OLD CHANG KEE LTD.

(Company Registration No.: 200416190W) (Incorporated in the Republic of Singapore on 16 December 2004)

FINANCIAL STATEMENTS AND RELATED ANNOUNCEMENT FOR THE FIRST QUARTER ENDED 30 JUNE 2015

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

1(a)(i) 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.

Consolidated statement of comprehensive income	The Gr	oup	
	First Quarter Ended		Increase /
	30-06-2015	30-06-2014	(Decrease)
	S\$'000	S\$'000	%
Revenue	18,184	17,065	6.6
Cost of sales	(6,441)	(6,417)	0.4
Gross profit	11,743	10,648	10.3
Other items of income			
Interest income on short term deposits	10	9	11.1
Other income	455	156	191.7
Other items of expenses			
Selling and distribution expenses	(7,426)	(6,260)	18.6
Administrative expenses	(2,613)	(2,625)	(0.5)
Finance costs	(47)	(19)	147.4
Other expenses	(306)	(130)	135.4
Profit before tax for the period	1,816	1,779	2.1
Income tax expense	(371)	(278)	33.5
Profit for the period	1,445	1,501	(3.7)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Exchange differences on translating foreign operations	(9)	5	NM
Other comprehensive income for the period, net of tax	(9)	5	NM
Total comprehensive income for the period, attributable to owners of the Company	1,436	1,506	(4.6)

NM: Not meaningful

1(a)(ii) Notes to consolidated statement of comprehensive income

1. Profit before tax is arrived at after charging/(crediting) the following:

	Group First Quarter Ended			
	30-06-2015	Increase / (Decrease)		
	S\$'000	S\$'000	%	
Amortisation of intangible assets	3	3	-	
Depreciation of property, plant and equipment	870	877	(0.8)	
Interest income from short-term deposits	(10)	(9)	11.1	
Loss/(gain) in foreign exchange, net	112	(80)	NM	
Property, plant and equipment written off	-	11	NM	
Gain on disposal of property, plant and equipment	-	41	NM	

2. The major components of taxation comprise:

	Firs	Group First Quarter Ended			
	30-06-2015	30-06-2014	Increase / (Decrease)		
	S\$'000	S\$'000	%		
Current income tax - Current income taxation	389	308	26.3		
Deferred income tax - Movement in temporary differences	(18)	(30)	(40.0)		
Taxation recognised in the consolidated statement of comprehensive income	371	278	33.5		

NM: Not meaningful

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

	The Group		The Company		
	As	at	As	at	
	30-06-2015	31-03-2015	30-06-2015	31-03-2015	
	S\$'000	S\$'000	S\$'000	S\$'000	
Non-Current Assets					
Property, plant and equipment	26,389	26,381	-	-	
Intangible assets	17	12	-	-	
Investment in subsidiary companies	-	-	5,640	5,640	
Investment in unquoted shares	273	273	273	273	
Long term deposits	1,898	1,772	-	-	
	28,577	28,438	5,913	5,913	
Current Assets					
Inventories	788	522	-	-	
Trade and other receivables	196	143	-	-	
Deposits	1,502	1,446	-	-	
Prepayments	1,385	1,370	9	27	
Amount due from subsidiary companies	-	-	3,982	3,570	
Cash and bank balances	22,773	20,147	10,653	10,508	
	26,644	23,628	14,644	14,105	
Current Liabilities					
Trade and other payables	6,895	5,405	1,898	1,329	
Other liabilities	161	152	-	-	
Provisions	2,031	2,046	35	24	
Bank loans	897	897	-	-	
Finance lease liabilities	136	110	-	-	
Provision for taxation	1,746	1,357	41	37	
	11,866	9,967	1,974	1,390	
Net Current Assets	14,778	13,661	12,670	12,715	
Non-Current Liabilities					
Bank loans	7,225	7,331	-	-	
Finance lease liabilities	333	389	-	-	
Deferred tax liabilities	1,064	1,082			
	8,622	8,802			
Net Assets	34,733	33,297	18,583	18,628	
Equity attributable to owners of the Company					
Share capital	13,964	13,964	13,964	13,964	
Retained earnings	17,790	16,345	4,619	4,664	
Other reserves	2,979	2,988	-	-	
Total Equity	34,733	33,297	18,583	18,628	

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

Amount repayable in one year or less, or on demand

As at 30	-06-2015	As at 3	1-03-2015
Secured S\$'000	Unsecured S\$'000	Secured Unsecure S\$'000 S\$'000	
1,033	-	1,007	-

Amount repayable after one year

As at 30-0	6-2015	As at 3	1-03-2015
Secured S\$'000	Unsecured S\$'000	Secured Unsecured S\$'000 S\$'000	
7,558	-	7,720	-

Details of any collateral

The Group's borrowings are secured as follows:

- 1. Bank loans are secured by:
 - (i) a first legal mortgage on freehold and leasehold properties owned by the Group's wholly owned subsidiary companies as at 30 June 2015; and
 - (ii) corporate guarantee by the Company as at 30 June 2015.
- 2. Finance lease obligations are secured by the lessors' title to the respective leased assets.

