


**BOUSTEAD SINGAPORE LIMITED**  
**AND ITS SUBSIDIARIES**



**ENGINEERING THE WORLD OF THE FUTURE**

ENERGY-RELATED ENGINEERING • WATER & WASTEWATER ENGINEERING • REAL ESTATE SOLUTIONS • GEO-SPATIAL TECHNOLOGY

**SGXNET ANNOUNCEMENT**  
UNAUDITED RESULTS FOR 3Q FY2009  
ENDED 31 DECEMBER 2008



## **Corporate Profile**

Established in 1828, the Group is a progressive global service provider of infrastructure-related engineering services and geo-spatial solutions. Focusing on the engineering and development of key infrastructure to support economic growth in the public and private sectors of developing nations, the Group's strong suite of Engineering Services comprises:

- Energy-Related Engineering;
- Water & Wastewater Engineering; and
- Real Estate Solutions.

Under the Group's Geo-Spatial Technology arm, it provides professional services and exclusively distributes ESRI geo-spatial technology – the world's leading geographic information systems and location intelligence solutions – to major markets across Australia and South East Asia. These solutions are essential to the effective planning, deployment and management of key infrastructure and resources in countries.

To date, the Group has undertaken infrastructure-related projects in 75 countries globally.

**BOUSTEAD SINGAPORE LIMITED**  
(Company Registration No. 197501036K)

**Unaudited Financial Statements for the Third Quarter 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.**

	Note	GROUP Third quarter ended			GROUP 9-month period ended		
		31.12.08 \$'000	31.12.07 \$'000	Inc/(Dcr) %	31.12.08 \$'000	31.12.07 \$'000	Inc/(Dcr) %
<b>Revenue</b>		114,646	106,921	7.2	325,192	313,100	3.9
Cost of sales		(85,322)	(75,671)	12.8	(229,672)	(221,236)	3.8
Gross profit		29,324	31,250	(6.2)	95,520	91,864	4.0
Other operating income	<b>1</b>	6,380	2,218	187.6	9,313	11,367	(18.1)
Selling and distribution expenses		(4,942)	(6,881)	(28.2)	(17,721)	(18,423)	(3.8)
Administrative expenses		(12,210)	(10,451)	16.8	(34,791)	(28,223)	23.3
Other operating expenses		(2,631)	(2,578)	2.1	(7,848)	(7,749)	1.3
Finance costs		(533)	(210)	153.8	(1,384)	(709)	95.2
Share of results from associates		(84)	(21)	300.0	(298)	(228)	30.7
<b>Profit before income tax</b>	<b>2</b>	15,304	13,327	14.8	42,791	47,899	(10.7)
Income tax expense	<b>3</b>	(4,113)	(4,561)	(9.8)	(13,267)	(9,929)	33.6
<b>Profit for the year</b>		11,191	8,766	27.7	29,524	37,970	(22.2)
Attributable to:							
Shareholders of the Company		10,245	7,308	40.2	25,413	33,285	(23.7)
Minority interests		946	1,458	(35.1)	4,111	4,685	(12.3)
		11,191	8,766	27.7	29,524	37,970	(22.2)

	GROUP		GROUP	
	Third quarter ended 31.12.08 \$'000	31.12.07 \$'000	9-month period ended 31.12.08 \$'000	31.12.07 \$'000
<u>Note 1: Other operating income</u>				
Interest income	546	1,000	2,243	2,863
Other rental income	279	620	1,271	1,503
Net foreign currency exchange adjustment gain	-	598	-	598
Gain on disposal of leasehold and investment properties	5,555	-	5,799	-
Gain on disposal of assets held for sale	-	-	-	6,403
	6,380	2,218	9,313	11,367
<u>Note 2 : The profit before income tax is arrived at after (charging)/ crediting the following:</u>				
Depreciation expense	(596)	(900)	(2,099)	(2,716)
Amortisation expense	(17)	(7)	(23)	(22)
(Loss)/Gain on disposal of property, plant and equipment	32	65	(4)	75
Allowance for doubtful receivables	-	(431)	-	(554)
Allowance for foreseeable loss	(1,884)	-	(2,891)	-
Net foreign currency exchange adjustment loss	(1,792)	-	(1,444)	-
Fair value adjustment on foreign exchange contracts	218	-	953	292
Gain on disposal of available-for-sale investments	-	-	28	-
<u>Note 3: Income tax</u>				
Over provision in prior years	28	26	244	2,119

