

## KINGSMEN CREATIVES LTD.

(Company Registration No: 200210790Z)

Full Year Financial Statement and Dividend Announcement for the Year Ended 31 December 2008

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

1(a) An income statement (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year.

		Gro	up	
	Note	Year Ended 31 Dec 08	Year Ended 31 Dec 07	Increase/ (decrease)
		S\$'000	S\$'000	%
Revenue	(a)	190,554	145,908	
		•	•	31%
Cost of sales	(a)(b)	(132,021)	(106,188)	24%
Gross profit		58,533	39,720	47%
Other income	(a)(c)	2,488	2,273	9%
Depreciation of property, plant and equipment		(2,088)	(1,703)	23%
Staff salaries and related expenses	(a)	(29,211)	(20,082)	45%
Other expenses		(11,199)	(8,277)	35%
Share of results of associates	(a)	497	432	15%
Interest expense		(168)	(95)	77%
Interest income		122	274	-55%
Profit before tax	(d)	18,974	12,542	51%
Taxation	(e)	(3,536)	(2,299)	54%
Profit for the financial year		15,438	10,243	51%
Attributable to:				
Equity holders of the parent		14,176	9,365	51%
Minority interest		1,262	878	44%
		15,438	10,243	

## **Explanatory notes**

- (a) Certain prior year's comparative figures have been reclassified to conform with the current year's presentation.
- (b) Included in cost of sales was depreciation amounting to \$\$1,912,000 (2007: Nil).
- (c) Included in other income were dividend income of S\$175,000 (2007: Nil) and gain on deemed disposal of subsidiary company of S\$36,000 (2007: Nil).
- (d) Profit before tax is arrived at after crediting / (charging) the following:-

	Year Ended 31 Dec 08 S\$'000	Year Ended 31 Dec 07 S\$'000
Bad trade debts recovered	-	16
Bad trade debts written off	(8)	(27)
Allowance for doubtful trade debts	(520)	(114)
Write-back of allowance for doubtful debts	32	4
Gain on disposal of property, plant and equipment	457	1
Property, plant and equipment written off	(33)	(1)
Allowance for impairment loss on goodwill	(1,000)	-
Amortisation of intangible assets acquired	(343)	(121)
Directors' fees	(733)	(455)
Directors' remuneration	(7,521)	(5,706)
Provision for stock obsolescence	(2)	-
Net foreign exchange loss	(440)	(493)

(e) Included in taxation is over provision of income tax in prior year of S\$107,000 (2007: under provision of S\$15,000).

# 1(b)(i)A balance sheet (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year.

	Group Comp			pany	
	As at 31 Dec 08 \$\$000	As at 31 Dec 07 S\$000	As at 31 Dec 08 \$\$000	As at 31 Dec 07 S\$000	
NON-CURRENT ASSETS					
Property, plant and equipment	12,154	4,561	234	90	
Goodwill	5,552	6,733	-	-	
Customer relationship intangible assets	1,286	1,691	-	-	
Investments in subsidiaries	-	-	16,082	16,516	
Investments in associates	6,165	5,962	5,364	5,100	
Other investments	1,857	1,399	805	805	
Non current other receivables	27,102	20,346	22,485	22,511	
CURRENT ASSETS					
Inventories	35	111		_	
Gross amount due from customers for					
contract work-in-progress	6,765	2,946	-	-	
Trade receivables (external)	36,689	47,107	67	47	
Other receivables and deposits	4,717	3,071	575	4,322	
Prepayment	168	505	32	39	
Amounts due from related parties	495	929	131	262	
Amounts due from subsidiaries	-	-	1,484	1,276	
Amounts due from associates	4,684	2,643	659	513	
Fixed deposits	3,804	5,868	1,034	1,023	
Cash on hand and at bank	24,347	15,615	127	249	
	81,704	78,795	4,109	7,731	
TOTAL ASSETS	108,806	99,141	26,594	30,242	
CURRENT LIABILITIES					
Gross amount due to customers for					
contract work-in-progress	2,677	5,999		-	
Trade payables (external)	27,169	26,200	167	159	
Other payables and accruals	21,329	18,625	1,096	810	
Deferred income	3,414	2,909	-	-	
Amounts due to related parties	250	493	1	-	
Amounts due to subsidiaries	-	-	2,566	2,457	
Amounts due to associates	1,697	1,360	-	4	
Interest-bearing loans and borrowings	841	875	-	-	
Provision for taxation	4,439	3,681	-	478	
	61,816	60,142	3,830	3,908	
NET CURRENT ASSETS	19,888	18,653	279	3,823	
NON-CURRENT LIABILITIES					
Non current other payable	83	-	-	-	
Interest-bearing loans and borrowings	597	782	-	-	
Deferred taxation	890	822	19	11	
	1,570	1,604	19	11	
TOTAL LIABILITIES	63,386	61,746	3,849	3,919	
NET ASSETS	45,420	37,395	22,745	26,323	
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT					
Share capital	23,266	21,603	23,266	21,603	
Treasury shares	(1,850)	=	(1,850)	=	
Revenue reserves	21,855	14,335	1,329	4,695	
Share option reserve	=	25	-	25	
Foreign currency translation reserve	(565)	(207)	<u> </u>		
	42,706	35,756	22,745	26,323	
Minority interests	2,714	1,639			
TOTAL EQUITY	45,420	37,395	22,745	26,323	