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

	Group		
	First Quart 30-06-2015	30-06-2014	
Cook flows from encreting activities	S\$'000	S\$'000	
Cash flows from operating activities	1.016	1 770	
Profit before tax	1,816	1,779	
Adjustments for:	0	0	
Amortisation of intangible assets	3	3	
Depreciation of property, plant and equipment	870	877	
Gain on disposal of property, plant and equipment	-	(41)	
Property, plant and equipment written off	-	11	
Interest expense	47	30	
Interest income	(10)	(9)	
Currency realignment	93	(25)	
Operating profit before changes in working capital	2,819	2,625	
(Increase)/decrease in inventories	(266)	130	
Increase in trade and other receivables	(53)	(227)	
Increase in deposits	(182)	(169)	
Increase in prepayments	(15)	(561)	
Increase in trade and other payables	1,490	975	
Increase in other liabilities	9	9	
Decrease in provisions	(15)	(20)	
Cash flows from operations	3,787	2,762	
Tax paid		-	
Net cash flows from operating activities	3,787	2,762	
Cash flows from investing activities			
Purchase of property, plant and equipment	(980)	(1,110)	
Purchase of intangible assets	(8)	-	
Proceeds from disposal of property, plant and equipment	-	41	
Advances to associated companies	-	(110)	
Interest received	10	9	
Net cash flows used in investing activities	(978)	(1,170)	
Cash flows from financing activities			
Repayment of finance lease liabilities	(30)	(59)	
Interest paid	(47)	(30)	
Repayment of bank loans	(106)	(106)	
Net cash flows used in financing activities	(183)	(195)	
Net out now a used in intanoning activities	(103)	(193)	
Net increase in cash and cash equivalents	2,626	1,397	
Cash and cash equivalents at the beginning of the financial period	20,147	20,379	
Cash and cash equivalents at the end of the financial period	22,773	21,776	

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.

	Equity attributable to owners of the Company					
	Share capital	Retained earnings	Other reserves	Foreign currency translation reserve	Asset revaluation reserve	Total equity
The Group	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
At 01-04-2015	13,964	16,345	2,988	37	2,951	33,297
Profit for the period	-	1,445	-	-	-	1,445
Other comprehensive income						
Exchange differences on translating foreign operations	-	-	(9)	(9)	-	(9)
Total comprehensive income for the period	-	1,445	(9)	(9)	-	1,436
At 30-06-2015	13,964	17,790	2,979	28	2,951	34,733
At 01-04-2014	13,964	14,701	2,837	(12)	2,849	31,502
Profit for the period	-	1,501	-	-	-	1,501
Other comprehensive income						
Exchange differences on translating foreign operations	-	-	5	5	-	5
Total comprehensive income for the period	-	1,501	5	5	-	1,506
At 30-06-2014	13,964	16,202	2,842	(7)	2,849	33,008

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 Company	Share capital S\$'000	Retained earnings S\$'000	Total equity S\$'000
At 01-04-2015	13,964	4,664	18,628
Profit for the period	-	(45)	(45)
Other comprehensive income for the period	-	-	-
Total comprehensive income for the period	-	(45)	(45)
At 30-06-2015	13,964	4,619	18,583
At 01-04-2014	13,964	2,964	16,928
Profit for the period	-	60	60
Other comprehensive income for the period	-	-	-
Total comprehensive income for the period	-	60	60
At 30-06-2014	13,964	3,024	16,988

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.

Ordinary shares

	Number of shares	S\$'000
Issued and fully paid ordinary shares as at 30 June 2015 and 31 March 2015	121,374,700	13,964

There were no treasury shares, outstanding options and/or other convertibles as at 30 June 2015 and 30 June 2014.

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.

	As at 30-06-2015	As at 31-03-2015
Total number of issued shares	121,374,700	121,374,700

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. There were no treasury shares during and as at the end of the current financial year reported on.

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

The figures in this announcement have not been audited or reviewed by the Group's auditor.

