



Company Registration No: 200404711D
SWISSCO HOLDINGS LIMITED

UNAUDITED FINANCIAL STATEMENTS AND DIVIDEND ANNOUNCEMENT FOR THE FOURTH QUARTER AND FULL YEAR ENDED 31 DECEMBER 2014

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

The Board of Directors of Swissco Holdings Limited is pleased to announce the unaudited consolidated results of the Group for the 4th quarter (“4Q2014”) and financial year ended 31 December 2014 (“FY2014”).

The functional currency and reporting currency of the Group changed from Singapore dollars to United States dollars (“US\$”) effect from 1 October 2014. Accordingly, the consolidated financial statements of the Group for the applicable comparable period was restated and presented in US\$. All references to “\$” shall refer to “US\$”.

The change in functional and reporting currency was determined on the basis that the US\$ better reflects the current and prospective economic substance of the underlying transactions and circumstances of the Group, given that:

- the new rig chartering business commenced in 2014 through the acquisition of Scott and English Energy Pte Ltd (“Scott & English”) and the revenue, assets and borrowings of Scott and English and its joint ventures are denominated in US\$; and
- most of the other revenue and purchases of the Group have been and are expected to continue to be transacted in US\$.

1(a)(i) A statement of comprehensive income for the group together with a comparative statement for the corresponding period of the immediately preceding year.

Consolidated Statement of Comprehensive Income

	GROUP Unaudited 4Q2014 \$'000	GROUP Unaudited 4Q2013 \$'000	Inc/ (Decr) %	GROUP Unaudited FY2014 \$'000	GROUP Unaudited FY2013 \$'000	Inc/ (Decr) %
Sales	37,324	-	N/M	65,514	-	N/M
Cost of sales	(25,285)	-	N/M	(47,014)	-	N/M
Gross profit	12,039	-	N/M	18,500	-	N/M
Other income	922	471	96	2,305	1,272	81
Other gains – net	5,344	111	N/M	5,344	-	N/M
Less: Expenses						
Administrative expenses	(3,962)	(463)	N/M	(7,015)	(533)	N/M
Other expenses*	(22,564)	-	N/M	(23,009)	-	N/M
Finance costs	(3,296)	(315)	946	(4,733)	(1,142)	314
Share of profits of associated companies and joint ventures	10,755	4,455	141	24,066	15,755	53
Profit/(loss) before tax	(762)	4,259	(118)	15,458	15,352	1
Income tax credit	849	-	N/M	433	-	N/M
Profit, net of tax	87	4,259	(98)	15,891	15,352	4
Other Comprehensive Income:						
Items that may be reclassified subsequently to profit or loss:						
Currency translation differences arising from consolidation	(217)	-	N/M	276	(283)	N/M
Financial assets, available-for-sale – fair value loss	(4,068)	-	N/M	(5,300)	-	N/M
– reclassification	4,068	-	N/M	5,300	-	N/M
Other Comprehensive (Loss)/Income, Net of Tax	(217)	-	N/M	276	(283)	N/M
Total Comprehensive Income Attributable to Equity Holders of the Company	(130)	4,259	(103)	16,167	15,069	7

* Other expenses include impairment of goodwill of \$15.4 million, impairment loss on financial assets, available-for-sale asset of \$5.3 million and costs incurred for the acquisition of Scott and English of \$2.3 million.

N/M: Not Meaningful

1(a)(ii) The total comprehensive income/(loss) attributable to equity holders of the Company include the following credits/(charges):-