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

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

As at 31 Dec 08 As at 31 Dec 07
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Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
841	0	875	0

### Amount repayable after one year

As at 31 Dec 08	As at 31 Dec 07

Ī	Secured	Unsecured	Secured	Unsecured
L	S\$'000	S\$'000	S\$'000	S\$'000
	597	0	782	0

## **Details of any collateral**

The bank term loans are secured by way of the joint and several personal guarantees of certain directors of the Company and its subsidiaries.

The bank overdrafts are secured by fixed deposits pledged to the banks, by personal guarantees given by certain directors of the Company and its subsidiaries; corporate guarantee of the Company and its subsidiary in Malaysia.

The finance lease obligations of the Group are secured by the rights to the leased motor vehicles and machinery.

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

		Gro	un
		Year Ended	Year Ended
	Note	31 Dec 08	31 Dec 07
			(Restated)
		S\$'000	`S\$'000 ´
CASH FLOW FROM OPERATING ACTIVITIES			
Profit before taxation		18,974	12,542
Adjustments for:			
Depreciation of property, plant and equipment		4,000	1,703
Exchange adjustments		94	(22)
Gain on disposal of property, plant and equipment		(457)	(1)
Gain on deem disposal of subsidiary		(36)	-
income from other investment		(14)	-
Property, plant & equipment written off		33	1
Bad trade debts written off		8	27
Bad trade debts recovered		-	(16)
Allowance for doubtful trade debts		520	114
Written back of allowance for doubtful trade debts		(32)	(4)
Amortisation of intangible assets		343	121
Allowance for impairment loss on goodwill		1,000	-
Provision for stock obsolescence		2	(07.4)
Interest income		(122)	(274)
Interest expenses	(f)	168	95
Share of associates' profit	(f)	(497)	(432)
Operating profit before working capital changes  Decrease / (increase) in trade and other receivables	<b>(f)</b>	23,984 7,304	13,854 (12,551)
Decrease / (increase) in inventories	(f)	7,304 74	(12,331)
(Increase) / decrease in work-in-progess (net)		(6,636)	4,929
Increase in trade and other payables		3,850	8,346
Cash generated from operation		28,576	14,474
Interest income		122	274
Interest expenses		(168)	(95)
tax paid		(2,710)	(1,914)
Net cash generated from operating activities		25,820	12,739
CACLLELOW FROM INVESTING ACTIVITIES			
CASH FLOW FROM INVESTING ACTIVITIES		GEO.	2
Proceeds from disposal of property, plant and equipment		652 (11.310)	(766)
Acquisition of property, plant and equipment Acquisition of subsidiary, net of cash acquired	(a)	(11,210)	(766) (3,687)
Acquisition of associates	(g)	_	(3,417)
Acquisition of associates  Acquisition of preference shares in associates		(264)	(3,417)
Acquisition of other investment		(1,619)	(856)
Proceeds from deemed partial disposal of subsidiary		43	(000)
Proceeds from disposal of other investment		1,175	-
Net cash used in investing activities		(11,223)	(8,724)
g		(::,==0)	(0,12.)
CASH FLOW FROM FINANCING ACTIVITIES			
Repayment of Hire purchases obligations		(736)	(480)
Increase in amount pledged to banks for OD facilities		(45)	(12)
Proceeds from loans and borrowings		2,000	=
Purchase of treasury shares		(1,850)	=
Dividend paid on ordinary shares by the company		(6,656)	(2,479)
Dividend paid to Minority interest of the subsidiary company		(216)	(30)
Proceeds from placement of new shares		1,640	8,760
Share issue expenses		(68)	(329)
Exercise of employee share options		66	614
Repayment of borrowings		(2,004)	(1,807)
Net cash (used in) / generated from financing activities		(7,869)	4,237
Net increase in cash and cash equivalents		6,728	8,252
Cash and cash equivalents at beginning of financial year		21,131	12,879
Cash and cash equivalents at end of financial year	(h)	27,859	21,131
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## **Explanatory notes**