The provision for income tax is made after taking into account non-deductible expenses and temporary differences and based on the statutory tax rates of the respective countries. For the current period, the Group's income tax expense varied from the amount of income tax expense determined by applying the Singapore income tax rate of 18% mainly due to certain expenses which are not deductible for tax purposes and overseas subsidiaries' profits which are subject to higher tax rates. There was a write-back of tax provision of a conservative amount of \$2.09 million for the 9-month period ended 31 December 2007 in respect of previous years.

**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.**

**Balance Sheets**

	Note	Group		Company	
		31.12.08 \$'000	31.3.08 \$'000	31.12.08 \$'000	31.3.08 \$'000
<b>ASSETS</b>					
<b>Current assets:</b>					
Cash and bank balances		159,524	165,285	26,719	31,712
Trade receivables		90,564	98,416	-	-
Other receivables and prepayments		19,631	17,515	6,672	24,032
Foreign exchange contracts		953	-	182	-
Loans to subsidiaries		-	-	19,245	16,635
Inventories		7,640	8,826	-	-
Properties held for sale		36,826	29,006	-	-
Contract work-in-progress		34,859	13,095	-	-
Total current assets		349,997	332,143	52,818	72,379
<b>Non-current assets:</b>					
Property, plant and equipment		26,934	25,586	-	-
Goodwill		51	51	-	-
Other intangible assets		95	118	30	30
Investments in associates		23,122	19,734	31,225	21,535
Investments in subsidiaries		-	-	76,552	67,355
Available-for-sale investments		5,235	5,223	-	7
Deferred tax assets		1,762	2,083	-	-
Total non-current assets		57,199	52,795	107,807	88,927
<b>Total assets</b>		<b>407,196</b>	<b>384,938</b>	<b>160,625</b>	<b>161,306</b>
<b>LIABILITIES AND EQUITY</b>					
<b>Current liabilities:</b>					
Bank loans and overdrafts	1(b)(ii)	2,066	5,758	-	-
Trade and other payables		181,249	154,068	415	589
Loans from subsidiaries		-	-	85,935	67,666
Contract work-in-progress		6,994	11,475	-	-
Income tax payable		24,798	26,549	-	-
Total current liabilities		215,107	197,850	86,350	68,255
<b>Non-current liabilities:</b>					
Long-term bank loans	1(b)(ii)	22,308	8,749	-	-
Pension liability		565	1,015	-	-
Deferred tax liabilities		293	112	-	-
Total non-current liabilities		23,166	9,876	-	-
<b>Equity attributable to shareholders of the Company</b>					
Share capital	1(d)(i)	72,791	72,125	72,791	72,125
Treasury shares		(1,012)	-	(1,012)	-
Accumulated profits		99,600	99,952	2,496	20,924
Other reserves	1(d)(i)	(16,106)	(7,299)	-	2
Equity attributable to shareholders of the Company		155,273	164,778	74,275	93,051
<b>Minority interests</b>					
		13,650	12,434	-	-
Total equity		168,923	177,212	74,275	93,051
<b>Total liabilities and equity</b>		<b>407,196</b>	<b>384,938</b>	<b>160,625</b>	<b>161,306</b>

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

Amount repayable in one year or less, or on demand

<b>As at 31.12.08 \$'000</b>		<b>As at 31.3.08 \$'000</b>	
Secured	Unsecured	Secured	Unsecured
1,943	123	3,178	2,580

Amount repayable after one year

<b>As at 31.12.08 \$'000</b>		<b>As at 31.3.08 \$'000</b>	
Secured	Unsecured	Secured	Unsecured
22,308	-	8,749	-

An amount of \$2,250,000 (31.3.08: \$3,155,000) is secured by way of a legal mortgage on an investment property of a subsidiary at 63 Ubi Ave 1, 6th and 7th floor (excluding unit #07-06 and #07-03) of Boustead House, Singapore.

