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Co. Reg. No. 197000535W

PRESS RELEASE

k1 Ventures Limited Unaudited Results for the First Quarter Ended 30 September 2009

Singapore, 5 November 2009 - The Directors of k1 Ventures Limited advise the following unaudited results of the Group for the First Quarter ended 30 September 2009.

For more information, please contact

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K1 VENTURES LIMITED

Co. Reg. No. 197000535W
(Incorporated in the Republic of Singapore)

FIRST QUARTER 2010 FINANCIAL STATEMENTS

UNAUDITED RESULTS FOR FIRST QUARTER ENDED 30 SEPTEMBER 2009

The Directors of **k1 Ventures Limited** advise the following unaudited results of the Group for the first quarter ended 30 September 2009.

1. GROUP PROFIT AND LOSS ACCOUNT for the first quarter ended 30 September 2009

	Note	1 Jul 09 to 30 Sep 09 \$'000	1 Jul 08 to 30 Sep 08 \$'000	+ / (-) %
Revenue	1a	21,145	26,516	(20.26)
Staff costs		(2,873)	(3,436)	(16.39)
Depreciation and amortisation		(13,199)	(11,855)	11.34
Other operating expenses		<u>(4,338)</u>	<u>(7,653)</u>	(43.32)
Operating profit		735	3,572	(79.42)
Finance expenses		(2,260)	(4,297)	(47.41)
Foreign exchange (loss)/gain		(421)	2,573	NM
Share of results of associated company and joint ventures		<u>2,014</u>	<u>3,540</u>	(43.11)
Profit before taxation		68	5,388	(98.74)
Taxation		<u>(433)</u>	<u>(1,184)</u>	(63.43)
(Loss)/profit for the period		<u>(365)</u>	<u>4,204</u>	NM
Attributable to:				
Shareholders of the Company		(120)	3,869	NM
Minority interests		<u>(245)</u>	<u>335</u>	NM
		<u>(365)</u>	<u>4,204</u>	NM
EBITDA *		15,527	21,540	(27.92)
(Loss)/earnings per ordinary share				
- basic	1d	(0.01) cts	0.18 cts	NM
- diluted	1d	(0.01) cts	0.18 cts	NM

* EBITDA is defined as profit before tax, finance expenses, depreciation and amortisation.

** NM - Not meaningful

NOTES TO GROUP PROFIT AND LOSS ACCOUNT

1a. Breakdown of revenue

	1 Jul 09 to 30 Sep 09 \$'000	1 Jul 08 to 30 Sep 08 \$'000	+/(-) %
Revenue from transportation leasing	15,122	22,150	(31.73)
Proceeds from sale of investments	3,370	-	NM
Interest income from:			
- Related parties	85	545	(84.40)
- Others	195	282	(30.85)
Others	<u>2,373</u>	<u>3,539</u>	(32.95)
	<u>21,145</u>	<u>26,516</u>	(20.26)

1b. Pre-tax profit of the Group is arrived at after crediting/(charging) the following:

	1 Jul 09 to 30 Sep 09 \$'000	1 Jul 08 to 30 Sep 08 \$'000	+/(-) %
Profit on disposal of fixed assets	1,274	2,194	(41.93)
Profit on sale of investments	3,370	-	NM
(Provision)/write-back of provision for doubtful debts	(6)	6	NM

1c. There was no material adjustment for under or over provision of tax in respect of prior years.

1d. (Loss)/earnings per ordinary share

	GROUP		
	1 Jul 09 to 30 Sep 09	1 Jul 08 to 30 Sep 08	+/(-) %
(Loss)/earnings per ordinary share of the Group based on net profit attributable to shareholders:-			
(i) Based on weighted average number of shares	(0.01) cts	0.18 cts	NM
- Weighted average number of shares ('000)	2,165,617	2,165,603	NM
(ii) On a fully diluted basis	(0.01) cts	0.18 cts	NM
- Adjusted weighted average number of shares ('000)	2,165,626	2,165,718	NM

1e. There was no extraordinary item during the period.

