## **ROTARY ENGINEERING LIMITED**

(Company Registration No. 198000255E)



## SECOND QUARTER AND FIRST HALF-YEAR FINANCIAL STATEMENT AND DIVIDEND ANNOUNCEMENT FOR THE PERIOD ENDED 30 JUNE 2016

1(a). A statement of comprehensive income (for the Group) together with a comparative statement for the second quarter and first half-year ended 30 June 2016.

#### **Consolidated income statement**

		Group		Group				
(All figures in S\$'000)	2Q16	2Q15	% Increase/ (Decrease)	1H16	1H15	% Increase/ (Decrease)		
Revenue Cost of sales Gross profit	51,843 (36,762) 15,081	67,380 (50,467) 16,913	(23%) (27%)	116,397 (89,800) 26,597	156,773 (123,475) 33,298	(26%) (27%)		
Other income Foreign exchange differences Selling and marketing costs General and administrative costs Other operating costs Finance income	29% 796 309 (289) (11,740) (1,801) 804	25% 681 81 (204) (9,824) (2,655) 183	20% (32%) 339%	23% 2,587 (1,179) (618) (21,184) (3,776) 1,723	21% 4,955 2,444 (431) (21,132) (5,347) 264	0% (29%) 553%		
Finance costs Share of results of associates Profit before tax Income tax expense Profit after tax	(75) 92 3,177 (712) 2,465	(110) (194) 4,871 (646) 4,225	(32%) NM 10%	(211) 91 4,030 (884) 3,146	(211) (237) 13,603 (2,053) 11,550	NM		
Profit for the period attributable to: Owners of the company Non-controlling interests	2,044 421 2,465	3,703 522 4,225	(45%) (19%)	2,568 578 3,146	10,774 776 11,550	(76%) (26%)		

<sup>\*</sup>NM denotes Not Meaningful

## **Consolidated statement of comprehensive income**

	Group Group					
(All figures in S\$'000)	2Q16	2Q15	% Increase/ (Decrease)	1H16	1H15	% Increase/ (Decrease)
Profit after tax	2,465	4,225		3,146	11,550	
Other comprehensive income/(loss) Foreign currency translation movement attributable to owners of the company	(282)	(2,636)	(89%)	(4,399)	928	NM
Foreign currency translation movement attributable to non-controlling interests	135	2,609	(95%)	6,175	(2,565)	NM
Other comprehensive income/(loss) for the period	(147)	(27)		1,776	(1,637)	
Total comprehensive income for the period	2,318	4,198		4,922	9,913	
Total comprehensive income attributable to: Owners of the company Non-controlling interests	1,762 556	1,067 3,131	65% (82%)	(1,831) 6,753	11,702 (1,789)	NM NM
TWO CONCIONING INCCIONS	2,318	4,198	(02 /0)	4,922	9,913	141-1

<sup>\*</sup>NM denotes Not Meaningful

## Profit after tax is stated after (charging)/ crediting the following items:

		Group				
(All figures in S\$'000)	2Q16	2Q15	% Increase/ (Decrease)	1H16	1H15	% Increase/ (Decrease)
(a) Other income						
Gain on disposal of other investments	-	-	NM	-	3,000	NM
Gain on disposal of property, plant and equipment	-	67	NM	461	160	188%
Sale of scrap	174	481	(64%)	722	1,301	(45%)
Government grants	41	16	156%	711	388	83%
(b) Foreign exchange differences						
Foreign exchange gain/(loss)	1,628	(2,265)	NM	(2,695)	957	NM
Fair value (loss)/gain on foreign currency contracts, net	(1,319)	2,346	NM	1,516	1,487	2%
Net foreign exchange differences	309	81		(1,179)	2,444	
(c) Other operating costs Allowance for doubtful debts Write-back of allowance for doubtful debts	(187) 409	-	NM NM	(194) 409		NM NM
Amortisation of intangible assets	(74)	(160)	(54%)	(173)	(326)	(47%)
Depreciation of property, plant and equipment	(2,055)	(2,436)	(16%)	(3,836)	(4,962)	(23%)
Fair value gain on debt securities, net	106	-	NM	18	-	NM
Inventories written down	-	(59)	NM	-	(59)	NM
(d) Finance costs						
Amortisation of prepaid loan appraisal fees	(34)	(59)	(42%)	(96)	(120)	(20%)
Interest expense	(41)	(51)	(20%)	(115)	(91)	26%

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.