- (f) Certain prior year's comparative figures have been reclassified to conform with the current year's presentation.
- (g) The attributable assets and liabilities of subsidiaries acquired during the year and the cash flow effect of the acquisition are set out as follows:-

	Gr	oup
	31 Dec 08	31 Dec 07
	S\$'000	S\$'000
Intangible assets	-	1,812
Property, plant and equipment	-	778
Trade and other receivables	-	7,497
Inventories	-	5
Contracts work-in-progress (net)	-	436
Trade and other payables	-	(6,656)
Provision for taxation	-	(1,146)
Deferred taxation	-	(824)
Interest-bearing loans and borrowings	-	(1,769)
Cash and cash equivalent	-	3,211
Minority interest	-	(143)
Net assets acquired	-	3,201
Goodwill arising from the acquisition	-	5,044
Total purchase consideration	<u>-</u>	8,245
Purchase consideration satisfied by issuance of new shares	-	(1,347)
Cash and cash equivalents of subsidiary acquired	-	(3,211)
Net cash outflow on acquisition of subsidiary		3,687
Het cash outhor on acquisition of substituting		3,001

(h) Cash and cash equivalents included in the consolidated cash flow statement comprise the following:-

	Group			
	31 Dec 08	31 Dec 07		
	S\$'000	S\$'000		
Cash on hand and at bank	24,347	15,615		
Fixed deposits	3,804	5,868		
Bank overdrafts	(91)	(195)		
	28,060	21,288		
Amount pledged to banks for overdraft facilities	(201)	(157)		
Cash and cash equivalents	27,859	21,131		

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.

The Group	Share Capital	Treasury Shares	Revenue Reserves	Share Option Reserve	Foreign Currency Translation	Total	Minority Interests	Total Equity
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
As at 1 January 2007	10,982	_	7,449	254	(165)	18,520	641	19,161
Net effect of exchange differences	-	-			(42)	(42)	23	(19)
•					,			
Net (expense)/income								
recognised directly in equity	-	-	-	-	(42)	(42)	23	(19)
Profit for the financial year	-	-	9,365	-	=	9,365	878	10,243
Total recognised income/								
(expense) for the year	-	_	9,365	-	(42)	9,323	901	10,224
Dividends paid	-	_	(2,479)	_	-	(2,479)	-	(2,479)
Dividends paid to minority interests			(=, 5)			(=, 5)	(30)	(30)
Transfer of share option	-	-	-	-	-	-	(30)	(30)
reserve to share capital	229	_	_	(229)	-	_	_	-
Shares issued for				(220)				
acquisition of a subsidiary	1,347	-	-	-	-	1,347	-	1,347
Exercise of employee share								
option scheme	614	-	-	-	-	614	-	614
Share issue expense	(329)	-	-	-	-	(329)	-	(329)
Issuance of ordinary shares	8,760	-	-	-	-	8,760	-	8,760
Acquisition of minority interest	-	-	-	-	-	-	112	112
Capital contribution by								
minority interest	-	-	-	-	=	-	15	15
As at 31 December 2007	21,603	-	14,335	25	(207)	35,756	1,639	37,395
As at 1 January 2008	21,603	_	14,335	25	(207)	35,756	1,639	37,395
Net effect of exchange differences	,	-	-		(358)	(358)	22	(336)
<u> </u>					, ,			
Net (expense)/income								
recognised directly in equity	-	-	-	-	(358)	(358)	22	(336)
Profit for the financial year	-	-	14,176	-	-	14,176	1,262	15,438
Total recognised income/								
(expense) for the year	_	_	14,176	_	(358)	13,818	1,284	15,102
Dividends paid	_	_	(6,656)	_	(000)	(6,656)		(6,656)
Dividends paid to minority			(0,000)			(0,000)		(0,000)
interests	-	-	-	-	-	_	(216)	(216)
Transfer of share option							, ,	, ,
reserve to share capital	25	-	-	(25)	-	-	-	-
Shares of acquisition								
by minority interest	-	-	-	-	-	-	7	7
Exercise of employee share								
option scheme	66	-	-	-	-	66	-	66
Share issue expense	(68)	-	-	-	-	(68)	-	(68)
Issuance of ordinary shares	1,640	- ,=··	-	-	-	1,640	-	1,640
Purchase of treasury shares	-	(1,850)	-	-	-	(1,850)	-	(1,850)
As at 31 December 2008	23,266	(1,850)	21,855	-	(565)	42,706	2,714	45,420

