend for the latest full year and the previous full year

No dividend was declared or paid for FY2019 and FY2018 respectively.

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

Name	Age	Family relationship with any director or chief executive officer or substantial shareholder	Current position and duties, and the year the position was first held	Details of changes in duties and position held, if any, during the year
Bi Xiling	55	Spouse of the Company's Executive Director, Cai Jungang	Technical Director of Trittech Consultants Pte Ltd, a wholly-owned subsidiary of the Company, since 2006. Ms Bi is responsible for the technical aspects of the specialist engineering works carried out by Trittech Consultants Pte. Ltd.	Nil

18. **Confirmation pursuant to Rule 720(1) of the Catalist Listing Manual.**

The Company has procured undertakings from all its directors and executive officer under Rule 720(1).

BY ORDER OF THE BOARD

Dr Wang Xiaoning

Managing Director

30 May 2019