	GROUP Unaudited 4Q2014 \$'000	GROUP Unaudited 4Q2013 \$'000	Inc/ (Decr) %	GROUP Unaudited FY2014 \$'000	GROUP Unaudited FY2013 \$'000	Inc/ (Decr) %
Depreciation of property, plant and equipment	(5,835)	(1)	N/M	(7,639)	(1)	N/M
Amortisation of intangible assets	(2,154)	-	N/M	(2,154)	-	N/M
Write-back of impairment on trade and other receivables	225	-	N/M	400	-	N/M
Impairment of goodwill	(15,414)	-	N/M	(15,414)	-	N/M
Impairment loss on financial assets, available-for-sale	(5,300)	-	N/M	(5,300)	-	N/M
Bad debt written off	(6)	-	N/M	(6)	-	N/M
Interest income	884	471	88	2,266	1,272	78
Finance costs	(3,296)	(315)	N/M	(4,733)	(1,142)	314
Foreign exchange gains	4,060	111	N/M	4,023	109	N/M
Net gain on disposal of property, plant and equipment	953	-	-	953	-	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 (Unaudited)			COMPANY (Unaudited)		
	31/12/2014	31/12/2013	31/12/2012	31/12/2014	31/12/2013	31/12/2012
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
ASSETS						
Current assets						
Cash and cash equivalents	38,633	773	8,147	3,800	196	3,001
Financial assets, available-for- sale	3,899	-	-	-	-	-
Trade and other receivables	21,505	1,346	-	75,041	6,838	15,755
Inventories	62	-	-	-	-	-
Other current assets	13,078	-	-	1,574	43	21
	<u>77,177</u>	<u>2,119</u>	<u>8,147</u>	<u>80,415</u>	<u>7,077</u>	<u>18,777</u>
Non-current assets						
Other receivables	-	-	-	-	282	3,390
Subsidiaries	-	-	-	437,184	140,701	145,850
Joint ventures	88,439	43,739	5	39	40	41
Associated companies	27,600	-	-	-	-	-
Intangible assets	832	-	-	-	-	-
Property, plant and equipment	354,218	4	-	-	-	-
	<u>471,089</u>	<u>43,743</u>	<u>5</u>	<u>437,223</u>	<u>141,023</u>	<u>149,281</u>
Total assets	<u>548,266</u>	<u>45,862</u>	<u>8,152</u>	<u>517,638</u>	<u>148,100</u>	<u>168,058</u>
LIABILITIES						
Current liabilities						
Trade and other payables	39,993	2,887	9	49,273	59,290	69,903
Bank borrowings	72,016	-	-	5,028	5,377	11,397
Derivatives	-	-	-	657	-	-
Current income tax liabilities	374	-	-	-	-	-
	<u>112,383</u>	<u>2,887</u>	<u>9</u>	<u>54,958</u>	<u>64,667</u>	<u>81,300</u>
Non-current liabilities						
Bank borrowings	178,747	-	-	79,344	1,897	4,943
Deferred income tax liabilities	2,829	-	-	-	-	-
	<u>181,576</u>	<u>-</u>	<u>-</u>	<u>79,344</u>	<u>1,897</u>	<u>4,943</u>
Total liabilities	<u>293,959</u>	<u>2,887</u>	<u>9</u>	<u>134,302</u>	<u>66,564</u>	<u>86,243</u>
NET ASSETS	<u>254,307</u>	<u>42,975</u>	<u>8,143</u>	<u>383,336</u>	<u>81,536</u>	<u>81,815</u>
EQUITY						
Capital and reserves attributable to equity holders of the Company						
Share capital	188,152	30,419	10,656	370,856	75,941	75,408
Other reserves	121	-	-	206	160	295
Foreign currency translation reserve	537	(283)	-	-	(2,817)	161
Retained earnings	28,747	12,839	(2,513)	12,274	8,252	5,951
	<u>217,557</u>	<u>42,975</u>	<u>8,143</u>	<u>383,336</u>	<u>81,536</u>	<u>81,815</u>
Redeemable exchangeable preference shares*	36,750	-	-	-	-	-
Total equity	<u>254,307</u>	<u>42,975</u>	<u>8,143</u>	<u>383,336</u>	<u>81,536</u>	<u>81,815</u>

* Redeemable exchangeable preference shares issued by certain subsidiaries

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

(a) the amount repayable in one year or less, or on demand;

As at 31/12/2014		As at 31/12/2013	
Secured	Unsecured	Secured	Unsecured
\$'000	\$'000	\$'000	\$'000
61,345	10,671	-	-

(b) the amount repayable after one year;

As at 31/12/2014		As at 31/12/2013	
Secured	Unsecured	Secured	Unsecured
\$'000	\$'000	\$'000	\$'000
178,747	-	-	-

Details of any collateral

The Group's bank borrowings were secured by the pledge of the Group's leasehold properties, rigs, certain vessels, margin deposits and financial assets, available-for-sale.

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.

