



First Quarter Financial Statement Announcement 2019

Part 1 - INFORMATION REQUIRED FOR FIRST QUARTER ANNOUNCEMENT

No.1(a) A statement of comprehensive income (for the group) together with a comparative statement of the corresponding period of the immediately preceding financial year.

Statement of Comprehensive Income

Group
3 months ended 31 March

	2019 S\$'000	2018 S\$'000	Variance %
Revenue			
Sales of goods and services	5,083	5,079	nm
Membership related fees and management fees	2,569	2,516	2%
Other income	200	160	25%
Total income	7,852	7,755	1%
Item of Expenses			
Salaries and other employee benefits	(2,727)	(2,660)	2%
Advertising, publication and event expenses	(396)	(239)	66%
Depreciation of property, plant and equipment	(1,440)	(1,401)	3%
Cost of sales	(1,076)	(1,117)	-4%
Repair, maintenance and cleaning expenses	(429)	(454)	-6%
Utilities	(150)	(232)	-35%
Property tax	(190)	(189)	nm
Write-back of / (allowance) for doubtful receivables	12	(50)	nm
Bank and credit card charges	(109)	(97)	13%
Other expenses	(511)	(541)	-6%
Total expenses	(7,016)	(6,980)	1%
Profit before tax	836	775	8%
Income tax expense	(239)	(174)	37%
Profit for the period	597	601	-1%
Other comprehensive income:			
Foreign currency translation gain	15	28	nm
Total comprehensive income	612	629	-3%
Profit / (Loss) attributable to:			
Owners of the company	745	639	17%
Non-controlling interests	(148)	(38)	289%
	597	601	-1%
Other comprehensive income attributable to:			
Owners of the company	9	17	nm
Non-controlling interests	6	11	nm
	15	28	nm

nm : not meaningful

Notes to Statement of Comprehensive Income

(i) Profit for the period is stated after (charging)/crediting:

	Group		
	3 months ended 31 March		
	2019	2018	Variance
	S\$ '000	S\$ '000	%
Interest income	188	133	41%
Depreciation of property, plant and equipment	(1,440)	(1,401)	3%
Bank and credit card charges	(109)	(97)	12%
Foreign exchange loss	(19)	(79)	-76%

No.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	
	Unaudited 31-Mar-19 S\$'000	Audited 31-Dec-18 S\$'000	Unaudited 31-Mar-19 S\$'000	Audited 31-Dec-18 S\$'000
<u>ASSETS</u>				
Non-current assets				
Property, plant and equipment	75,427	76,598	-	-
Investments in subsidiaries	-	-	17,593	17,593
	75,427	76,598	17,593	17,593
Current assets				
Inventories	140	148	-	-
Trade and other receivables	4,020	3,669	739	836
Prepayments	380	233	-	-
Due from related companies	143	92	3,552	7,974
Cash and cash equivalents	46,329	45,405	38,999	34,355
	51,012	49,547	43,290	43,165
Total assets	126,439	126,145	60,883	60,758
<u>EQUITY AND LIABILITIES</u>				
Current liabilities				
Trade and other payables	6,181	6,468	408	354
Due to related companies	22	8	-	-
Loan from a subsidiary	-	-	2,500	2,501
Deferred membership Income	3,760	3,802	-	-
Income tax payable	905	670	20	21
	10,868	10,948	2,928	2,876
Net current assets	40,144	38,599	40,362	40,289
Non-current liabilities				
Loan from non-controlling interest	668	-	-	-
Deferred membership income	55,404	56,313	-	-
Deferred tax liabilities	1,022	1,019	-	-
	57,094	57,332	-	-
Total liabilities	67,962	68,280	2,928	2,876
Net assets	58,477	57,865	57,955	57,882
Equity attributable to owners of the Company				
Share capital	46,780	46,780	40,810	40,810
Retained earnings	11,283	10,538	17,145	17,072
Translation reserve	32	23	-	-
	58,095	57,341	57,955	57,882
Non-controlling interests	382	524	-	-
Total equity	58,477	57,865	57,955	57,882

No.1(b)(ii) Aggregate amount of group's borrowings and debt securities.

	As at 31.03.2019		As at 31.12.2018	
	Secured S\$ '000	Unsecured S\$ '000	Secured S\$ '000	Unsecured S\$ '000
(a) Amount repayable in one year or less, or on demand	-	-	-	-
(b) Loan from non-controlling interest of a subsidiary repayable after one year	-	668	-	-
	<u>-</u>	<u>668</u>	<u>-</u>	<u>-</u>

No.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.