An amount of \$11,800,000 (31.3.08: \$6,375,000) is secured by way of a legal mortgage on a leasehold property of a subsidiary at 12 Changi North Way, Singapore.

An amount of \$1,101,000 (31.3.08: \$2,397,000) is secured by way of a legal mortgage on a freehold and leasehold land and building of a subsidiary at Kompleks Kawasan, Sarana Terpadu, Jalan Raya Cikarang Desa, Pasir Gombang Kec. Lemah Abang, Bekasi 17750, Indonesia.

An amount of \$9,100,000 (31.3.08: \$nil) is secured by way of a legal mortgage on a leasehold property of a subsidiary at 85, Tuas South Avenue 1, Singapore.

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

	Group		Group	
	Third quarter ended 31.12.08	31.12.07	9-month period ended 31.12.08	31.12.07
	\$'000	\$'000	\$'000	\$'000
<b>Cash flows from operating activities:</b>				
Profit before income tax	15,304	13,327	42,791	47,899
Adjustments for:				
Depreciation expense	596	900	2,099	2,716
Amortisation expense	17	7	23	22
Loss/(gain) on disposal of property, plant and equipment	(32)	(65)	4	(75)
Gain on disposal of leasehold and investment properties	(5,555)	-	(5,799)	-
Share of results from associates	84	21	298	228
Fair value adjustment on foreign exchange contracts	(218)	-	(953)	(292)
Allowance for foreseeable loss	1,884	-	2,891	-
Gain on disposal of available-for-sale investments	-	-	(28)	-
Gain on disposal of assets held for sale	-	-	-	(6,403)
Share option expense	-	(37)	-	38
Interest expense	533	210	1,384	709
Interest income	(546)	(1,000)	(2,243)	(2,863)
Operating cash flows before changes in working capital	12,067	13,363	40,467	41,979
Decrease/(Increase) in receivables	19,583	(19,542)	5,736	(52,302)
(Increase)/Decrease in inventories and contract work-in-progress	(7,732)	13,952	(25,985)	(8,535)
Increase in properties held for sale	(378)	(13,579)	(7,820)	(8,364)
Increase in payables	7,035	1,539	27,504	41,697
Cash generated from/(used in) operations	30,575	(4,267)	39,902	14,475
Interest income received	546	1,000	2,243	2,863
Interest expense paid	(533)	(210)	(1,384)	(709)
Income tax paid	(4,941)	(2,253)	(14,432)	(10,955)
<b>Net cash from/(used in) operating activities</b>	<b>25,647</b>	<b>(5,730)</b>	<b>26,329</b>	<b>5,674</b>
<b>Cash flows from investing activities:</b>				
Acquisition of shares from minority shareholders	(1,821)	-	(2,568)	(2,226)
Additional investments in associated companies	-	-	(3,394)	-
Additional loan to associated company	-	-	(6,296)	-
Purchase of property, plant and equipment	(1,200)	(1,752)	(9,907)	(3,952)
Proceeds from the disposal of property, plant and equipment	8,212	4,335	8,887	4,345
Proceeds from the disposal of available-for-sale investments	-	-	33	-
Purchase of available-for-sale investments	(17)	(837)	(17)	(868)
Unrealised profit on construction of properties for associated companies	797	-	5,920	-
Net cash inflow on disposal of assets held for sale	-	-	-	10,171
<b>Net cash (used in)/from investing activities</b>	<b>5,971</b>	<b>1,746</b>	<b>(7,342)</b>	<b>7,470</b>
<b>Cash flows from financing activities:</b>				
Net proceeds from issue of shares of the company	-	153	666	956
Repurchase of shares	(1,012)	-	(1,012)	-
Proceeds from long-term bank loans	14,775	-	14,775	-
Repayment of short-term bank loans	(970)	(163)	(2,417)	(172)
Repayment of long-term bank loans	(172)	(568)	(1,216)	(1,337)
Payment of dividends to minority interests	(210)	(667)	(1,563)	(1,578)
Decrease in pledged fixed deposits	-	-	-	930
Dividends paid	(7,714)	(7,679)	(25,765)	(17,119)
<b>Net cash (used in)/from financing activities</b>	<b>4,697</b>	<b>(8,924)</b>	<b>(16,532)</b>	<b>(18,320)</b>
Net increase/(decrease) in cash and cash equivalents	36,315	(12,908)	2,455	(5,176)
Cash and cash equivalents at beginning of period	127,410	127,449	163,066	119,370
Effect of foreign exchange rate changes	(5,144)	(2,861)	(6,940)	(2,514)
Cash and cash equivalents at end of period	158,581	111,680	158,581	111,680