	GROUP Unaudited FY2014 \$'000	GROUP Unaudited FY2013 \$'000
Cash flows from operating activities		
Total profit	15,891	15,352
Adjustments for:		
Income tax expense	(433)	-
Share of profits of joint ventures	(19,129)	(15,755)
Share of profits of associated companies	(4,937)	-
Depreciation of property, plant and equipment	7,639	1
Amortisation of intangible assets	2,154	-
Finance costs	4,733	1,142
Interest income	(2,266)	(1,272)
Performance share and share option expense	136	-
Impairment of goodwill	15,414	-
Impairment loss on financial assets, available-for-sale	5,300	-
Gain on disposal of property, plant and equipment	(953)	-
Operating cash flows before changes in working capital	23,549	(532)
Changes in working capital:		
Trade and other receivables	(1,531)	(95)
Inventories	130	-
Other assets	18,649	-
Restricted cash	(1,335)	-
Trade and other payables	11,765	145
Net cash flows generated from/(used in) operations before tax	51,227	(482)
Income tax paid	(605)	-
Net cash flows generated from/(used in) operating activities	50,622	(482)
Cash flows from investing activities		
Interest received	2,266	7
Investment in joint venture	-	(25)
Loans to joint ventures	(24,175)	(27,953)
Amount due from joint ventures	(3,600)	-
Amount due from associated companies	(1,631)	-
Amount due to associated companies	428	-
Investment in associated companies	(22,663)	-
Proceeds from disposal of property, plant and equipment	4,229	-
Purchases and construction of property, plant and equipment	(168,018)	(5)
Net cash received from reverse acquisition	9,609	-
Net cash flows used in investing activities	(203,555)	(27,976)
Cash flows from financing activities		
Proceeds from the issue of ordinary shares	223	19,763
Proceeds from the issue of redeemable exchangeable preference shares by subsidiaries	36,750	-
Loans from related parties	-	1,596
Finance costs paid	(4,733)	-
Proceeds from bank borrowings	240,713	-
Repayment of bank borrowings	(81,850)	-
Net cash flows generated from financing activities	191,103	21,359
Net increase/(decrease) in cash and cash equivalents	38,170	(7,099)
Cash and cash equivalents, beginning balance	773	8,147
Effects of currency translation on cash and cash equivalents	(1,645)	(275)
Cash and cash equivalents, ending balance	37,298	773
Cash and cash equivalents per balance sheet	38,633	773
Less: restricted cash	(1,335)	-
Cash and cash equivalents per cash flow statement	37,298	773

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 capitalization issues and distributions to shareholders, together with comparative statement for the corresponding period of the immediately preceding financial year.

Group	Share Capital	Other Reserves	Foreign Currency Translation Reserve	Retained Earnings / (Accumulated Losses)	Redeemable Exchangeable Preference shares	Total Equity
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
As at 01/01/2013	10,656	-	-	(2,513)	-	8,143
Total comprehensive income for the period	-	-	(283)	15,352	-	15,069
Issue of new shares	19,763	-	-	-	-	19,763
As at 31/12/2013	30,419	-	(283)	12,839	-	42,975
As at 01/01/2014	30,419	-	(283)	12,839	-	42,975
Reverse acquisition of Scott & English	158,055	-	-	-	-	158,055
Employee share option plan – issue of new shares	239	(15)	-	-	-	224
Employee share option plan – value of employee services	-	136	-	-	-	136
Redeemable exchangeable preference shares	-	-	-	-	36,750	36,750
Total comprehensive(loss)/ income for the period	-	-	276	15,891	-	16,167
Effects of change in functional currency	(561)	-	544	17	-	-
As at 31/12/2014	188,152	121	537	28,747	36,750	254,307

Company	Share Capital	Other Reserves	Foreign Currency Translation Reserve	Retained Earnings / (Accumulated Losses)	Total Equity
	\$'000	\$'000	\$'000	\$'000	\$'000
As at 01/01/2013	75,408	295	161	5,951	81,815
Performance share plan – value of employee services	251	(219)	-	-	32
Employee share option plan – issue of new shares	282	(59)	-	-	223
Employee share option plan – value of employee services	-	143	-	-	143
Dividend relating to 2012 paid	-	-	-	(2,745)	(2,745)
Total comprehensive income for the period	-	-	(2,978)	5,046	2,068
As at 31/12/2013	75,941	160	(2,817)	8,252	81,536
As at 01/01/2014	75,941	160	(2,817)	8,252	81,536
Effects of change in functional currency	(3,126)	(11)	3,310	(173)	-
Issuance of shares to acquire Scott & English	297,334	-	-	-	297,334
Employee share option plan – issue of new shares	707	(110)	-	-	597
Employee share option plan – value of employee services	-	167	-	-	167
Dividend relating to 2013 paid	-	-	-	(3,425)	(3,425)
Total comprehensive income for the period	-	-	(493)	7,620	7,127
As at 31/12/2014	370,856	206	-	12,274	383,336

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.