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

Not applicable.

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

Save as disclosed in paragraph 5 below, the Group has consistently applied the same accounting policies and methods of computation in the financial statements for the current reporting period as those used in the most recently audited financial statements for the financial year ended 31 March 2015.

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 adopted the new and revised Financial Reporting Standards ("FRS") and Interpretations to FRS ("INT FRS") that are relevant to its operations, which took effect from financial periods beginning on or after 1 April 2015. Changes to the Group's accounting policies have been made as required in accordance with the transitional provisions in the respective FRS and INT FRS.

The adoption of the new and revised FRS and INT FRS did not result in any substantial changes to the Group's and the Company's accounting policies and has no material impact on the financial statements for the current financial period reported on.

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.

Basic earnings per ordinary share ("**EPS**") is computed by dividing the earnings attributable to owners of the Company in each financial period by the weighted average number of ordinary shares in issue during the respective financial periods.

	Group First Quarter ended	
EPS after deducting any provision for preference dividends:-	30-06-2015	30-06-2014
(a) Based on weighted average number of ordinary shares in issue (Singapore cents); and	1.19	1.24
(b) On a fully diluted basis (Singapore cents)	1.19	1.24

	Group First Quarter ended	
Number of shares used in the respective computations of EPS:-	30-06-2015	30-06-2014
(a) Based on weighted average number of ordinary shares in issue; and	121,374,700	121,374,700
(b) On a fully diluted basis	121,374,700	121,374,700

The basic and diluted EPS for the financial period ended 30 June 2014 are the same as there are no potentially dilutive shares in issue as at 30 June 2015 and 30 June 2014.

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.

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	Group		Company	
	30-06-2015	31-03-2015	30-06-2015	31-03-2015
Net asset value per ordinary share based on total number of issued shares as at the end of the financial period reported on	S\$0.29	S\$0.27	S\$0.15	S\$0.15
Total number of issued shares as at the end of the financial period reported on	121,374,700	121,374,700	121,374,700	121,374,700

- A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:-
 - (a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and
 - (b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.

Revenue

The Group's revenue increased from approximately S\$17.1 million for the financial period from 1 April 2014 to 30 June 2014 ("1Q2015") to approximately S\$18.2 million for the period from 1 April 2015 to 30 June 2015 ("1Q2016"), an increase of approximately S\$1.1 million or 6.6%.

Revenue from the retail division increased by approximately S\$1.1 million or 6.7%. The increase in revenue was mainly due to incremental revenue from new outlets and higher revenue from existing outlets, partially offset by absence of revenue from closed outlets.

Revenue from other services, such as delivery and catering services decreased slightly by approximately \$\$7,000 or 2.2%.

As at 30 June 2015, the Group operated a total of 84 outlets in Singapore as compared to 79 outlets as at 30 June 2014.

The Group's signature puff products remained the major contributor to its revenue and accounted for approximately 30.2% of the Group's revenue in 1Q2016, as compared to approximately 30.3% in 1Q2014.

Cost of sales and gross profit

Cost of sales increased by approximately \$\$24,000 or 0.4%. The increase was mainly due to the higher revenue generated by the Group.

The Group's gross profit increased by approximately S\$1.1 million or 10.3%. The Group's gross profit margin increased from approximately 62.4% in 1Q2015 to 64.6% in 1Q2016 due to tighter production cost controls and an improvement in product mix.

Other income

Other income increased by approximately S\$299,000 mainly due to:

- (a) an increase of S\$127,000 in government grant received to support the Group's productivity initiatives;
 and
- (b) insurance proceeds of S\$218,000 received for damaged factory facilities and equipment.

Operating Expenses

Selling and distribution expenses

Selling and distribution ("S & D") expenses increased by approximately S\$1.2 million or 18.6%. S & D expenses in 1Q2016 amounted to approximately 40.8% of revenue as compared to approximately 36.7% of revenue in 1Q2015

The increase in S & D expenses as a percentage of revenue was largely attributed to higher staff costs including foreign worker levy contributions, higher outlet rental expenses and an increase in advertising and promotional expenses.

Administrative expenses

Administrative expenses decreased by approximately S\$12,000 or 0.5%.

The decrease in administrative expenses was mainly due to decrease in legal, professional and computer related expenses, partially offset by an increase in staff cost, inclusive of executive directors' remuneration.

Other expenses

Other expenses increased by approximately S\$176,000 mainly due to an increase in foreign exchange losses as a result of the weakening of Malaysian Ringgit denominated loans against the Singapore Dollar.

