## TUNG LOK RESTAURANTS (2000) LTD

#### Financial Statement And Dividend Announcement for 6 Months Period Ended 30/09/11

This announcement has been reviewed by the Company's sponsor, KW Capital Pte Ltd, for the compliance with the relevant rules of the Exchange. The Company's Sponsor has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this announcement, including the correctness of any of the statement or opinions made or reports contained in this announcement.

The details of the contact person for the Sponsor is:-

Name: Mr Thomas Lam (Registered Professional, KW Capital Pte Ltd) Address: 80 Raffles Place, # 25-01, UOB Plaza 1, Singapore 048624.

Tel: 6238 3377.

## PART 1 – INFORMATION REQUIRED FOR ANNOUNCEMENT OF HALF YEAR RESULT

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

	FY 2012 Apr 11-Sep 11 \$'000	FY 2011 Apr 10-Sep 10 \$'000	Increase/ (Decrease) %
Revenue	42,279	44,335	(5)
Cost of sales	(12,491)	(14,066)	(11)
Gross profit Gross profit margin	29,788 [70.50%]	30,269 [68.3%]	(2)
Other operating income Administrative expenses Other operating expenses Share of profit(loss) of joint ventures Share of (loss)profit of associates	398 (14,218) (16,499) 264 (233)	464 (14,082) (15,999) (69)	(14) 1 3 - (266)
Finance costs	(134)	(169)	(21)
(Loss)profit before tax Income tax expense (Loss)profit for the period	(634) 73 (561)	554 (281) 273	(214)
Attributable to:			
Equity holders of the company Minority interests	(468) (93) (561)	322 (49) 273	(245) 90 (305)

#### Additional information for Income Statement above:

#### Group

	FY 2012	FY 2011	<u>Note</u>	
	Apr 11-Sep 11	Apr 10-Sep 10		
	\$'000	\$'000		
Other income including interest income	398	464	1	
Interest on borrowings	(134)	(169)	2	
Depreciation	(1,619)	(1,784)	3	
Reversal of bad debts written off	-	41		
Amortisation of intangible assets	(10)	(10)		
Loss on disposal of property, plant and equipment	(19)	(33)	4	
Impairment of property, plant and equipment	-	(27)		
Provision for diminution on investment	(6)	-		

## NOTE: EXPLANATION OF THE FIRST HALF FINANCIAL YEAR 2012(1HFY12) VS FIRST HALF FINANCIAL YEAR 2011(1HFY11)

- 1. Lower other income in the 1HFY12 was due mainly to reduction of government subsidies offset by increase in income generated by event management.
- 2. Reduction in interest on borrowings was due to repayment of loan.
- Reduction in Depreciation of S\$0.17m, as compared to 1HFY11 was due mainly to lower depreciation from subsidiaries whose assets were impaired in 2H FY11.
- 4. Loss on disposal of property, plant and equipment was due to restaurant closure.

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

	FY 2012	FY 2011
	Apr 11-Sep 11	Apr 10-Sep 10
	\$'000	\$'000
(Loss)profit for the period	(561)	273
Exchange differences on translation of the financial		
statements of foreign entities (net)	(36)	85
_	(597)	358
Attributed to:		
Equity holders of the company	(504)	409
Minority interest	(93)	(51)
_	(597)	358

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.

	Gro	oup		Company		
	30 Sep 11	31 Mar 11	Note	30 Sep 11	31 Mar 11	Note
	\$'000	\$'000		\$'000	\$'000	
<u>ASSETS</u>						
Current assets:						
Cash and bank balances	15,427	18,403	1	59	172	
Trade receivables	2,319	1,068	2	-	-	
Other receivables and prepayments	890	894		1,082	2,776	3
Inventories	2,122	2,102			-	-
Total current assets	20,758	22,467		1,141	2,948	-
Non-current assets:						
Long-term security deposits	2,072	1,931		-	-	
Trade receivables - non-current	94	94		-	-	
Other receivables - non-current	134	134		-	-	
Advances to a subsidiaries	-	-		1,920	1,520	4
Subsidiaries	-	-		3,209	3,209	
Joint ventures	-	-		75	75	
Associates	679	891	5	-	-	
Other intangible asset	2	12		-	-	
Property, plant and equipment	12,128	12,103			-	-
Total non-current assets	15,109	15,165		5,204	4,804	-
Total assets	35,867	37,632	:	6,345	7,752	Ē
LIABILITIES AND EQUITY						
Current liabilities:						
Trade payables	5,700	7,063	6	-	-	
Other payables	12,233	11,795	7	6,496	5,986	8
Current portion of finance leases	171	262	9a	-	-	
Bank loans	2,374	1,993	10a	-	-	
Income tax payable	286	723	11		-	<u>-</u>
Total current liabilities	20,764	21,836		6,496	5,986	-
Non-current liabilities:						
Other payables-non current	404	490	12	-	-	
Finance leases	201	239	9b	-	-	
Long-term loans	4,429	4,016	10b	-	-	
Deferred tax liabilities	483	629	13	-	-	