<u>Statement of Cash Flows</u>	Group	
	3 months ended 31 March	
	2019	2018
	S\$'000	S\$'000
Operating activities		
Profit before tax	836	775
Adjustments for:		
Depreciation of property, plant and equipment	1,440	1,401
Deferred membership income recognised	(951)	(978)
Loss on disposal of property, plant and equipment	2	-
(Write-back of) / allowance for doubtful trade receivables, net	(12)	50
Currency realignment	15	28
Operating cash flows before changes in working capital	1,330	1,276
Changes in working capital:		
Decrease in inventories	8	10
(Increase) / decrease in trade and other receivables and prepayments	(486)	494
(Increase) in due from related companies	(51)	(90)
Increase / (decrease) in due to related companies	14	(32)
(Decrease) in trade and other payables and other liabilities	(287)	(499)
Total changes in working capital	(802)	(117)
Cash flows generated from operations	528	1,159
Income tax paid	(1)	(8)
Net cash flows generated from operating activities	527	1,151
Investing activity		
Purchase of property, plant and equipment, net	(271)	(544)
Net cash flows used in investing activity	(271)	(544)
Financing activity		
Loan from non-controlling interest	668	-
Net cash flows generated from financing activity	668	-
Net increase in cash and cash equivalents	924	607
Cash and cash equivalents at 1 January	45,405	45,132
Cash and cash equivalents at 31 March	46,329	45,739

Note to the statement of cash flows

Cash and cash equivalents included in the statement of cash flows comprise the following amounts:

	31 March 2019	31 March 2018
	S\$'000	S\$'000
Fixed deposits	30,664	28,189
Cash and bank balances	15,665	17,550
	46,329	45,739

1d(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

	Equity Total S\$'000	Equity attributable to owners of the Company S\$'000	Share capital S\$'000	Retained earnings S\$'000	Foreign currency translation reserve S\$'000	Non- controlling interests S\$'000
<u>The Group</u>						
Balance as at 1 January 2019	57,865	57,341	46,780	10,538	23	524
Profit for the period, representing total comprehensive income for the period	597	745	-	745	-	(148)
<u>Other comprehensive income</u>						
Foreign currency translation	15	9	-	-	9	6
Balance as at 31 March 2019	58,477	58,095	46,780	11,283	32	382

1d(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

	Equity Total S\$'000	Equity attributable to owners of the Company S\$'000	Share capital S\$'000	Retained earnings S\$'000	Foreign currency translation reserve S\$'000	Non- controlling interests S\$'000
<u>The Group</u>						
Balance as at 1 January 2018	57,366	56,655	46,780	9,857	18	711
Cumulative effects of adopting SFRS (I) and SFRS (I) 15	(3,392)	(3,392)	-	(3,392)	-	-
Balance as at 1 January 2018, as restated*	53,974	53,263	46,780	6,465	18	711
Profit for the period, representing total comprehensive income for the period	601	639	-	639	-	(38)
<u>Other comprehensive income</u>						
Foreign currency translation	28	17	-	-	17	11
Balance as at 31 March 2018	54,603	53,919	46,780	7,104	35	684

*Prior period figures were restated upon adoption of Singapore Financial Reporting Standards (International) ("SFRS (I)") including SFRS (I) 15 Revenue from Contracts with Customers.

1d(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

	Equity, Total S\$'000	Share capital S\$'000	Retained earnings S\$'000
The Company			
Balance as at 1 January 2019	57,882	40,810	17,072
Profit for the period, representing total comprehensive income for the period	73	-	73
Balance as at 31 March 2019	<u>57,955</u>	<u>40,810</u>	<u>17,145</u>

The Company

Balance as at 1 January 2018	52,628	40,810	11,818
Loss for the period, representing total comprehensive income for the period	(60)	-	(60)
Balance as at 31 March 2018	<u>52,568</u>	<u>40,810</u>	<u>11,758</u>

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.

<u>Issued and Paid-Up Capital</u>	No. of Shares	Resultant Share Capital S\$	No. of Treasury Shares
Issued and paid-up capital as at 31 December 2018	86,460,602	40,809,630	-
Issued and paid-up capital as at 31 March 2019	86,460,602	40,809,630	-

There were no outstanding share options and outstanding convertibles as at 31 March 2018 and 31 March 2019.
There were no treasury shares held and no subsidiary holdings as at 31 March 2018 and 31 March 2019.

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

	31-Mar-19	31-Dec-18
Total number of issued shares	86,460,602	86,460,602
Less : Treasury shares	-	-
Total number of issued shares excluding treasury shares	<u>86,460,602</u>	<u>86,460,602</u>

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

Not applicable.

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.

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

The figures have not been audited or reviewed by the auditors.

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

The Group has adopted the Singapore Financial Reporting Standards (International) ("SFRS (I)") framework and the new accounting standards that are effective on January 1, 2018. The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the new and revised standards which are effective for annual financial periods beginning on or after 1 January 2019. The adoption of these standards did not have any material effect on the financial performance or position of the Group and the Company.

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.