(All figures in S\$'000)	Gro	oup	Company			
	30-Jun-16	31-Dec-15	30-Jun-16	31-Dec-15		
Non-current assets						
Property, plant and equipment	61,478	43,040	8,581	8,707		
Intangible assets	315	840	170	607		
Investments						
Subsidiaries	-	-	50,879	50,879		
Associates	13,717	14,218	12,527	12,527		
Others	29,702	31,071	895	895		
Deferred tax assets	960	1,022	-	-		
Prepaid loan appraisal fees	-	96	-	-		
	106,172	90,287	73,052	73,615		
Current assets						
Gross amount due from customers for contract work-in-progress	17,433	23,784	757	5,209		
Inventories	5,269	5,647	712	495		
Other investments	6,685	-	5,988	-		
Prepaid operating expenses	1,175	508	536	195		
Downpayments made to suppliers	2,043	2,028	725	1,102		
Trade and other receivables	109,750	109,367	232,612	214,658		
Foreign currency contracts	1,355	-	1,355	-		
Cash and short-term deposits	99,800	118,215	33,784	60,062		
	243,510	259,549	276,469	281,721		
Current liabilities						
Income tax payable	9,738	9,705	3,751	3,974		
Loans and borrowings	5,777	2,804	3,015	50		
Gross amount due to customers for	92.770	72.255		F2 610		
contract work-in-progress	82,770	72,255	53,319	53,618		
Trade and other payables	78,732	93,487	91,899	107,870		
Downpayments from customers	4,994	9,393	2,378	1,449		
Foreign currency contracts	178	339	178	339		
	182,189	187,983	154,540	167,300		
Net current assets	61,321	71,566	121,929	114,421		
Non-current liabilities						
Deferred tax liabilities	1,932	2,020	1,255	1,255		
Loans and borrowings	16,871	6,752	11,957	93		
	18,803	8,772	13,212	1,348		
Net assets	148,690	153,081	181,769	186,688		
Equity attributable to owners of the Company						
Share capital	89,365	89,365	89,365	89,365		
Treasury shares	(161)	(161)	(161)	(161)		
Retained earnings	188,384	194,329	92,565	97,484		
Other reserves	1,217	5,616	-	-		
	278,805	289,149	181,769	186,688		
Non-controlling interests	(130,115)	(136,068)	-	-		
Total equity	148,690	153,081	181,769	186,688		

#### 1(b)(ii). Aggregate amount Group's borrowings and debt securities.

#### (All figures in S\$'000 unless stated)

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

30-Jun-16							
Secured	Unsecured						
5,777	-						

31-Dec-15						
Secured	Unsecured					
2,804	-					

#### Amount repayable after one year

30-Jun-16						
Secured	Unsecured					
16,871	-					

31-Dec-15						
Secured	Unsecured					
6,752	-					

#### **Details of any collateral**

Collateral for \$22.6 million (31 December 2015: \$9.6 million) loans include mortgage over property, plant and equipment, bankers' guarantees and finance leases.

# 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.

(All figures in S\$'000)	Gro	up	Group			
	2Q16	2Q15	1H16	1H15		
Operating activities						
Profit before tax	3,177	4,871	4,030	13,603		
Adjustments for :						
Allowance for doubtful debts	187	-	194	-		
Amortisation of intangible assets	74	160	173	326		
Amortisation of prepaid loan appraisal fees	34	59	96	120		
Depreciation of property, plant and equipment	2,055	2,436	3,836	4,962		
Fair value loss/(gain) on foreign currency contracts, net	1,319	(2,346)	(1,516)	(1,487)		
Fair value gain on debts securities, net	(106)	-	(18)	-		
Finance income	(804)	(183)	(1,723)	(264)		
Gain on disposal of property, plant and equipment	-	(67)	(461)	(160)		
Gain on disposal of other investments	-	-	-	(3,000)		
Interest expense	41	51	115	91		
Inventories written down	-	59	-	59		
Write back of allowance for doubtful debts	(409)	-	(409)	-		
Share of results from associates	(92)	194	(91)	237		
Operating cash flows before changes in working capital	5,476	5,234	4,226	14,487		
(Increase)/Decrease in:						
Prepaid operating expenses, downpayments made to suppliers and trade and other receivables	5,582	7,703	3,514	46,820		
Inventories	(93)	(211)	340	(600)		
Increase/(Decrease) in:						
Trade and other payables and downpayments from customers	(8,842)	(6,370)	(17,072)	(51,104)		
Gross amount due to customers for contract work- in-progress, net	(7,590)	(1,612)	17,461	(47,130)		
Cash flows (used in)/from operations	(5,467)	4,744	8,469	(37,527)		
Interest received	118	197	147	264		
Interest paid	(41)	(51)	(115)	(91)		
Income tax paid	(334)	(3,127)	(864)	(5,883)		
Net cash flows (used in)/from operating activities	(5,724)	1,763	7,637	(43,237)		