Changes in the Company's share capital

The movement in the Company's issued and fully paid-up share capital from 1 January 2014 to 31 December 2014 were as follows:

Issued share capital

	No. of Shares	Share capital \$'000
At 1 January 2014	435,373,565	75,941
Effects of change in functional currency	-	(3,126)
Issue of shares from the exercise of share options	1,925,000	468
At 1 July 2014	437,298,565	73,283
Shares consolidation (every 2 shares into 1 consolidated share)	(218,649,283)	-
Fractional shares disregarded for the purpose of the share consolidation	(30)	-
	218,649,252	73,283
Issue of new shares	452,380,952	297,334
Issue of shares from the exercise of share options	400,500	239
As at 31 December 2014	671,430,704	370,856

There were unexercised options for 1,537,000 (based on consolidated shares) of unissued ordinary shares as at 31 December 2014 [31 December 2013: 1,875,000 (based on consolidated shares)].

There is no movement in the Company's share capital during the quarter from 1 October 2014 to 31 December 2014.

The Company does not have any treasury shares.

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 31/12/2014	As at 31/12/2013
Total number of issued shares (excluding treasury shares)	671,430,704	435,373,565

The Company did not have any treasury shares as at 31 December 2014 and 31 December 2013.

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

Not applicable.

2. Please state whether the figures have been audited or reviewed, and if so which auditing standard or practice has been followed.

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

3. If the figures have been audited or reviewed, please provide a statement on whether there are any qualifications or emphasis of matter.

Not applicable.

4. Please state whether the same accounting policies and method of computation as in the issuer's most recently audited financial statements have been followed.

On 1 January 2014, the Group and the Company adopted the new or revised Singapore Financial Reporting Standards ("FRS"), which are effective for the financial period beginning 1 January 2014.

The following are the FRS that are relevant to the Group and the Company:

- FRS 32 : Offsetting Financial Assets and Financial Liabilities (Effective for annual periods beginning on or after 1 January 2014)
- FRS 110 and FRS 27 : Consolidated Financial Statements and Separate Financial Statements (Revised) (Effective for annual periods beginning on or after 1 January 2014)
- FRS 111 and FRS 28 : Joint Arrangement and Investment in Associates and Joint Ventures (Revised) (Effective for annual periods beginning on or after 1 January 2014)
- FRS 112 : Disclosure of Interests in Other Entities (Effective for annual periods beginning on or after 1 January 2014)

Other than the adoption of FRS 103 Business Combination pertaining to reverse accounting acquisition, the adoption of the above FRS did not result in substantial changes to the Group's accounting policies and did not have any significant impact on the financial position and results 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.

See item 4 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 dividends.

Earnings per share (US cents) based on:-

- weighted average number of ordinary shares on issue
- a fully diluted basis

	GROUP 4Q2014	GROUP 4Q2013	GROUP FY2014	GROUP FY2013
a)	0.013	0.941	2.914	3.394
b)	0.013	0.941	2.911	3.394

Weighted average ordinary shares for calculation of:-

- weighted average number of ordinary shares on issue
- a fully diluted basis

a)	671,430,704	452,380,952	545,385,620	452,380,952
b)	671,818,116	452,380,952	545,830,797	452,380,952

7. Net asset value (for the issuer and group) per ordinary share based on 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.

Net asset value per share (US cents)

	GROUP As at 31/12/2014	GROUP As at 31/12/2013	COMPANY As at 31/12/2014	COMPANY As at 31/12/2013
	32.40	9.50	57.09	18.73

The Group and Company net asset per ordinary share as at 31 December 2014 is calculated based on existing issued share capital of 671,430,704 ordinary shares.

The Group net asset per ordinary share as at 31 Dec 2013 was calculated based on the issued share capital of the Group of 452,380,952 for illustrative and comparative purpose.

The Company net asset per ordinary share as at 31 Dec 2013 was calculated based on issued share capital of 435,373,565.