2. BALANCE SHEETS as at 30 September 2009

	Group		Company	
	As at 30 Sep 09 \$'000	As at 30 Jun 09 \$'000	As at 30 Sep 09 \$'000	As at 30 Jun 09 \$'000
Share capital	196,439	196,437	196,439	196,437
Reserves	215,442	223,116	114,992	116,096
Share capital & reserves	411,881	419,553	311,431	312,533
Minority interests	52,527	54,249	-	-
Capital employed	464,408	473,802	311,431	312,533
Represented by:				
Fixed assets	379,406	408,232	-	-
Subsidiaries	-	-	288,314	288,314
Associated company and joint ventures	49,734	49,702	-	-
Available-for-sale investments	106,191	106,259	18,580	21,619
Other assets	2,851	3,266	-	-
Intangibles	198,039	204,338	-	-
	736,221	771,797	306,894	309,933
Current assets				
Stocks	7,250	8,713	-	-
Amount due from:				
- associated company and joint ventures	-	294	-	-
Debtors	6,514	7,198	43	47
Bank balances, deposits & cash	196,143	184,814	49,440	47,428
	209,907	201,019	49,483	47,475
Current liabilities				
Creditors	3,887	4,886	34,467	34,430
Amounts due to:				
- subsidiaries	-	-	730	762
- associated company and joint ventures	94	135	-	-
Term loans	2,762	2,877	-	-
Provision for taxation	44,638	46,116	2,055	2,055
	51,381	54,014	37,252	37,247
Net current assets	158,526	147,005	12,231	10,228
Non-current liabilities				
Term loans	261,258	272,828	-	-
Deferred liabilities	607	933	-	-
Deferred taxation	168,474	171,239	7,694	7,628
	430,339	445,000	7,694	7,628
Net assets	464,408	473,802	311,431	312,533

NOTES TO BALANCE SHEETS

2a. Group's borrowings and debt securities

(i) Amount repayable in one year or less, or on demand

As at 30 Sep 09		As at 30 Jun 09	
Secured \$'000	Unsecured \$'000	Secured \$'000	Unsecured \$'000
2,762	-	2,877	-

(ii) Amount repayable after one year

As at 30 Sep 09		As at 30 Jun 09	
Secured \$'000	Unsecured \$'000	Secured \$'000	Unsecured \$'000
261,258	-	272,828	-

(iii) Details of any collateral

The term loans pertain to debt financing taken up by Helm and are pledged against the assets of Helm. The net book value of the fixed assets and other assets pledged to financial institutions amounted to \$494 million (June 2009: \$515 million).

2b. Net asset value

	GROUP			COMPANY		
	As at 30 Sep 09	As at 30 Jun 09	+ / (-)%	As at 30 Sep 09	As at 30 Jun 09	+ / (-)%
Net asset value per Ordinary Share #	\$0.19	\$0.19	0.00	\$0.14	\$0.14	0.00
Net tangible asset value per Ordinary Share #	\$0.10	\$0.10	0.00	\$0.14	\$0.14	0.00

Based on issued share capital of 2,165,618,003 ordinary shares as at the end of the financial period (June 2009: 2,165,603,003).

2c. Balance sheet review

Group shareholders' funds decreased from \$419.6 million as at 30 June 2009 to \$411.9 million as at 30 September 2009. The decrease was driven by a net decrease in translation reserves as a result of currency fluctuations in the US dollar partially offset by an upward revaluation of the Group's investment in McMoRan Exploration Co. ("MMR").

Group total assets of \$946.1 million at 30 September 2009 were \$26.7 million less than at 30 June 2009. The decrease in total assets was primarily due to foreign translation adjustments and the sale of fixed assets partially offset by an increase in cash and the upward valuation of the Group's investment in MMR.

Group total liabilities decreased by \$17.3 million to \$481.7 million as of 30 September 2009 compared to \$499.0 million at 30 June 2009. This decrease was driven by the reduction of Helm's term loan, a decline in provision for taxation, and related foreign translation adjustments.

3. CONSOLIDATED STATEMENT OF CASH FLOWS for the first quarter ended 30 September 2009

	Note	1 Jul 09 to 30 Sep 09 \$'000	1 Jul 08 to 30 Sep 08 \$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Operating profit		735	3,572
Adjustments:			
Depreciation and amortisation		13,199	11,855
Profit on disposal of fixed assets		(1,274)	(2,194)
Profit on sale of investments		(3,370)	-
Cash flow from operations before changes in working capital		9,290	13,233
Working capital changes:			
Stocks		1,237	5,111
Debtors		721	9,499
Creditors		(1,217)	(11,261)
Translation of foreign subsidiaries and others		(2,065)	3,023
		7,966	19,605
Interest paid		(1,838)	(4,165)
Income taxes paid		(1,267)	(22,060)
Net cash from/(used in) operating activities		4,861	(6,620)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of fixed assets		(710)	(785)
Proceeds from disposal of fixed assets		8,359	9,382
Proceeds from distribution from joint venture		372	1,046
Net proceeds from disposal and capital distribution of investments		3,370	-
Purchase of investment		-	(246)
Net cash from investing activities		11,391	9,397
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from shares issue	2	-	-
Repayment of term loans		(4,504)	(34,817)
Net cash used in financing activities		(4,502)	(34,817)
Net increase/(decrease) in cash and cash equivalents		11,750	(32,040)
Cash and cash equivalents as at beginning of period		184,814	277,799
Effects of exchange rate changes on cash and cash equivalents		(421)	2,573
Cash and cash equivalents at end of period	3a	196,143	248,332
Restricted cash	3a	-	355
		196,143	248,687

NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS

3a.	Bank balances, deposits and cash	1 Jul 09 to 30 Sep 09 \$'000	1 Jul 08 to 30 Sep 08 \$'000
	Bank balances, deposits and cash	91,860	35,124
	Deposits with related parties	104,283	213,208
	Cash and cash equivalents	196,143	248,332
	Restricted cash held under escrow	-	355
		196,143	248,687

**4. CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
for the first quarter ended 30 September 2009**

	1 Jul 09 to 30 Sep 09 \$'000	1 Jul 08 to 30 Sep 08 \$'000
(Loss)/profit for the period	<u>(365)</u>	<u>4,204</u>
Fair value changes on available-for-sale investment	3,027	(5,237)
Fair value gain on available-for-sale assets realised and transferred to profit and loss account	(2,531)	-
Fair value changes on cash flow hedges	-	202
Exchange differences arising on consolidation	(9,244)	18,481
Share of other comprehensive expense of joint venture	(283)	63
Other comprehensive (expense)/income for the period	<u>(9,031)</u>	<u>13,509</u>
Total comprehensive (expense)/income for the period	<u>(9,396)</u>	<u>17,713</u>
Attributable to:		
Shareholders of the Company	(7,674)	14,549
Minority interests	<u>(1,722)</u>	<u>3,164</u>
	<u>(9,396)</u>	<u>17,713</u>

5. STATEMENTS OF CHANGES IN EQUITY

5a. Group Statement of Changes in Equity for the first quarter ended 30 September 2009

	<u>Attributable to equity holders of the Company</u>						
	<u>Share Capital \$'000</u>	<u>Capital Reserves \$'000</u>	<u>Foreign Exchange Translation Account \$'000</u>	<u>Revenue Reserves \$'000</u>	<u>Share Capital & Reserves \$'000</u>	<u>Minority Interests \$'000</u>	<u>Capital Employed \$'000</u>
2009							
As at 1 July 2009	196,437	2,816	(38,964)	259,264	419,553	54,249	473,802
Total comprehensive income/ (expense) for the period	-	273	(7,827)	(120)	(7,674)	(1,722)	(9,396)
Shares issued	2	-	-	-	2	-	2
As at 30 September 2009	<u>196,439</u>	<u>3,089</u>	<u>(46,791)</u>	<u>259,144</u>	<u>411,881</u>	<u>52,527</u>	<u>464,408</u>
2008							
As at 1 July 2008	196,437	48,493	(56,998)	362,234	550,166	50,358	600,524
Total comprehensive (expense)/income for the period	-	(4,972)	15,652	3,869	14,549	3,164	17,713
As at 30 September 2008	<u>196,437</u>	<u>43,521</u>	<u>(41,346)</u>	<u>366,103</u>	<u>564,715</u>	<u>53,522</u>	<u>618,237</u>

5b. Company Statement of Changes in Equity for the first quarter ended 30 September 2009

	<u>Share Capital</u> \$'000	<u>Capital Reserves</u> \$'000	<u>Revenue Reserves</u> \$'000	<u>Total</u> \$'000
2009				
As at 1 July 2009	196,437	2,477	113,619	312,533
Total comprehensive (expense)/ income for the period	-	(2,531)	1,427	(1,104)
Shares issued	2	-	-	2
As at 30 September 2009	<u>196,439</u>	<u>(54)</u>	<u>115,046</u>	<u>311,431</u>
2008				
As at 1 July 2008	196,437	5,351	220,050	421,838
Total comprehensive income for the period	-	-	3,327	3,327
As at 30 September 2008	<u>196,437</u>	<u>5,351</u>	<u>223,377</u>	<u>425,165</u>

5c. Share capital

Since 30 June 2009, the Company issued 15,000 ordinary shares upon the exercise of options granted to employees under the Keppel Marine Share Option Scheme 1990. As at 30 September 2009, there were no unexercised options for unissued ordinary shares (June 2009: 140,000) under the Keppel Marine Share Option Scheme 1990.