The Company		Treasury	Revenue	Share Option	
	Share Capital	Shares	Reserves	Reserve	Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
As at 1 January 2007	10,982	-	2,635	254	13,871
Profit for the financial year	<u> </u>	-	4,539	-	4,539
Total recognised income for the year	-	_	4,539	-	4,539
Dividends paid	_	-	(2,479)	_	(2,479)
Transfer of share option reserve to share capital	229	-	-	(229)	-
Capital contribution due to increase in share capital	10,392	-	-	-	10,392
As at 31 December 2007	21,603	-	4,695	25	26,323
As at 1 January 2008	21,603	_	4,695	25	26,323
Profit for the financial year	<u> </u>	-	3,290	-	3,290
Total recognised income for the year	-	_	3,290	-	3,290
Dividends paid	_	-	(6,656)	_	(6,656)
Transfer of share option reserve to share capital	25	-	-	(25)	-
Share issue expense	(68)	-	_	-	(68)
Issuance of ordinary shares	1,640	-	_	_	1,640
Exercise of employee share option scheme	66	-	_	_	66
Purchase of treasury shares		(1,850)	-	-	(1,850)
As at 31 December 2008	23,266	(1,850)	1,329	-	22,745

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	Group and Company	
	2008	2007
	'000	'000
Issued and fully paid-ip share capital:		
As at 1 January	126,474	101,094
Exercise of employee share options	315	2,885
Issuance of ordinary shares by placement	4,000	20,000
Issuance of ordinary shares	-	2,495
Share split	63,394	
As at 31 December	194,183	126,474

#### **Details on Treasury Shares Movement during the Year**

Date of Purchase	Number of Shares Purchased ('000)	Price paid Per Share (S\$)
08/07/08	4,000	0.3900
18/09/08	272	0.3888
10/10/08	10	0.3400
16/10/08	20	0.3550
24/10/08	500	0.3405
		<u>-</u>
Total	4,802	_

The details of the share options granted under the Kingsmen Share Option Scheme which was approved by the members of the Company at an Extraordinary General Meeting held on 26 April 2004, are as follows:

Date of grant	No. of shares under options <u>granted</u>	Options <u>Exercised</u>	Balance at 31 Dec 08	Subscription price	Expiry <u>Date</u>
21 May 04	200,000	(200,000)	-	S\$0.25	21 May 09
31 May 04	3,000,000	(3,000,000)	-	S\$0.21	31 May 09

No options were granted to employees or directors during the financial year.

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.

	31 Dec 2008	31 Dec 2007
Total number of issued shares		
(excluding treasury shares) ('000)	189,381	126,474

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

The figures have neither been audited nor reviewed by the auditors.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a 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 and the Company have applied the same accounting policies and methods of computation in the current year's financial statements as in the last audited annual financial statements.

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.

None.

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.