**Notes to the consolidated cash flow statement:**

**(a) Disposal of assets held for sale**

Assets held for sale	-	-	-	5,963
Liabilities associated with assets held for sale	-	-	-	(1,810)
	-	-	-	4,153
Release of investments revaluation reserve	-	-	-	(146)
Minority interests	-	-	-	(474)
Gain on disposal	-	-	-	6,403
Consideration	-	-	-	9,936
Net bank overdrafts disposed	-	-	-	235
Net cash inflow on disposal of assets held for sale	-	-	-	10,171

**(b) Cash and cash equivalents**

Cash at bank	65,848	26,359	65,848	26,359
Short-term deposits	93,676	85,335	93,676	85,335
Bank overdrafts	(943)	(14)	(943)	(14)
Cash and cash equivalents at end of period	158,581	111,680	158,581	111,680

	Group		Group	
	Third quarter ended 31.12.08	31.12.07	9-month period ended 31.12.08	31.12.07
	\$'000	\$'000	\$'000	\$'000
Assets held for sale	-	-	-	5,963
Liabilities associated with assets held for sale	-	-	-	(1,810)
	-	-	-	4,153
Release of investments revaluation reserve	-	-	-	(146)
Minority interests	-	-	-	(474)
Gain on disposal	-	-	-	6,403
Consideration	-	-	-	9,936
Net bank overdrafts disposed	-	-	-	235
Net cash inflow on disposal of assets held for sale	-	-	-	10,171
	65,848	26,359	65,848	26,359
Short-term deposits	93,676	85,335	93,676	85,335
Bank overdrafts	(943)	(14)	(943)	(14)
Cash and cash equivalents at end of period	158,581	111,680	158,581	111,680



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.

	(-----Other reserves-----)							Equity attributable to shareholders of the company	Minority Interests	Total
	Share capital	Treasury shares	Accumulated profits	Investments revaluation reserve	Capital reserve	Foreign currency translation reserve	Subtotal			
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>GROUP - 2008</b>										
Balance at 1 April 2008	72,125	-	99,952	2	(1,862)	(5,439)	(7,299)	164,778	12,434	177,212
Exchange differences arising during the period	-	-	-	-	-	(1,951)	(1,951)	(1,951)	(336)	(2,287)
Net loss recognised directly in equity	-	-	-	-	-	(1,951)	(1,951)	(1,951)	(336)	(2,287)
Net profit for the period	-	-	15,168	-	-	-	-	15,168	3,165	18,333
Total recognised income/(loss) for the period	-	-	15,168	-	-	(1,951)	(1,951)	13,217	2,829	16,046
Acquisition of minority interests	-	-	-	-	(119)	-	(119)	(119)	(628)	(747)
Minority share of net dividends from subsidiaries	-	-	-	-	-	-	-	-	(790)	(790)
Dividends	-	-	(18,051)	-	-	-	-	(18,051)	-	(18,051)
Disposal of available-for-sale investments	-	-	-	(2)	-	-	(2)	(2)	-	(2)
Issue of shares	666	-	-	-	-	-	-	666	-	666
Balance at 30 September 2008	72,791	-	97,069	-	(1,981)	(7,390)	(9,371)	160,489	13,845	174,334
Exchange differences arising during the period	-	-	-	-	-	(5,355)	(5,355)	(5,355)	(700)	(6,055)
Net loss recognised directly in equity	-	-	-	-	-	(5,355)	(5,355)	(5,355)	(700)	(6,055)
Net profit for the period	-	-	10,245	-	-	-	-	10,245	946	11,191
Total recognised income/(loss) for the period	-	-	10,245	-	-	(5,355)	(5,355)	4,890	246	5,136
Acquisition of minority interests	-	-	-	-	(1,380)	-	(1,380)	(1,380)	(441)	(1,821)
Dividends	-	-	(7,714)	-	-	-	-	(7,714)	-	(7,714)
Repurchase of shares	-	(1,012)	-	-	-	-	-	(1,012)	-	(1,012)
Balance at 31 December 2008	72,791	(1,012)	99,600	-	(3,361)	(12,745)	(16,106)	155,273	13,650	168,923