Total non-current liabilities	5,517	5,374		-	-
Total Liabilities	26,281	27,210		6,496	5,986
Capital and reserves:					
Share capital	10,270	10,270		10,270	10,270
Currency translation deficit	(70)	(34)		-	-
Retained losses	(1,541)	(373)		(10,421)	(8,504)
Equity attributable to equity holders of the company	8,659	9,863		(151)	1,766
Minority interests	927	559	14	-	
Total equity	9,586	10,422		(151)	1,766
Total liabilities and equity	35,867	37,632		6,345	7,752

#### NOTE: EXPLANATION OF THE FIRST HALF FINANCIAL YEAR 2012 (1HFY12) VS FINANCIAL YEAR 2011 (FY11)

- 1. Reduced Cash and Bank Balance due mainly to lower revenue and investment in plant and machinery in 1HFY12.
- 2. Trade Receivables increased by S\$1.3m in the 1HFY12 was due to billing for catering event and mooncake sales.
- 3. Reduced in Other Receivables and Prepayment at the Company level was due to dividend payment received from a subsidiary.
- 4. Increase was due mainly to increase in net advance to subsidiaries for investment.
- 5. Decrease was due mainly to share of loss from associates in the 1HFY12.
- 6. Trade Payables decreased due mainly to reduction in purchases.
- 7. Increase in Other Payables was due mainly to capital expenditure incurred by new outlets and borrowings from a minority shareholder of a new subsidiary.
- 8. Increase was due to borrowing from a subsidiary for investment and working capital.
- 9(a) & (b) Decrease in Finance Leases in 1HFY2012 was due mainly to payment of installments.
- 10(a) & (b) Increase in Bank Loans and Long Term Loan in 1HFY12 was due to additional bank loan of S\$2.0m offset by repayment of loan of S\$1.2m.
- 11. Reduction in tax provision was due mainly to payment of tax accrued in FY11.
- 12. Decrease was due to repayment of loan.
- 13. Reduction in Deferred Tax due to adjustment of deferred tax provision.
- 14. Increase in Minority Interest was due mainly to contribution of share capital from a minority shareholder of a new subsidiary.

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:

## 1(b)(ii) Amount repayable in one year or less, or on demand

As at 30/09	9/2011	As at 31/03/	2011
Secured	Unsecured	Secured	Unsecured
\$ 2,545,000	\$0	\$ 2,255,000	\$0

## 1(b)(ii) Amount repayable after one year

As at 30/09	/2011	As at 31/03/	2011
Secured	Unsecured	Secured	Unsecured
\$4,630,000	\$0	\$4,255,000	\$0

Details of any collateral

- 1. Mortgage of No 20, Bukit Batok Crescent #11-05,06,07,08,09, and 18 Enterprise Centre, Singapore 658080
- 2. Kitchen equipment, Furniture & Motor Vehicles under finance lease.

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

	Apr 11-Sep 11 \$'000	Apr 10-Sep 10 \$'000	Note
Cash flows from operating activities:			
(Loss)profit before tax Adjustments for:	(634)	554	
Share of (profit)loss of joint ventures	(264)	69	
Share of loss(profit) of associates	233	(140)	
Depreciation of property, plant and equipment	1,619	1,784	
Loss on disposal of property, plant and equipment	19	33	
Interest income	(10)	(14)	
Interest expense	134	169	
Amortisation of franchise	10	10	
Provision for diminution on investment	6	-	
Impairment of property, plant and equipment	-	27	
Bad debts	-	(41)	
Operating cash flows before movements in working capital (a)	1,113	2,451	1
Trade receivables	(1,251)	(704)	
Other receivables and prepayments	(2)	(362)	
Inventories	(20)	88	
Long-term security deposits	(141)	(137)	
Trade payables	(1,363)	(99)	