	Group	
	31 Dec 2008	31 Dec 2007
Net profit for the year attributable to ordinary shareholders		
for basic and diluted earnings per share (S\$000)	14,176	9,365
Weighted average number of ordinary shares in issue ('000)	190,034	117,976
Effect of dilutive securities : Share options ('000)	-	1,064
Adjusted weighted average number of ordinary shares applicable to		
diluted earnings per shares ('000)	190,034	119,040
Earnings per share based on weighted average number of ordinary		
shares in issue (cents)	7.46	7.94
Earnings per share on fully diluted basis (cents)	7.46	7.87

Basic earnings per share is calculated by dividing the net profit for the year attributable to ordinary shareholders by the weighted average number of ordinary shares, excluding treasury shares, during the year.

Diluted earnings per share is calculated by dividing the net profit for the year attributable to ordinary shareholders by the weighted average number of ordinary shares, excluding treasury shares, after adjusting for the effects of potential dilutive ordinary shares, during the year.

- 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.

	Gro	oup	Company		
	As at 31 Dec 08	As at 31 Dec 07	As at 31 Dec 08	As at 31 Dec 07	
Net asset value (S\$000)	42,706	35,756	22,745	26,323	
Number of ordinary shares ('000)	189,381	126,474	189,381	126,474	
Net asset value per ordinary					
share based on issued share capital at					
end of the year (cents)	<u>22.55</u>	<u>28.27</u>	<u>12.01</u>	20.81	

- 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

#### **Revenue**

The Group achieved revenue of S\$190.6 million for FY2008, a strong increase of S\$44.7 million or 30.6%, as compared to S\$145.9 million for FY2007. This was partly due to full year revenue contribution by the subsidiaries operating in Greater China which were acquired in September 2007, as well as an overall growth of the Group.

The **Exhibitions and Museums division** has performed well with a significant increase in revenue of \$\$39.9 million, or 79.3%, to reach \$\$90.2 million in FY2008. This includes revenue from major exhibition events such as the Singapore Airshow, F1 Singapore Grand Prix, TFAP, event launches for BMW in Singapore, and a series of exhibition projects for Nissan/Infinity for automobile shows in major cities in China. The division also completed a few projects for Beijing Olympics 2008.

On Museum business, several museum and visitor centre fit-out projects were completed such as the Marine Barrage Visitor Centre and Fushionworld Centre in Singapore, and various visitor centres within the Suzhou Industrial Park. The construction for the Bank Negara Museum in Malaysia is also progressing well.

The division made good headway into the theme park business with over S\$70 million of projects relating to Universal Studio Singapore secured for completion by 2009.

The Interiors division posted revenue of S\$88.7 million in FY2008. The Group's strategy of managing key accounts and undertaking "roll-out programmes" for these key accounts has continued to be an avenue of sustainable growth. These key accounts include customers and brand names such as Aldo, Apple, Burberry, Cotton-on, Chanel, DBS/POSB, Esprit, Dickson Group, FJ Benjamin, Marks & Spencer, Nokia, Tag Heuer and Tiffany. The fixture export business has provided a stable but growing source of revenue with orders from Aldo, Apple, Coach, Marks & Spencer and Tag Heuer.

The **Research and Design division** achieved higher revenue of S\$5.9 million for FY2008 as compared to S\$4.3 million in FY2007. The increase is due to more design jobs undertaken in FY2008, which is in tandem with the overall growth of the Group. Revenue from the **IMC division** increased from S\$3.4 million to S\$5.8 million, an improvement of S\$2.4 million.

#### **Gross Profit**

Gross profit rose by S\$18.8 million or 47.4% to S\$58.5 million in FY2008 as compared to S\$39.7 million in FY2007.

Gross profit margin improved to 30.7% from 27.2%, mainly due to higher GP margins enjoyed by the subsidiaries operating in Greater China, as well as overall better margins achieved for all other companies within the Group.

## Other Income

Other income comprises of dividend income from associated companies, rental income, corporate fees and other miscellaneous income.

In FY2008, the Group made a gain of S\$36,000 from the deemed disposal of its 14% interest in a subsidiary, namely Kingsmen Taiwan International Co., Ltd. This arises as a result of a planned equity participation by key staff of the company.