	(-----Other reserves-----)						Subtotal \$'000	Equity attributable to shareholders of the company \$'000	Minority Interests \$'000	Total \$'000
	Share capital \$'000	Accumulated profits \$'000	Investments revaluation reserve \$'000	Share option reserve \$'000	Capital reserve \$'000	Foreign currency translation reserve \$'000				
<b>GROUP - 2007</b>										
Balance at 1 April 2007	71,019	66,844	148	113	-	(3,282)	(3,021)	134,842	18,277	153,119
Exchange differences arising during the period	-	-	-	-	-	494	494	494	(308)	186
Net income/(loss) recognised directly in equity	-	-	-	-	-	494	494	494	(308)	186
Net profit for the period	-	25,977	-	-	-	-	-	25,977	3,227	29,204
Total recognised income for the period	-	25,977	-	-	-	494	494	26,471	2,919	29,390
Acquisition of minority interests	-	-	-	-	(1,862)	-	(1,862)	(1,862)	(364)	(2,226)
Minority share of net dividends from subsidiaries	-	-	-	-	-	-	-	-	(845)	(845)
Dividends	-	(9,440)	-	-	-	-	-	(9,440)	-	(9,440)
Disposal of assets held for sale	-	-	(146)	-	-	-	(146)	(146)	(474)	(620)
Share option expense	-	-	-	75	-	-	75	75	-	75
Issue of shares	803	-	-	-	-	-	-	803	-	803
Balance at 30 September 2007	71,822	83,381	2	188	(1,862)	(2,788)	(4,460)	150,743	19,513	170,256
Exchange differences arising during the period	-	-	-	-	-	(2,058)	(2,058)	(2,058)	(723)	(2,781)
Net loss recognised directly in equity	-	-	-	-	-	(2,058)	(2,058)	(2,058)	(723)	(2,781)
Net profit for the period	-	7,308	-	-	-	-	-	7,308	1,458	8,766
Total recognised income/(loss) for the period	-	7,308	-	-	-	(2,058)	(2,058)	5,250	735	5,985
Dividends	-	(7,679)	-	-	-	-	-	(7,679)	-	(7,679)
Share option expense	-	-	-	(37)	-	-	(37)	(37)	-	(37)
Issue of shares	153	-	-	-	-	-	-	153	-	153
Balance at 31 December 2007	71,975	83,010	2	151	(1,862)	(4,846)	(6,555)	148,430	20,248	168,678

	Share capital \$'000	Treasury Shares \$'000	Accumulated profits \$'000	(-----Other reserves-----) Investments revaluation reserve \$'000	Subtotal \$'000	Total \$'000
<b>COMPANY - 2008</b>						
Balance at 1 April 2008	72,125	-	20,924	2	2	93,051
Net profit for the period	-	-	7,741	-	-	7,741
Total recognised income for the period	-	-	7,741	-	-	7,741
Dividends	-	-	(18,051)	-	-	(18,051)
Disposal of available-for-sale investments	-	-	-	(2)	(2)	(2)
Issue of shares	666	-	-	-	-	666
Balance at 30 September 2008	72,791	-	10,614	-	-	83,405
Net loss for the period	-	-	(404)	-	-	(404)
Total recognised loss for the period	-	-	(404)	-	-	(404)
Dividends	-	-	(7,714)	-	-	(7,714)
Repurchase of shares	-	(1,012)	-	-	-	(1,012)
Balance at 31 December 2008	72,791	(1,012)	2,496	-	-	74,275