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.

Revenue

(\$' million)	4Q 2014	FY2014
Drilling	11.4	11.4
Offshore Support Vessel Chartering ("OSV")	9.5	16.7
Ship Repair	0.3	0.5
Maritime Services	16.1	36.9
Total Revenue	37.3	65.5

As the acquisition of Scott and English that was completed on 30 July 2014 has been accounted for as a reverse acquisition, the consolidated financial statements for the period ended 31 December 2014 has been prepared as a continuation of Scott and English's financial statements. The full year results comprised contribution from Scott and English's drilling segment from January to December 2014 and five months' contribution from the OSV, Ship repair and Maritime services.

The Group's drilling segment currently owns two rigs and jointly owns seven rigs. These rigs have secured long term contracts of up to five years. The two wholly-owned rigs commenced charter with effect from 1 October 2014 and registered \$11.4 million in charter revenue.

Contribution from OSV chartering, ship repair and maritime services segments commenced from August to December 2014. Revenue recognized for the reporting period was \$25.9 million for 4Q2014 and \$54.1 million for the full year respectively. OSV chartering continues to register higher revenue as a result of more vessels owned and operated (2014: 37 vessels; 2013: 34 vessels). The fleet also comprised higher value vessels that earned higher charter rates and margins.

Maritime services delivered a total of three vessels during August to December 2014 to customers, including one vessel in 4Q2014.

Cost of sales for 4Q2014 and FY2014 comprised mainly depreciation for the drilling segment, cost of vessels acquired for sale under the maritime services and crew, depreciation, maintenance and fuel costs for the OSV chartering segment.

Other income comprised mainly interest income earned from loans provided to joint ventures and gain on disposal of vessels.

Administrative expenses comprised mainly staff costs.

Other expenses include impairment of goodwill of \$15.4 million, impairment on financial assets, available-for-sale of \$5.3 million and costs incurred for the acquisition of Scott and English of \$2.3 million.

Finance costs relate mainly to interest on bank borrowings, interest on shareholders' loans and corporate guarantee fees payable to a joint venture partner for the provision of corporate guarantee to the banks.

Share of profits of joint ventures and associated companies - The rigs owned by the Group's 50% owned joint ventures have long term contracts and contributions have been stable. Contribution from two jointly owned rigs added to the Group's fleet in September 2014 resulted in higher share of profits of joint ventures both in 4Q2014 and FY2014.

Consolidated Balance Sheet

Current assets

Current assets include trade and other receivables of \$21.5 million, other current assets of \$13.1 million, financial assets available for sale of \$3.9 million and cash of \$38.6 million.

Trade and other receivables of the OSV chartering, ship repair and maritime services segments amounted to \$15.8 million. Drilling segment has trade receivables of \$5.7 million.

Financial assets, available-for-sale represent quoted shares held.

Other current asset of \$13.1 million represents mainly progress payments to shipyards for vessels under-construction that are contracted for sale with expected delivery within the next twelve months.

Non-current assets

Non-current assets include the following:-

1. Property, plant and equipment comprised mainly investment in rigs and vessels.
2. Joint ventures of \$88.4 million. This relates to the Group's investment in joint ventures that owned seven rigs and loans to joint ventures.

Liabilities

Total liabilities include trade and other payables of \$40.0 million and bank borrowings of \$250.8 million.

Trade and other payables of the OSV chartering, ship repair and maritime services segments amounted to \$26.9 million of which \$8.6 million are customers' deposit placed for the purchase of vessels. Other payables of \$11.2 million relating to the drilling segment, consist of \$10 million of deferred revenue arising from the charter contracts of the two wholly owned rigs acquired in September 2014.

Total bank borrowings of \$250.8 million included \$75.7 million Notes due 2018 under its S\$300.0 million, Multicurrency Medium Term Note Programme, and \$175.1 million bank borrowings.

As at 31 December 2014, the Group is in a net current liabilities position of \$35.2 million. The Group expects to be able to rollover its short term borrowings and together with positive cash flows from its operations, to meet its obligations as and when they fall due.

Cash Flow Statement

The Group generated \$23.5 million from its operating activities before working capital movement. Working capital movement includes mainly decrease in other current assets of \$18.6 million, decrease in trade and other payables of \$11.8 million and increase in trade and other receivables of \$1.5 million. After working capital movement and tax payments of \$0.6 million, the Group generated \$50.6 million from its operating activities.