#### **Operating Expenses**

Operating expenses increased by S\$12.4 million from S\$30.1 million for FY2007 to S\$42.5 million for FY2008 due to the following: -

- a) Full year impact of operating expenses of the Kingsmen North Asia Group amounting to S\$9.9 million accounted for in FY2008:
  - i) Staff costs of S\$5.7 million (FY2007: S\$1.5 million);
  - ii) Directors' remuneration of S\$1.8 million (FY2007: S\$0.7 million);
  - iii) Rental of premises of S\$0.7 million (FY2007: S\$0.4 million);
  - iv) Depreciations expenses of S\$0.3 million (FY2007: S\$0.1 million);
  - v) Other general and administrative expenses of S\$1.4 million (FY2007: S\$0.2 million).
- b) Increase in operating expenses of the Group's other existing companies of S\$5.4 million (FY2008: S\$32.6 million; FY2007: S\$27.2 million) comprising mainly:
  - i) Increase in staff costs of S\$2.9 million to S\$14.7 million;
  - ii) Increase in directors' remuneration and fees of S\$1.1 million to S\$6.6 million;
  - iii) Allowance for impairment of goodwill of S\$1.0 million for it's Vietnam operations;
  - iv) Increase in bad and doubtful debts expenses of S\$0.4 million;
  - v) Increase in amortisation of intangible assets of S\$0.2 million; and
  - vi) Increase in depreciation expenses of S\$0.2 million to S\$1.8 million.

#### **Interest Income**

This relates mainly to interest income derived from fixed deposits and bank balances with the banks.

#### Profit before taxation

Profit before taxation increased by \$\$6.5 million or 52% to \$\$19.0 million for FY2008 as compared to \$\$12.5 million for FY2007. The improvement was due to the inclusion of the full year operating results of the Kingsmen North Asia Group and more importantly, better performances across all the operating divisions.

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

## Net Assets (Exclude MI)

Net asset of the Group increased by S\$6.9 million from S\$35.8 million to S\$42.7 million. This is mainly contributed by the growth of the Group's business and the profits retained in the business.

#### Property, Plant and Equipment

In FY2008, the property, plant and equipment of the Group increased significantly by S\$7.6 million, a result of major acquisition of exhibition equipments amounting to S\$9.8 million for F1 Singapore Grand Prix.

#### **Goodwill on Consolidation**

The decrease in goodwill of S\$1.2 million was solely due to the impairment of goodwill of S\$1.0 million and translation difference of the goodwill relating to the Kingsmen North Asia Group, amounting to S\$0.2 million.

#### **Customer Relationship Intangible Assets**

Customer relationship intangible assets as at 31 December 2008 have decreased due to the amortisation of the intangible assets. The intangible assets arose from the acquisition of the subsidiaries operating in Hong Kong, China and Taiwan under the Kingsmen North Asia Group.

#### **Investment in Associates**

The investment in associates comprises the companies mentioned in Note 8(a). During the year, the Group invested an additional S\$0.3 million in Kingsmen Korea Ltd, details of which was announced on 13 May 2008.

#### **Other Investments**

Included in other investment as at 31 December 2008, was an unquoted investment fund of S\$1.1 million. The principal sum and interest have since been realized.

## Amounts due from/to related parties Amounts due from/to associated companies

The amounts due from related parties/associated companies are trade in nature and arose from normal trading activities of the Group, as well as from corporate fee income earned.

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

In our announcement on 14 August 2008, we stated that the Group expects to achieve better results for FY2008. Our full year results are in line with this statement.

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.

Last year saw another strong performance for the Group in both top and bottom lines.

Our subsidiaries operating in Greater China have performed well and we expect them to continue to do so in the current year, despite the current global financial turmoil. The rapid industrial development of many Chinese cities will continue to present many opportunities for the Group's business in China. As a result, we have established an office in Suzhou to meet the increasing need for our services in this city.

In the Middle East, we continue to see good potential for our business and are continuing with a series of fit-out projects for global brands as well as exhibition projects across the Emirates.

Our interior roll-out projects is expected to maintain its momentum despite the global slowdown as we see increasing requests and inquiries for lower cost solutions from our regular clients and also global brands with operations in Asia, Europe and the US. In 2008, our retail fixtures business expanded to include exports to Germany, Russia, Spain, Switzerland and Canada.

Closer to home, the two integrated resorts and new shopping malls scheduled for completion in 2009 and 2010 along Orchard Road, will present the Group's interior retail division with many opportunities.