(All figures in S\$'000)	Gro	up	Gro	oup
	2Q16	2Q15	1H16	1H15
Investing activities				
Additions to intangible assets	(5)	(34)	(7)	(82)
Acquisition of interest in associate	(82)	-	(82)	-
Proceeds from disposal of other investments	-	-	-	3,000
Proceeds from disposal of property, plant and equipment	-	29	987	171
Purchase of investment securities	-	-	(6,783)	-
Purchase of property, plant and equipment	(531)	(349)	(23,106)	(766)
Net cash flows (used in)/from investing activities	(618)	(354)	(28,991)	2,323
Financing activities				
Dividend paid:				
- by the Company	(8,513)	(14,188)	(8,513)	(14,188)
- by subsidiaries to non-controlling interests	-	(1,200)	(800)	(1,200)
Proceeds from bank loans	14,851	-	14,851	-
Repayment of bank loans	-	-	(1,328)	(1,176)
Repayment of finance lease obligations	(3)	-	(12)	(1)
Net cash flows from/(used in) financing activities	6,335	(15,388)	4,198	(16,565)
Net decrease in cash and cash equivalents	(7)	(13,979)	(17,156)	(57,479)
Effect of exchange rate changes on cash and cash equivalents	(319)	(1,425)	(1,259)	205
Cash and cash equivalents at beginning of quarter/period	100,126	115,187	118,215	157,057
Cash and cash equivalents at end of the period	99,800	99,783	99,800	99,783

1(d)(i). A statement (for the Issuer and Group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

(All figures in S\$'000)	Attributable to owners of the company								
<u>Group</u>	Share capital	Treasury shares	Retained earnings	Capital reserve	Statutory reserve	Foreign currency translation reserve	Total	Non- controlling interests	Total equity
At 1 January 2016	89,365	(161)	194,329	547	300	4,769	289,149	(136,068)	153,081
Profit for the period	-	_	524	-	-	-	524	157	681
Other comprehensive income for the period	-	-	-	-	-	(4,117)	(4,117)	6,040	1,923
Total comprehensive income for the period  Contributions by and distributions to owners	-	-	524	-	-	(4,117)	(3,593)	6,197	2,604
Dividend paid by subsidiaries to non-controlling interests	-	-	-	-	-	-	-	(800)	(800)
Total contributions by and distributions to owners	-	-	-	-	-	-	-	(800)	(800)
At 31 March 2016	89,365	(161)	194,853	547	300	652	285,556	(130,671)	154,885
Profit for the period	-	-	2,044	-	-	-	2,044	421	2,465
Other comprehensive income for the period	-	-	-	-	-	(282)	(282)	135	(147)
Total comprehensive income for the period <u>Contributions by and distributions</u> to owners	-	-	2,044	-	-	(282)	1,762	556	2,318
Dividend on ordinary shares	-	-	(8,513)	-	-	-	(8,513)	-	(8,513)
Total contributions by and distributions to owners			(8,513)	-	-		(8,513)		(8,513)
At 30 June 2016	89,365	(161)	188,384	547	300	370	278,805	(130,115)	148,690