As a result of the above, total operating expenses increased by approximately \$\$1.4 million or 15.0%. Total operating expenses amounted to approximately 57.1% of revenue in 1Q2016 and 52.9% in 1Q2015 respectively.

Depreciation

Depreciation decreased by approximately \$\$7,000 or 0.8% in 1Q2016 as compared to 1Q2015.

Finance costs

Finance costs increased by approximately \$\$28,000 mainly due to interest expenses on loans taken to finance the construction and renovation of factory facilities.

Profit before tax

The Group's profit before tax increased from approximately S\$1.8 million in 1Q2015 to approximately S\$1.8 million in 1Q2016, an increase of approximately S\$37,000 or 2.1%.

Taxation

The Group's taxation expenses increased by approximately \$\$93,000 or 33.5%. The increase was mainly due to higher non-deductible expenses in 1Q2016 as compared to 1Q2015.

Balance Sheet

Non-current assets

The Group's non-current assets increased by approximately \$\$139,000 or 0.5% mainly due to the following:

- (a) purchase of fixed assets mainly for additions of plant and equipment and renovation costs for the Group's new and existing retail outlets, and construction of the Group's new factory; partially offset by depreciation expenses for 1Q2016; and
- (b) an increase in long term deposits mainly due to additional lease deposits paid to secure new outlets, partially offset by reclassification of long term lease deposits to short term, in accordance with the respective lease tenures.

Current assets

The Group's current assets increased by approximately \$\$3.0 million or 12.8% mainly due to the following:

- (a) an increase in inventories mainly due to bulk inventory purchase to manage the Group's production cost;
- (b) an increase in short-term deposits mainly due to reclassification of lease deposits from long term to short term deposits in accordance with the lease tenures; and
- (c) an increase of S\$2.6 million in cash and bank balances generated from operating activities, partially offset by purchase of property, plant and equipment and repayment of bank loans.

Current liabilities

The Group's current liabilities increased by approximately S\$1.9 million or 19.1% mainly due to the following:

 (a) an increase in trade and other payables mainly due to increase in period-end billings by our trade suppliers and contractors; and (b) an increase in provision for taxation mainly to tax expenses provided for the current period.

Non-current liabilities

The Group's non-current liabilities decreased by approximately \$\$180,000 or 2.0% mainly due to repayment of bank loans and finance lease in 1Q2016.

Net working capital

As at 30 June 2015, the Group had a positive net working capital of approximately S\$14.8 million as compared to approximately S\$13.7 million as at 31 March 2015.

Cash flow

For 1Q2016, the Group generated an operating profit before working capital changes of approximately \$\$2.8 million. Net cash generated from operating activities, inclusive of working capital changes, amounted to approximately \$\$3.8 million in 1Q2016.

In 1Q2016, net cash used in investing activities amounted to approximately S\$978,000. This was mainly attributable to renovation costs capitalised and the purchase of plant and equipment for the Group's new factory facilities and retail outlets.

Net cash from financing activities amounted to approximately \$\$183,000 in 1Q2016. This was mainly due to repayments of bank loan and finance lease liabilities including interest paid.

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

Not applicable. No forecast or prospect statement had been previously disclosed to shareholders.

A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

The Group expects operating lease expenses (rental) and labour and raw material costs to remain high in the next reporting period and the next 12 months, and believes that the labour market will continue to remain tight. The Group's enlarged factory facilities in Singapore and Iskandar Malaysia, when fully operational in the coming months, will provide the platform for the Group to grow its business both locally and regionally.

11 Dividend.

(a) Current financial period reported on.

Whether an interim (final) ordinary dividend has been declared (recommended) for the current financial period reported on?

Nil.

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

Nil.

(c) Date payable.

Not applicable.

(d) Books closure date.

Not applicable.

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

Not applicable.

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

The Group does not have a general mandate from its shareholders for recurrent interested person transactions.

14 Confirmation by the Board pursuant to Rule 705(5) of the Listing Manual

We, Han Keen Juan and Lim Tao-E William, being two of the Directors of Old Chang Kee Ltd., do hereby confirm on behalf of the Board of Directors of the Company (the "**Board**") that, to the best of our knowledge, nothing has come to the attention of the Board which may render the unaudited financial statements for the First Quarter ended 30 June 2015 to be false or misleading in any material aspects.

On behalf of the Board:

Han Keen Juan Director

Lim Tao-E William Director

BY ORDER OF THE BOARD

Adrian Chan Pengee Company Secretary

13 August 2015

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor") for compliance with the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr Lance Tan, Director, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.