To-date, approximately S\$70 million worth of contracts have been awarded to us by Universal Studios Singapore. These are scheduled for completion by the end of this year. This, together with the F1 Singapore Grand Prix contract which we have been awarded for 5 years, has allowed us to expand into new areas, enhance our capabilities and better utilize our resources. With the expertise gained from theme parks construction, we now have the track record and capabilities to work on future Universal Studios that are planned for Dubai and Seoul in the near future, and Disneyland that is planned for Shanghai.

As at 25th February 2009, we have been awarded contracts of approximately S\$154 million, of which S\$134 million is expected to be recognized in FY2009.

Given the strong pipeline of contracts and market potential for our services, we are confident that we will continue to do well in FY2009, barring unforeseen circumstances.

### 11. Dividend

## (a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on? Yes.

Name of DividendInterimFinalDividend TypeCashCashDividend Amount per1.50 cent1.50 centShare (in cents)(tax exempt) (1-tier)(tax exempt) (1-tier)

Optional:- Dividend Rate

(in %)

Tax Rate N/A N/A

### (b) Corresponding Period of the Immediately Preceding Financial Year

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

Name of DividendFirst & FinalSpecialDividend TypeCashCashDividend Amount per2.00 cent1.00 centShare (in cents)(tax exempt) (1-tier)(tax exempt) (1-tier)

Optional:- Dividend Rate

(in %)

Tax Rate N/A N/A

### (c) Date payable

Date of proposed final dividend will be on 19<sup>th</sup> May 2009.

### (d) Books closure date

Notice of books closure date will be on 8<sup>th</sup> May 2009.

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

Not applicable.

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

13. 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.

Business segments 2008	Exhibitions and Museums	Interiors	Research and Design	Integrated Marketing Communication	Corporate and Others	Elimination	Consolidated
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Segment revenue							
Sales to external customers	90,151	88,720	5,873	5,810	-	-	190,554
Inter-segment sales	3,811	7,406	13	129	-	(11,359)	-
-	93,962	96,126	5,886	5,939	-	(11,359)	190,554
Segment results	7,070	9,971	1,663	817	(998)	-	18,523
Interest expenses	,	,	,		,		(168)
Interest income							122 <sup>°</sup>
Share of results of associates	265	232	-	-	-	_	497
Profit before taxation						-	18,974
Taxation							(3,536)
Profit for the financial year						-	15,438
Assets and liabilities:							
Segment assets	53,674	33,221	2,060	2,663	-	-	91,618
Investments in associates	3,814	2,351	-	-	-	-	6,165
Unallocated assets							11,023
Total assets						-	108,806
Segment liabilities	32,805	26,473	1,004	2,200	-	-	62,482
Unallocated liabilities						_	904
Total liabilities						-	63,386
Other segment information							
Capital expenditure - tangible assets	10,444	808	37	347	216	_	11,852
Depreciation of property, plant and	10,111	000	O.	011	210		11,002
equipment charged to expenses	718	1,181	94	27	68	_	2,088
Depreciation of property, plant and		.,	0.		-		2,000
equipment charged to cost of sales	1,912	_	_	_	_	_	1,912
Gain on disposal of property, plant and equipment	(455)	(2)	_	_	_	_	(457)
Bad trade debts written off	6	26	(24)	_	_	_	8
Write-back of allowance for doubtful trade debts	-	(27)	(5)	_	_	_	(32)
Amortisation of intangible assets acquired	189	154	-	_	_	_	343
Allowance for impairment loss on goodwill	.00						210
Allowance for doubtful trade debts	185	246	42	47	_	_	520
Property, plant and equipment written off	23	5	1	-	4	_	33
Gain on disposal of investment	-	-	-	_	(36)	_	(36)
Impairment loss on goodwill	835	165	_	_	(30)	_	1,000
Provision for stock obsolescence	-	2	_	_	_	_	2