#### (All figures in S\$'000)

#### Attributable to owners of the company

Group At 1 January 2015	Share capital 89,365	Treasury shares (161)	Retained earnings	Capital reserve 547	Statutory reserve 300	Foreign currency translation reserve 620	<u>Total</u> 256,409	Non- controlling interests (128,037)	Total equity 128,372
Profit for the period			7,071				7,071	254	7,325
Other comprehensive income for the period	-	-	-	-	-	3,564	3,564	(5,174)	
Total comprehensive income for the period	-	-	7,071	-	-	3,564	10,635	(4,920)	5,715
Total contributions by and distributions to owners	-	-	-	-	-	-	-	-	-
At 31 March 2015	89,365	(161)	172,809	547	300	4,184	267,044	(132,957)	134,087
Profit for the period	-	-	3,703	-	-	-	3,703	522	4,225
Other comprehensive income for the period	-	-	-	-	-	(2,636)	(2,636)	2,609	(27)
Total comprehensive income for the period	-	-	3,703	-	-	(2,636)	1,067	3,131	4,198
Contributions by and distributions to owners									
Dividend on ordinary shares	-	-	(14,188)	-	-	-	(14,188)	-	(14,188)
Dividend paid by subsidiaries to non-controlling interests	-	-	-	-	-	-	-	(1,200)	(1,200)
Total contributions by and distributions to owners	-	-	(14,188)	-	-		(14,188)	(1,200)	(15,388)
At 30 June 2015	89,365	(161)	162,324	547	300	1,548	253,923	(131,026)	122,897

<u>Company</u>	Share capital	Treasury shares	Retained earnings	Total equity
At 1 January 2016	89,365	(161)	97,484	186,688
Loss for the year, representing total comprehensive income for the period	-	-	(5,260)	(5,260)
At 31 March 2016	89,365	(161)	92,224	181,428
Profit for the year, representing total comprehensive income for the period	-	-	8,854	8,854
Contributions by and distributions to owners				
Dividend on ordinary shares	-	-	(8,513)	(8,513)
otal transactions with owners in their capacity s owners	-	-	(8,513)	(8,513)
At 30 June 2016	89,365	(161)	92,565	181,769
At 1 January 2015	89,365	(161)	62,780	151,984
Profit for the year, representing total comprehensive income for the period	-	-	282	282
At 31 March 2015	89,365	(161)	63,062	152,266
Profit for the year, representing total comprehensive income for the period	-	-	24,190	24,190
Contributions by and distributions to owners				
Dividend on ordinary shares	-	-	(14,188)	(14,188)
Total transactions with owners in their capacity as owners	-	-	(14,188)	(14,188)
At 30 June 2015	89,365	(161)	73,064	162,268

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, against the total number of issued shares excluding treasury shares of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

There were no changes in the share capital of the Company as at 30 June 2016.

As at 30 June 2016, the Company has 336,000 (30 June 2015: 336,000) ordinary shares of the company by way of market purchases on the Singapore Exchange and held them as treasury shares.

# 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 immediate preceding year.

Total number of issued shares, excluding treasury shares, as at 30 June 2016 is 567,518,000 (31 December 2015: 567,518,000).

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

Nil.

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

These figures have not been audited or reviewed.

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 company had considered and consistently applied all applicable revised and new Singapore Financial Reporting Standards.

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.

See point 4 as above.

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 dividend.

(In \$'000 unless stated)	Group		Group	
	2Q16	2Q15	1H16	1H15
Earnings per ordinary share of the group for the period after deducting any provision for preference dividend: Based on weighted average number of ordinary shares in issue (in cents)	0.4	0.7	0.5	1.9
On a fully diluted basis (in cents)	0.4	0.7	0.5	1.9
Net profit attributable to ordinary shareholders for basic and diluted earnings per share	2,044	3,703	2,568	10,774
Weighted average number of ordinary shares applicable to basic and diluted earnings per share	567,518	567,518	567,518	567,518

- 7. Net asset value (for the Issuer and Group) per ordinary share based on the total number of issued shares excluding treasury shares of the Issuer at the end of the:-
- (a) current financial period reported on; and
- (b) immediately preceding financial year.

Group		Company		
30-Jun-16	31-Dec-15	30-Jun-16	31-Dec-15	
49.1	50.9	32.0	32.9	

Net asset value per ordinary share (in cents) based on issued share capital as at the end of the year reported on

The calculation of net asset value per ordinary share is based on 567,518,000 shares as at 30 June 2016 (31 December 2015: 567,518,000)

- 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.
- (b) any material factors that affected the cash flow, working capital, assets or liabilities of the Group during the current financial period reported on.

#### 2016 Second Quarter (2Q16) Review

Revenue and Cost of sales in 2Q16 dipped by 23% and 27% respectively when compared with the same quarter last year as the Group reaches completion on major projects. Gross profit margin increased slightly from 25% to 29% due to productivity improvement efforts.