Other payables(A)		189	(756)	
Movements in working capital	(b)	(2,588)	(1,970)	2
Cash from operations	(a)+(b)	(1,475)	481	
Interest paid		(134)	(169)	
Income tax paid		(511)	(210)	3
Net cash from (used in) operating activities		(2,120)	102	
Cash flows from investing activities:				
Acquisition of equity interest in an associate		-	(375)	
Acquisition of available-for-sales investment		-	(200)	
Proceed from disposal of property, plant and equipment		-	40	
Purchase of property, plant and equipment (A)		(1,974)	(2,091)	
Interest received		10	14	
Net cash used in investing activities		(1,964)	(2,612)	4
Cash flows from financing activities:				
Dividend paid		(700)	-	
Loan from minority shareholder		735	350	
Payment to non-controlling shareholders of subsidiary		(29)	-	
Receipt from minority shareholders of subsidiaries		490	-	
Proceed from bank loans		2,000	1,500	
Repayment of bank loans		(1,204)	(1,156)	
Repayment of obligations under finance leases		(130)	(135)	
Net cash from financing activities		1,162	559	5
Net decrease in cash and cash equivalents		(2,922)	(1,951)	
Effect of foreign exchange rate changes		(54)	42	
Cash and cash equivalents at beginning of period		18,403	16,174	
Cash and cash equivalents at end of period		15,427	14,265	

A. During the period, the group acquired property, plant and equipment with an aggregate cost of S\$1,666,000 (2011:S\$1,476,000), of which S\$27,000 (2011:S\$Nil) was acquired under finance leases arrangement and \$582,000 (2011:S\$ 917,000) remain unpaid as at 30 September 2011. Cash payment of S\$1,974,000 (2011:S\$2,091,000) were made to purchase of property, plant and equipment.

#### Note:

- 1. Decrease in cashflow before movements in working capital in 1HFY12 was due to lower revenue.
- 2. Increase in working capital changes was due to financing of trade receivables and lower purchases.
- 3. Higher income tax payment due in FY12.
- 4. Net cashflow used in investing activities decreased by S\$0.6m due mainly to no investment in associates in 1HFY12.
- 5. Net cashflow from financing activities increased to S\$1.2m in 1HFY12, as compared to previous period of S\$0.6m, due to net borrowings and loan from minority interest of a new subsidiary.

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.

	Share capital	Currency translation deficit	Accumulated losses	GROUP Attributable to equity holders of the parent	Non-controlling interests	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at 1 April, 2010	10,270	(122)	(4,433)	5,715	1,034	6,749
Total comprehensive income for the period		87	322	409	(51)	358
Balance at 30 September, 2010	10,270	(35)	(4,111)	6,124	983	7,107
Balance at 1 April, 2011 Payment to non-controlling shareholders of subsidiary Issue of shares to minority shareholders of subsidiary	10,270 - -	(34)	(373)	9,863 - -	559 (29) 490	10,422 (29) 490
Total comprehensive income for the period	-	(36)	(468)	(504)	(93)	(597)
Dividend paid		-	(700)	(700)	-	(700)
Balance at 30 September, 2011	10,270	(70)	(1,541)	8,659	927	9,586
	Share capital	Currency translation	Co Accumulated losses	OMPANY Attributable to equity holders	Non-controlling interests	Total
	фіооо	deficit	фіооо	of the parent	41000	<b>Φ1000</b>
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at 1 April, 2010	10,270	-	(9,586)	684	-	684
Total comprehensive income for the period		-	(325)	(325)		(325)
Balance at 30 September, 2010	10,270	-	(9,911)	359	-	359
Balance at 1 April, 2011	10,270	-	(8,504)	1,766	-	1,766
Dividend paid	-	-	(700)	(700)	-	(700)
Total comprehensive income for the period			(1,217)	(1,217)	-	(1,217)
D   100 0   1 0011	10.070		(40.404)	(4.54)		(4.54)

10,270

Balance at 30 September, 2011

(10,421)

(151)

(151)

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

There is no change to the Company's share capital since the end of the previous period reported on. There are no outstanding convertibles and treasury shares.