Other assets represent progress payments to shipyards for ship building contracts that are earmarked for sale. The decrease was due to the completion and delivery of vessels in 2014.

Net cash used in investing activities included cash outflow of \$203.6 million representing acquisition of property, plant and equipment, investment in associates of \$22.7 million and loans granted to joint ventures of \$24.2 million. Included in the acquisition of property, plant and equipment are rigs acquisition made on 30 September 2014 as well as progress payments for the construction of vessels.

Loans to associates were for the acquisition of new rigs during the period.

Net cash generated from financing activities for FY2014 of approximately \$191.1 million was due mainly to loans drawn down to fund the acquisition of property, plant and equipment, \$36.8 million proceeds from the issuance of preference shares and the \$75.7 million (S\$100 million) Notes issuance during the year.

As a result of the above, there was a net increase in cash and cash equivalents of \$38.2 million for the FY2014.

Net gearing as at 31 December 2014 was 0.83 times.

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

Not applicable, the Group has not disclosed any forecast or prospect statements to its shareholders previously.

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 currently owns two rigs and jointly owns seven rigs. These rigs have secured long term contracts of up to five years and seven of these rigs are currently on charter while two are undergoing refurbishment into accommodation rigs. The seven rigs have been contributing positively to Group's results in FY2014 amounting to 75% of the Group's net profit. With the two accommodation rigs that are expected to commence charter in FY2015 upon completion of their upgrading work, the Group expects further contribution from this segment.

The Group's OSV segment as at 31 December 2014 owns and operates 37 vessels and expects to take delivery of 8 more vessels in 2015.

The recent decrease in oil price has led to significant spending cuts by oil majors and national oil companies. This will impact the oil and gas service companies particularly those servicing the deep water segment. Our OSVs cater mainly to the shallow water projects that are more resilient to oil price fluctuation but believe that charter rate will come under pressure in FY2015.

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

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

<u>Name of dividend</u>	<u>First and final</u>
Dividend type	Cash
Dividend rate	S\$0.01 ordinary dividend and S\$0.01 special dividend per ordinary share
Tax rate	Tax exempt (one tier)

(b)(i) Amount per share

S\$0.02 per ordinary share.

(b)(ii) Previous corresponding period

S\$0.01 per ordinary share.

(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).

One-tier tax exempt.

(d) The date the dividend is payable.

To be announced at a later date, subject to Shareholders' approval at the Company's Annual General Meeting.

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

To be announced at a later date.

12. If no dividend has been declared (recommended), a statement to that effect.

Not applicable.

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

The Group does not have a general mandate from shareholders for interested person transactions pursuant to Rule 920(1)(a)(ii).

Name of Interested Person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000)
Kim Seng Holdings Pte Ltd	\$2,700,000	N.A.

Note:-

Kim Seng Holdings Pte Ltd ("KSH"), is a substantial shareholder (5.86%) of Swiseco Holdings Limited. KSH is a company in which Mr Tan Fuh Gih, (a director and controlling shareholder of the Company) and his immediate family members are shareholders. Scott and English is renting the premise at No. 4 Tuas Avenue 5 from KSH with effect from 15 April 2014. The rental amount for 12 months FY2014 was \$73,000. KSH granted loan amounted to \$2,627,000 (inclusive of interest) to Scott and English. The loan was fully repaid on 31 October 2014.

14. Negative confirmation pursuant to Rule 705(5). (Not required for announcement on full year results)

Not applicable.

PART II ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT

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

Management has determined the operating segments based on the organisation of the Group. The results of these operating segments are reviewed by the Executive Committee ("Exco") to make strategic decisions. The Exco comprises the Executive Director, Chief Executive Officer, Chief Investment Officer and Chief Financial Officer.

The Group is organised into four main operating segments:

- Drilling
- Vessel chartering (including sale of out-port-limit services and related income)
- Ship repair and maintenance services
- Maritime services

Others include investment holding activities.

The Exco assesses the performance of these operating segments based on profit after tax.

Sales between segments are carried out at arm's length. The revenue from external parties and total assets reported to the Exco is measured in a manner consistent with that of the financial statements.