Administrative expenses increased due to upkeep and maintenance costs of a vessel. Other operating expenses reduced in line with the decrease in revenue.

Finance income in 2Q16 relates mainly to interest income from an investment loan.

Foreign currency translation movement attributable to owners of the company mainly relates to the translation of the Group's subsidiaries in Thailand, Saudi Arabia and United Arab Emirates. This amounted to a loss of \$0.3M for the guarter as reflected in the other comprehensive income.

Foreign currency translation movement attributable to non-controlling interests mainly relates to the translation of the Group's subsidiary in Saudi Arabia. This amounted to a gain of \$0.1M for the quarter as reflected in the other comprehensive income.

#### 2016 First Half (1H16) Review

Revenue and Cost of sales in 1H16 dipped by 26% and 27% respectively when compared with the same period last year as the Group reaches completion on major projects. Gross profit margin increased slightly from 21% to 23%.

Other income was higher in 1H15 due to a gain in disposal of other investment of \$3.0M. Other operating expenses reduced in line with reduction in revenue.

Finance income in 1H16 relates mainly to interest income from an investment loan.

The Group recognised a net foreign exchange loss of \$1.2M during 1H16. The exchange loss relates to the depreciation of USD against SGD as at balance sheet date, partially offset by the exchange gain of \$1.5M from foreign currency contracts.

Income tax expense decreased by 57% due to lower profit contribution from subsidiaries.

Foreign currency translation movement attributable to owners of the company mainly relates to the translation of the Group's subsidiaries in Thailand, Saudi Arabia and United Arab Emirates. This amounted to a loss of \$4.4M for the period as reflected in the other comprehensive income.

Foreign currency translation movement attributable to non-controlling interests mainly relates to the translation of the Group's subsidiary in Saudi Arabia. This amounted to a gain of \$6.2M for the period as reflected in the other comprehensive income.

#### **Balance Sheet Review**

- Gross amount due from customers for contract work-in-progress
- · Gross amount due to customers for contract work-in-progress

These relate to contract accounting to record revenue and cost on accrual basis. These figures can be reconciled to the trade receivables and trade payables. Gross amount due from customers for contract work-in-progress decreased due to completion of major projects. Gross amount due to customers for contract work-in-progress increased as a result of project billings.

Property, plant and equipment increased mainly due to the acquisition of a vessel in 1H16.

Other investments under current assets relate mainly to fair value of bond investments.

Cash and short-term deposits decreased due to payment of dividend to shareholders for FY15 as well as working capital requirements.

Loans and borrowings increased due to loan obtained to finance the newly acquired vessel as mentioned above.

Trade and other payables decreased in line with business activities. Downpayments from customers decreased in line with closure of major projects.

# 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 was previously made.

# 10. A commentary at the date of 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 global oil and gas industry continues to experience significant challenges with the volatility in oil prices. The Group also seeks opportunities to diversify its business and complete the integrated value chain. In the meantime, the Group will focus on executing smaller single discipline projects. To remain vigilant in the competitive environment, the Group is working towards costs and operational optimization.

The market outlook for the Group remains challenging with the continued tightening of capital spending in the oil and gas industry. At the date of this announcement, the Group's order book, excluding maintenance, stands at \$89.8 million.

#### 11. Dividend

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

Any dividend declared for the current financial period reported on?

Nil.

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

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

Nil.

#### (c) Date payable

Not applicable.

#### (d) Books closure date

Not applicable.

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

No dividend has been declared/ recommended for the financial period ended 30 June 2016.

13. If the Group has obtained a general mandate from shareholders for interested person transactions ("IPT"), 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 Group does not have a shareholders' mandate for interested person transactions. There were no IPT with amount exceeding \$100,000 each for the period ended 30 June 2016.

#### 14. Confirmation pursuant to Rule 720(1)

The Group has procured undertakings from all its directors and executive officers in the format set out in Appendix 7.7 under Rule 720(1).

#### 15. Negative confirmation

The Directors of the Company confirm that, to the best of their knowledge, nothing has come to their attention, which may render the second quarter financial results for the period ended 30 June 2016 to be false or misleading in any material aspect.

BY ORDER OF THE BOARD TAN CHER LIANG COMPANY SECRETARY

4 August 2016