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

	30 Sept 2011	31 Mar 2011
The total number of issued shares		
excluding treasury shares	140,000,000	140,000,000

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 on.

N.A.

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

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

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

N.A.

4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.

Except as disclosed in section 5 below, the group has applied the same accounting policies and methods of computation as in the most recently 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.

The group has adopted all the new and revised Singapore Financial Reporting Standards (FRS) and interpretation of FRS ("INT FRS") that are relevant to its operation and effective for annual period beginning on or after April 1, 2010. Consequential amendments were also made to various standards as a result of these new and revised standards. The following new or amended FRS and INT FRS are relevant to the group:

Improvements to Financial Reporting Standards (issued in October 2010) FRS 24 - Related Party Disclosures (Revised)

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

FY 2012 FY 2011 Apr 11 - Sep 11 Apr 10 - Sep 10

Earnings(loss) per ordinary share for the period after deducting any provision for preference dividends:

(a) Based on the weighted average number of ordinary shares on issue 0.23 cent 0.23 cent

(b) On a fully diluted basis NA NA

- 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.

the period reported on

(b) ininiculately proceeding initialicial year.			
	Group		
	30 Sep 11	31 Mar 11	
Net asset value per ordinary share based on the total number of issued shares excluding treasury shares as at the end of the period reported on	6.19 cents	7.05 cents	
	Company		
	30 Sep 11	31 Mar 11	
Net asset value per ordinary share based on the total number of issued shares excluding treasury shares as at the end of	(0.11) cents	1.26 cents	

- 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.
  - a) Revenue for the first half of financial year ended 31 March 2012 ("1HFY12") declined by S\$2.0m (5%) to S\$42.3m compared to S\$44.3m for the first half of financial year ended 31 March 2011 ("1HFY11"), mainly due to lower sales volume. However, Gross Profit Margin % improved compared to 1HFY11.

<u>Other operating income</u> reduced by S\$0.1m (14%) to S\$0.4m in 1HFY12 compared to S\$0.5m in 1HFY11 due mainly to reduction in government subsidies.

<u>Administrative expenses</u> increased marginally by S\$0.1m (1%) to S\$14.2m in 1HFY12 compared to S\$14.1m in 1HFY11 due mainly to increase in manpower costs from new outlets.

<u>Other operating expenses</u> increased by S\$0.5m (3%) to S\$16.5m in 1HFY12 compared to S\$16.0m in 1HFY11 due mainly to operating costs of new outlets.

<u>Share of profit in joint-ventures</u> of S\$0.3m in 1HFY12 compared to a loss of S\$0.07m in 1HFY11 was due to improved performance from the food manufacturing joint venture.

<u>Share of loss in associates</u> of S\$0.2m in 1HFY12 compared to a profit of S\$0.1m in 1HFY11 was due to operating loss incurred by associates.

Thus, the Group recorded a **Loss** of S\$0.6m in 1HFY12 compared to a **Profit** of S\$0.3m in 1HFY11 due mainly to decrease in revenue.

(b) The <u>Group's operational cashflow</u> showed a cash outflow of S\$2.1m in 1HFY12, as compared to a cash inflow of S\$0.1m in 1HFY11 due to lower revenue, higher trade receivables and lower leverage on trade creditors.

Cash outflow from investing activities reduced by \$0.6m compared to 1HFY11 due to no investment in associates for 1HFY12.

Financing activities showed cash inflow of \$0.6m as a result of net additional bank loan and loan from a minority shareholder of a new subsidiary.

Thus, our cash outflow increased by \$\$0.9m to \$\$2.9m in 1HFY12 compared to 1HFY11 of \$\$2.0m.

<u>Total assets of the Group</u> reduced by S\$1.7m to S\$35.9m in 1HFY12 compared to S\$37.6m in 1HFY11, due mainly to reduction in cash of S\$2.9m offset by increase in trade receivables of S\$1.3m.

<u>Total liabilities of the Group</u> reduced by S\$0.9m to S\$26.3m in 1HFY12 compared to S\$27.2m in 1HFY11, due mainly to reduction in trade payables of S\$1.4m and reduced tax liabilities of S\$0.6m, offset by net increase in bank loan of S\$0.7m and other payables of S\$0.4m.

<u>Working capital of the Group</u> changed from a positive of S\$0.6m as at 31 March 2011 to a negative of S\$0.01m as at 30 September 2011 due mainly to lower revenue.