FY2014

	<u>Drilling</u>	<u>Vessel</u>	<u>Repair and</u>	<u>Maritime</u>	<u>Others</u>	<u>Total</u>
	\$'000	Chartering	Maintenance	Services	\$'000	\$'000
<u>Group</u>		\$'000	\$'000	\$'000	\$'000	\$'000
Revenue						
Segment revenue	11,380	21,299	1,533	36,923	9,064	80,199
Inter-segment revenue	-	(4,549)	(1,072)	-	(9,064)	(14,685)
Revenue from external parties	11,380	16,750	461	36,923	-	65,514
Profit after tax	28,878	(6,128)	(913)	5,324	(11,270)	15,891
Interest income	-	23	-	-	2,243	2,266
Finance costs	(445)	(735)	-	(348)	(3,205)	(4,733)
Depreciation	(2,002)	(5,583)	(33)	(2)	(19)	(7,639)
Impairment of goodwill	-	(15,414)	-	-	-	(15,414)
Impairment loss on financial assets, available-for-sale	-	-	-	-	(5,300)	(5,300)
Income tax credit/(expense)	-	580	(1)	(146)	-	433
Share of profit of associated companies	4,937	-	-	-	-	4,937
Share of profit of joint ventures	19,383	(254)	-	-	-	19,129
Segment assets	255,235	251,647	4,409	27,679	9,296	548,266
Segment assets include:						
Joint ventures	87,296	1,104	-	-	39	88,439
Associated companies	27,600	-	-	-	-	27,600
Additions to property, plant and equipment	120,151	55,427	24	-	194	175,796

FY2013

	<u>Drilling</u>	<u>Vessel</u>	<u>Repair and</u>	<u>Maritime</u>	<u>Others</u>	<u>Total</u>
	\$'000	Chartering	Maintenance	Services	\$'000	\$'000
<u>Group</u>		\$'000	\$'000	\$'000	\$'000	\$'000
Revenue						
Segment revenue	-	-	-	-	-	-
Inter-segment revenue	-	-	-	-	-	-
Revenue from external parties	-	-	-	-	-	-
Profit after tax	15,352	-	-	-	-	15,352
Interest income	1,272	-	-	-	-	1,272
Finance costs	(1,142)	-	-	-	-	(1,142)
Share of profit of joint ventures	15,755	-	-	-	-	15,755
Segment assets include:						
Joint ventures	43,739	-	-	-	-	43,739
Additions to property, plant and equipment	5	-	-	-	-	5

GROUP

	FY2014	FY2013
	\$'000	\$'000

Revenue

Singapore	4,360	-
Malaysia	3,565	-
Indonesia	5,373	-
Australia	2,371	-
Saudi Arabia	33,620	-
Latin America	11,380	-
Others	4,845	-
Total continuing operations	65,514	-

Non-current assets

Singapore	236,888	4
China	30	-
Latin America	233,044	43,739
Saudi Arabia	1,127	-
Total continuing operations	471,089	43,743

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

Not applicable.

17. A breakdown of sales as follows:-

	GROUP		
	FY2014	FY2013	Inc/ (Decr)
	\$'000	\$'000	%
First Half			
(a) Revenue	-	-	-
(b) Operating profit/(loss) after tax before deducting non-controlling interests reported for first half year	7,607	6,482	17
Second Half			
(c) Revenue	65,514	-	100
(d) Operating profit after tax before deducting non-controlling interests reported for second half year	8,284	8,870	(7)

18. A breakdown of the total annual dividend (in dollar value)

	FY2014 (\$'000)	FY2013 (\$'000)
Ordinary	5,081	3,421
Preference	NIL	NIL
Total:	5,081	3,421

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

Name	Age	Family relationship with any director and/or chief executive officer and/or substantial shareholder	Current position and duties, and the year the position was held	Details of changes in duties and position held, if any, during the year
Yeo Chong Boon	62	Uncle of Mr Alex Yeo Kian Teong, Executive Director and Chief Executive Officer of the Company.	<p>General Manager (Operations) of Swissco Offshore (Pte) Ltd (since March 2007)</p> <p>Responsible for the coordination of vessel movement, updating vessels' documents, communicating clients' instructions to crew, ensuring compliance with various authorities and the daily coordination of all vessels and crew matters.</p>	N.A.

BY ORDER OF THE BOARD

Alex Yeo Kian Teong
 Chief Executive Officer
 25 February 2015