	(-----Other reserves-----)					Total \$'000
	Share capital \$'000	Accumulated profits \$'000	Investments revaluation reserve \$'000	Share option reserves \$'000	Subtotal \$'000	
<b>COMPANY - 2007</b>						
Balance at 1 April 2007	71,019	11,818	2	113	115	82,952
Net profit for the period	-	7,187	-	-	-	7,187
Total recognised income for the period	-	7,187	-	-	-	7,187
Dividends	-	(9,440)	-	-	-	(9,440)
Share option expense	-	-	-	75	75	75
Issue of shares	803	-	-	-	-	803
Balance at 30 September 2007	71,822	9,565	2	188	190	81,577
Net profit for the period	-	191	-	-	-	191
Total recognised income for the period	-	191	-	-	-	191
Dividends	-	(7,679)	-	-	-	(7,679)
Share option expense	-	-	-	(37)	(37)	(37)
Issue of shares	153	-	-	-	-	153
Balance at 31 December 2007	71,975	2,077	2	151	153	74,205

**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.**

During the period, the issued and paid up capital of the Company (excluding treasury shares) decreased from 515,745,524 ordinary shares to 514,245,524 ordinary shares. This resulted from the repurchase of a total of 1,500,000 ordinary shares pursuant to the Share Buy-Back Mandate approved at the Extraordinary General Meeting of the Company held on 30 July 2008. The shares were repurchased by way of market acquisitions and were held as treasury shares. As at 31 December 2008, there were a total of 1,500,000 treasury shares.

As at 31 December 2008, there were unexercised options of 2,000,584 (31.12.07: 5,970,584, after adjustment for the share split of each ordinary share into two ordinary shares effected on 21 August 2008) of unissued ordinary shares under the Boustead Share Option Scheme 2001.

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

	<b>As at 31.12.08</b>	<b>As at 31.3.08 *</b>
Total number of issued shares (excluding treasury shares)	514,245,524	511,955,524

\* Comparative figures for number of issued shares have been adjusted for the share split of each ordinary share into two ordinary shares effected on 21 August 2008.

**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.**

Not applicable.

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

The figures have not been audited or reviewed.

**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 same accounting policies and methods of computation as in the most recently audited annual financial statements have been applied.

**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		GROUP	
	Third quarter ended 31.12.08	31.12.07	9-month period ended 31.12.08	31.12.07
Earnings per ordinary share for the period after deducting any provision for preference dividends:-				
(i) Based on weighted average number of ordinary shares in issue (¢)	2.0	1.4	4.9	6.5
(ii) On a fully diluted basis (¢)	2.0	1.4	4.9	6.4
Weighted average number of ordinary shares in issue:				
Basic (*)	514,245,524	511,888,857	514,648,857	511,320,681
Fully diluted basis (*) & (**)	515,243,040	516,822,910	515,646,373	516,254,734

\* The basic earnings per share is computed based on the weighted average number of ordinary shares in issue. Comparative figures for number of issued shares have been adjusted for the share split of each ordinary share into two ordinary shares effected on 21 August 2008.

\*\* The fully diluted earnings per share is computed based on the weighted average number of ordinary shares in issue adjusted for the effects of all potential dilutive ordinary shares.

**7. Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the current financial period reported on and immediately preceding financial year.**

	Group		Company	
	31.12.08	31.3.08 *	31.12.08	31.3.08 *
Net asset value per ordinary share based on issued share capital as at the end of the period reported on (¢)	30 **	32	14	18
Number of issued share capital as at the end of the period reported on	514,245,524	511,955,524	514,245,524	511,955,524

\* Comparative figures for number of issued shares have been adjusted for the share split of each ordinary share into two ordinary shares effected on 21 August 2008.