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

N.A.

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.

With increased competition in the F & B industry and global economic uncertainties, the Group will continue to control its operating costs through streamlining its operation and increasing its productivity by exploring and adopting new technology. The Group will enhance the skill-sets of its people through staff training.

The Group will continue to introduce innovative products, and cuisine to meet the changing consumer dining trends.

The Group will step up its marketing promotions and advertisements, and make use of digital marketing and social media platforms. In addition, the Group will explore opportunities to expand overseas.

- 11. If a decision regarding dividend has been made:-
  - (a) Whether an interim (final) ordinary dividend has been declared (recommended):
    No
  - (b)(i) Amount per share: Nil
    - (ii) Previous corresponding period: Nil
  - (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).

N.A

(d) The date the dividend is payable.

N.A

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

N.A.

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

No dividend has been declared/recommended.

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.

Name of Interested Persons and Transactions	Aggregate value of all interested person transactions during the financial year under review (excluding transactions conducted under a general mandate)		Aggregate value of all transactions conducted under a shareholders' mandate pursuant to Rule 920 of the SGX Listing Manual	
	FY 2012	FY 2011	FY 2012	FY 2011
	Apr 11-Sep 11	Apr 10-Sep 10	Apr 11-Sep 11	Apr 10-Sep 10
	\$'000	\$'000	\$'000	\$'000
Tee Yih Jia Food Manufacturing Pte Ltd- Billed T & T Gourmet Cuisine Pte Ltd on Term Loan interest	1	-	2	-
Tee Yih Jia Food Manufacturing Pte Ltd- Billed T & T Gourmet Cuisine Pte Ltd on Bookkeeping fee services	2	-	3	-
Tee Yih Jia Food Manufacturing Pte Ltd-Billed T & T Gourmet Cuisine Pte Ltd on Courier, Utilities, Lab test & others	3	-	3	-
T & T Gourmet Cuisine Pte Ltd-Sales of food to Tee Yih Jia Food Manufacturing Pte Ltd	60	-	31	-
T & T Gourmet Cuisine Pte Ltd-Sales of food to Chinatown Food Corporation Pte Ltd	2	-	4	-
T & T Gourmet Cuisine Pte Ltd-Logistic services from Acelink Logistics Pte Ltd	3	-	7	_

T & T Gourmet Cuisine Pte Ltd-Food purchase from Tee Yih Jia Food Manufacturing Pte Ltd	2	-	1	-
Tung Lok Group -Food purchase from Tee Yih Jia Food Manufacturing Pte Ltd	13	-	25	-
Tung Lok Group-Food purchase from Chinatown Food Corporation Pte Ltd	4	-	7	-
Tung Lok Group-Food purchase from T & T Gourmet Cuisine Pte Ltd	33	-	61	-
Tung Lok Group -Mooncake purchase from T & T Gourmet Cuisine Pte Ltd	29	-	484	-
Tung Lok Group-Dim sum tray and bags from T & T Gourmet Cuisine Pte Ltd	1	-	2	-

#### Note:

The General Shareholders' Mandate for the interested person transactions was obtained on 29 July 2011, The aggregate value of all interested person transaction during the first half of financial year under review refer to the period from 23 June 2011 to 28 July 2011. The aggregate value of all transaction conducted under a shareholders' mandate pursuant to Rule 920 of SGX Listing Manual refer to the period from 29 July 2011 to 30 September 2011.

BY ORDER OF THE BOARD Andrew Tjioe Ka Men Executive Chairman 08 November 2011

## **TUNG LOK RESTAURANTS (2000) LTD**

## **RULE 705(5) – NEGATIVE ASSURANCE CONFIRMATION**

Confirmation by the Board of Directors

Pursuant to Rule 705(5) of the SGX-ST Listing Manual Section B: Rules of Catalist, we, Andrew Tjioe Ka Men and Tjioe Ka In, being two Directors of Tung Lok Restaurants (2000) Ltd (the "Company"), do hereby confirm on behalf of the Board of 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 Group's unaudited interim financial statements for the period from 1 April 2010 to 30 September 2011 to be false or misleading in any material aspect.

On behalf of the Board of Directors:

Andrew Tjioe Ka Men Executive Chairman

Tjioe Ka In Executive Director

Singapore, 08 November 2011