	For the 3 months ended 31 March	
	2019	2018
Profit per ordinary share (cents),		
(i) Basic earnings per share	0.86	0.74
(ii) Diluted earnings per share	0.86	0.74
	Number of shares	
Weighted average number of ordinary shares in issue applicable to basic EPS	86,460,602	86,460,602

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 period reported on; and (b) immediately preceding financial year.

	After Share Consolidation			
	Group		Company	
	As at 31.03.19	As at 31.12.18	As at 31.03.19	As at 31.12.18
(Based on 86,460,602 shares) Net asset value per share** (S\$ cents)	67.19	66.32	67.03	66.95

** Net asset value attributable to the Company's shareholders excluding net assets attributable to non-controlling interest

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.**

(1) Advertising, publication and event expenses

Advertising, publication and event expenses increased by \$157k from \$239k in Q1 FY2018 to \$396k in Q1 FY2019. The increase was mainly due to the cost of the ground breaking ceremony at Puteri Harbour, Malaysia in Q1 FY2019.

(2) Statement of financial position

As at 31 March 2019, the Group's net assets attributable to the Company's shareholders were \$58.10m as compared to \$57.34m as at 31 December 2018. The net assets of \$58.10m included cash and cash equivalents of \$46.33m. The net assets as at 31 December 2018 of \$57.34m included cash and cash equivalents of \$45.41m.

(3) Trade and other receivables

Trade and other receivables increased by \$351k from \$3,669k at the end of FY2018 to \$4,020k at the end of Q1 FY2019. The increase was due mainly to the increase in the amount owing from members.

(4) Prepayments

Prepayments increased by \$147k from \$233k at the end of FY2018 to \$380k at the end of Q1 FY2019. The increase was mainly due to prepayment of maintenance fee.

(5) Income tax payable

Income tax payable increased by \$235k from \$670k at the end of FY2018 to \$905k at the end of Q1 FY2019. The increase was mainly due to the provision for income tax on chargeable income of Q1 FY2019.

(6) Loan from non-controlling interest

Loan from non-controlling interest increased by \$668k from NIL at the end of FY2018 to \$668k at the end of Q1 FY2019. The increase was mainly due to a loan from the non-controlling shareholder for working capital of a subsidiary.

(7) Non-controlling interest

Non-controlling interest decreased by \$142k from \$524k at the end of FY2018 to \$382k at the end of Q1 FY2019. The decrease was mainly due to the non-controlling shareholder's share of loss of a subsidiary in Q1 FY2019.

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

The Company did not make any forecast or prospect statement in respect of the Group's results in its 2018 fourth quarter financial results announcement.

10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

The Group derives its revenue mainly from operating the ONE15 Marina Club in Sentosa, Singapore and providing consultancy to and managing of third-party owned marinas located in China, Indonesia and USA, under the ONE15 brand. The market conditions in which the Group operates remain stable.

The Company had announced on 21 December 2018 that its wholly-owned subsidiary, ONE15 Marina Holdings Pte. Ltd.'s ("ONE15 MH") conditional joint venture agreement with UEM Land Berhad to incorporate and operate a joint venture company (the "JV Company") has become unconditional. The JV Company (which is in the lifestyle and leisure industry) will develop the existing marina, develop and operate a yacht club and sports centre at Puteri Harbour, Johor, Malaysia. The JV Company is preparing for the construction of the yacht club and sale of club memberships has commenced.

The Company had announced on 22 February 2018 that ONE15 MH had entered into a conditional share sale and purchase agreement to acquire a majority stake in a company in Thailand. This company will proceed to develop and operate a yacht club in Makham Bay, Phuket, Thailand upon certain conditions being fulfilled.

The Group will continue to seek opportunities globally to grow its business through developing new integrated marinas, acquiring existing marinas and managing third party-owned marinas.

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

(a) Whether a dividend has been declared (recommended) for the current financial period reported for

No

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

Not applicable

(ii) Previous corresponding financial period.... cents.

None for Q1 FY2018

(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.

Not applicable

13. Interested Person Transactions

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

There were no interested person transactions (above \$100k each) conducted pursuant to the general mandate for IPTs during the financial period of Q1 FY2019 reported on.

We refer to the Company's announcement dated 25 April 2019 in relation to the resolutions passed or not passed at the Annual General Meeting of the Company held on 25 April 2019. With effect from 25 April 2019, the Company has no general mandate from shareholders for IPTs.

14. Confirmation that the issuer has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1) of the SGX-ST Listing Manual.

The Company confirms that it has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1) of the SGX-ST Listing Manual.

15. Negative Assurance Confirmation

The Board of Directors has confirmed that to the best of their knowledge, nothing has come to their attention which may render the unaudited financial results for the period ended 31 March 2019 to be false or misleading in any material aspect.

BY ORDER OF THE BOARD
Arthur Tay Teng Guan
Executive Director and Chief Executive Officer
10-May-2019

Press and analysts enquiries

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