Business segments 2007 (Restated)	Exhibitions and Museums	Interiors	Research and Design	Integrated Marketing Communication	Corporate and Others	Elimination	Consolidated
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Segment revenue							
Sales to external customers	50,282	87,872	4,326	3,428	-	-	145,908
Inter-segment sales	3,904	11,063	-	-	-	(14,967)	-
	54,186	98,935	4,326	3,428	-	(14,967)	145,908
Segment results	5,208	6,414	890	259	(840)	-	11,931
Interest expenses							(95)
Interest income							274
Share of results of associates	265	167	-	-	-	-	432
Profit before taxation						-	12,542
Taxation							(2,299)
Profit for the financial year						-	10,243
Assets and liabilities:							
Segment assets	34,577	48,849	2,297	2,049	-	-	87,772
nvestments in associates	3,695	2,267	-	-	-	-	5,962
Jnallocated assets						_	5,407
Total assets						-	99,141
Segment liabilities	24,547	34,361	615	1,053	-	-	60,576
Jnallocated liabilities						_	1,170
Total liabilities						•	61,746
Other segment information							
Capital expenditure							
- Tangible assets	387	680	32	36	33	_	1,168
- Intangible assets	930	761	-	-	-	-	1,691
Depreciation of property, plant and equipment	551	970	106	23	53	_	1,703
Bad trade debts recovered	(11)	(3)	(2)		-	-	(16)
Bad trade debts written off	2	-	25	-	-	-	27
Gain on disposal of property, plant and equipment	(1)	-	-	_	-	_	(1)
Write-back of allowance for doubtful trade debts	(1)	-	-	-	-	-	(1)
Amortisation of intangible assets acquired	67	54	-	-	-	-	121
Allowancee for doubtful trade debts	40	74	-	-	-	-	114
Property, plant and equipment written off	2	2	-	_	-	_	4

#### Segment revenue by geographical regions

We have segmented our segment revenue by geographical regions based on the location of our customers except for site orders of booth accessories placed by customers for official trade shows, which are based on locations of the shows.

	Year ended 31	Dec 08	Year ended 31	Dec 07
Revenue	S\$'000	%	S\$'000	%
Singapore	77,397	40.7	61,042	41.8
Malaysia	16,174	8.5	25,174	17.3
Europe	22,542	11.8	14,889	10.2
Greater China	44,360	23.3	11,785	8.1
Indonesia	5,790	3.0	8,526	5.8
Middle East	9,096	4.8	5,535	3.8
United States & Canada	4,048	2.1	4,811	3.3
Vietnam	3,699	1.9	3,666	2.5
Rest of Asia	6,434	3.4	10,127	7.0
Others	1,014	0.5	353	0.2
	190,554	100.0	145,908	100.0

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

Revenue for FY2008 increased by S\$44.7 million to S\$190.6 million from S\$145.9 million for FY2007. All the operating divisions achieved growth in revenue and profit in FY2008.

The Exhibitions and Museums division accounted for the most significant share of the increase in segment revenue of \$\$39.9 million. This is mainly contributed by the growth in business experienced by the Singapore and Greater China operations. Segmental results also improved from \$\$5.2 million to \$\$7.1 million.

The Interiors division has achieved comparable revenue in for both FY2007 and FY2008. In terms of segments results, better cost efficiencies had led to a marked improvements from S\$6.4 million in FY2007 to S\$10.0 million in FY2008.

For the Research and Design division, the increase in segment results is due to higher revenue achieved for FY2008.

The segment result for the IMC division also increased due to higher revenue and margins.

#### 15. A breakdown of sales.

	Year ended 31 Dec 08 S\$'000	Year ended 31 Dec 07 \$\$'000	Change %
Sales reported for first half year	77,740	48,285	61.0
Operating profit after taxation for first half year	5,750	2,875	100.0
Sales reported for second half year	112,814	97,623	15.6
Operating profit after taxation for second half year	9,688	7,368	31.5

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

Total Annual Dividend (Refer to Para 16 of Appendix 7.2 for the required details)

	Latest Full Year (S\$'000)	Previous Full Year (S\$'000)
Ordinary Shares	6,656	2,479

17. Pursuant to Rule 1207(16), please provide the information required by Rule 907 in respect of any interested person transactions entered into during the financial period.

There was no interested person transaction, as defined in Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited, entered into by the Group or by the Company during the financial year ended 31 December 2008.

#### BY ORDER OF THE BOARD

Soh Siak Poh Benedict Executive Chairman 26/02/2009