\*\* Decline in net asset value per ordinary share is mainly due to payment of dividends and foreign currency translation losses.

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.

### Overview

For 3Q FY2009 ended 31 December 2008, the Group achieved revenue of \$114.7 million and net profit attributable to shareholders of \$10.2 million, an increase of 7.2% and 40.2% respectively over 3Q FY2008.

The 3Q FY2009 financial results lifted revenue to \$325.2 million and net profit attributable to shareholders to \$25.4 million for 9M FY2009.

### Segment Revenue

Segment	3Q FY2009	3Q FY2008	Change %	9M FY2009	9M FY2008	Change %
	\$m	\$m		\$m	\$m	
Engineering Services	99.4	89.0	+11.7	267.7	261.0	+2.6
Geo-Spatial Technology	14.3	16.8	-14.9	54.6	48.8	+11.9
Investment Activities	1.0	1.1	-9.1	2.9	3.3	-12.1
Group Total	114.7	106.9	+7.2	325.2	313.1	+3.9

Driving the Group's growth in 3Q FY2009, Engineering Services revenue grew by 11.7% to \$99.4 million. Geo-Spatial Technology revenue decreased by 14.9% to \$14.3 million.

### Engineering Services Revenue

Division	3Q FY2009	3Q FY2008	Change %	9M FY2009	9M FY2008	Change %
	\$m	\$m		\$m	\$m	
Energy-Related Engineering	33.4	39.0	-14.4	106.6	104.7	+1.8
Water & Wastewater Engineering	6.8	8.8	-22.7	23.7	24.8	-4.4
Real Estate Solutions	59.2	41.2	+43.7	137.4	131.5	+4.5
Engineering Total	99.4	89.0	+11.7	267.7	261.0	+2.6

A review of the 3Q FY2009 revenue performance for each division of Engineering Services is provided below.

Revenue from the Energy-Related Engineering Division decreased 14.4% to \$33.4 million. Major projects undertaken by the downstream and upstream oil & gas business units (i.e. Boustead International Heaters, Boustead Controls & Electrics) progressed as anticipated. However, the British pound's significant decline against the Singapore dollar eroded revenue from the downstream oil & gas business unit. The solid waste energy recovery business unit (i.e. Boustead Maxitherm Energy) performed slightly below expectations due to the weak global economic climate.

The Water & Wastewater Engineering Division (i.e. Boustead Salcon) registered revenue of \$6.8 million, down 22.7%. Revenue declined amidst slower revenue recognition on existing projects. In addition, the \$175 million joint venture water infrastructure project in Libya has not contributed to the Group as yet, with expected contribution commencing only in late 4Q FY2009.

The Real Estate Solutions Division produced an improved performance in 3Q FY2009, achieving revenue growth of 43.7% to \$59.2 million. The division's growth was underpinned by the strong performance of the industrial real estate solutions business unit (i.e. Boustead Projects), which completed several major industrial facilities including StarHub Green, a 41,200 m<sup>2</sup> high-tech development. The \$200 million sale of StarHub Green by the Group's associate will be completed in late 4Q FY2009. In Libya, revenue from the new township business unit (i.e. Boustead Infrastructures) has progressively increased as anticipated but will not achieve peak levels until midway into FY2010.

### **Geo-Spatial Technology Revenue**

Geo-Spatial Technology registered a 14.9% decline in revenue to \$14.3 million in 3Q FY2009. Although the Australian business unit continued to perform well, revenue was impacted by the Australian dollar's significant decline against the Singapore dollar.

### **Profitability**

For 3Q FY2009 and 9M FY2009, "Gross profit" decreased by 6.2% to \$29.3 million and rose by 4.0% to \$95.5 million respectively. The gross profit margin remained consistent from 9M FY2008 to 9M FY2009 at 29.4%. Included in cost of sales is a provision for foreseeable loss of \$1.9 million and \$2.9 million for 3Q FY2009 and 9M FY2009 respectively, in relation to a project in Vietnam.

Overhead expenses stayed at approximately the same level in 3Q FY2009, as compared to 3Q FY2008. However, overhead expenses increased by 11.0% in 9M FY2009, in line with the Group's expansion of core engineering teams. With the weakening of the Australian and United States dollars, despite hedging, the Group has suffered net foreign currency exchange adjustment losses of \$1.8 million and \$1.4 million in 3Q FY2009 and 9M FY2009 respectively.

For 3Q FY2009 and 9M FY2009, the Group achieved net profit attributable to shareholders of \$10.2 million and \$25.4 million respectively. On a comparative basis between 9M FY2008 and 9M FY2009, after adjusting for all industrial leasehold facility sales, property sales and the writeback of a tax provision, net profit attributable to shareholders increased by 4.8% in 9M FY2009.

### **Cash Flow & Balance Sheets**

For 3Q FY2009, cash and cash equivalents increased by \$36.3 million. Net cash inflows from operating activities and investing activities were \$24.9 million and \$6.0 million respectively. During the period, long-term bank loans of \$14.8 million were secured to finance two industrial leasehold facilities. In addition, dividends of \$7.7 million were paid to the Group's shareholders.

The Group's Balance Sheet remains strong with \$407.2 million in "Total assets", of which \$159.5 million is in "Cash and bank balances". The Group maintains a healthy net cash position of \$135.2 million (i.e. net of all bank borrowings) as at the end of 9M FY2009.



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

None.

**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.**

As stated in the Group's 2Q FY2009 financial results announcement, global demand for the Group's infrastructure-related engineering services and geo-spatial technology has softened in the short-term. In addition, negotiations for potential contracts are taking longer to complete.

Although the Group remains cautiously confident of tackling the challenges ahead, it expects the next twelve months to be challenging. The Group's net cash position of \$135.2 million is set to strengthen further with strong net cash inflows expected from operating activities.

Despite the fall in global oil prices to below US\$45 per barrel, the Energy-Related Engineering Division recently secured \$64 million in contracts from the oil & gas and power industries globally. With material prices falling in tandem with global oil prices, it is hoped that there will be renewed interest by clients to revive previously stalled long-term strategic energy initiatives.

With the \$175 million joint venture water infrastructure project in Libya set to commence contribution only in late 4Q FY2009, it is unlikely that the Water & Wastewater Engineering Division will make its full turnaround in FY2009. However, the division is envisaged to significantly improve on its financial position as compared to FY2008. The division continues to build upon its business development and R&D efforts to sustain future growth.

The Real Estate Solutions Division is expected to perform well for the remainder of FY2009. At present, the division is committed to building the order book for FY2010 and beyond.

Geo-Spatial Technology is expected to continue its steady growth in Australia and South East Asia. Despite the weak global economic climate, government demand for geo-spatial and location intelligence solutions remains strong.

The Group expects results in FY2009 to improve on its record performance of FY2008. With an order book in excess of \$670 million and barring further significant deterioration in the global economy, the Group anticipates making steady progress in the next twelve months.

**11. Dividend**

**(a) Current Financial Period Reported On**

Any dividend declared for the current financial period reported on? No.

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

Any dividend declared for the corresponding period of the immediately preceding financial year? No.

**(c) Date payable**

Not applicable.

**(d) Books closure date**

Not applicable.

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

The Group declares dividend only bi-annually (mid-year and year-end) as a policy and for efficiency.

**13. Confirmation by the Board**

We, Wong Fong Fui and Loh Kai Keong, being two directors of Boustead Singapore Limited (the "Company"), do hereby confirm on behalf of the directors of the Company that, to the best of their knowledge, nothing has come to the attention of the board of directors of the Company which may render the third quarter and 9-month period ended 31 December 2008 financial results to be false or misleading.

On behalf of the board of directors

WONG FONG FUI  
Chairman

LOH KAI KEONG  
Director

13 February 2009