The issued share capital of the Company as at 30 September 2009 was 2,165,618,003 ordinary shares.

As at 30 September 2009, the Company was not holding any treasury shares.

6. **AUDIT**

The financial statements have not been audited nor reviewed by the Company's auditors.

7. **AUDITORS' REPORT**

Not applicable

8. ACCOUNTING POLICIES

Except as disclosed in paragraph 9 below, the Group has applied the same accounting policies and methods of computation in the financial statements for the current financial period compared with those of the audited financial statements as at 30 June 2009.

9. CHANGES IN THE ACCOUNTING POLICIES

The Group adopted the new/revised FRS and Interpretations of FRS ("INT FRS") that are effective for annual periods beginning on or after 1 January 2009 and 1 July 2009. 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 following are the new or amended FRS that are relevant to the Group:

FRS 1 (Revised)	Presentation of Financial Statements
Amendments to FRS 23	Borrowing Costs
FRS 27 (Revised)	Consolidated and Separate Financial Statements
FRS 103 (Revised)	Business Combinations
Amendments to FRS 107	Improving Disclosures about Financial Instruments
FRS 108	Operating Segments

The adoption of the above FRS did not result in any substantial change to the Group's accounting policies nor any significant impact on the financial statements.

10. REVIEW OF GROUP PERFORMANCE

Group revenue was \$21.1 million for 1Q FY2010 compared to \$26.5 million in the corresponding period last year. The decline in revenue was mainly driven by a decrease in Helm's leasing revenue and interest income from fixed deposits.

Group operating profit was \$735,000 in the first quarter compared to \$3.6 million in the corresponding period last year. The decline was mainly attributable to a decrease in operating results at Helm partially offset by current period profit on the sale of investments of \$3.4 million.

At the pre-tax level, Group profit was \$68,000, compared to \$5.4 million in the corresponding period last year. The decline was driven by a decrease in operating profit as explained above, a decrease in results from Helm's associated company and joint ventures, and foreign exchange movements partially offset by lower finance expenses.

The Group's EBITDA for 1Q FY2010 was \$15.5 million compared to \$21.5 million in the corresponding period last year. The decrease in EBITDA was driven in most part by lower leasing revenue from Helm and foreign exchange movements.

In the current period, loss attributable to shareholders was \$120,000, compared to profit of \$3.9 million in the corresponding period last year.

Basic loss per ordinary share was 0.01 cents compared to earnings per ordinary share of 0.18 cents in the corresponding period last year.

In the opinion of the Directors, no factor has arisen between 30 September 2009 and the date of this report which would materially affect the results of the Group and the Company for the period just ended.

11. VARIANCE FROM PROSPECT STATEMENT

No material variance from previous statement.

12. PROSPECTS

The Group's operating subsidiary, Helm Holding Corporation, is expected to continue to be impacted by weakness in rail traffic volumes.

Management is assessing market fundamentals with a view to identify opportunistic investments, while continuing its focus on current investments and shareholder value enhancement.

13. DIVIDEND/CAPITAL DISTRIBUTION

13a. Current Financial Period Reported On

Any dividend recommended for the current financial period reported on? No

13b. Corresponding Period of the Immediately Preceding Financial Year

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

13c. Date Payable

Not applicable

13d. Books Closure Date

Not applicable

13e. If no dividend has been declared/recommended, a statement to that effect.

No dividend has been declared for the quarter ended 30 September 2009.

For the year ended 30 June 2009, the Board of Directors had recommended a tax exempt one-tier final dividend of 0.75 cents per share. The dividend has been approved by shareholders at the Annual General Meeting held on 29 October 2009. The dividend will be paid to the shareholders on 18 November 2009.

14. SEGMENT ANALYSIS

First Quarter ended 30 September 2009

	<u>Transportation Leasing</u> \$'000	<u>Investments</u> \$'000	<u>Total</u> \$'000
Revenue	17,629	3,516	21,145
Segment Results			
Operating (loss)/profit	(1,873)	2,608	735
Finance expenses	(2,260)	-	(2,260)
Foreign exchange loss	-	(421)	(421)
Share of results of associated company and joint ventures	2,014	-	2,014
(Loss)/profit before taxation	(2,119)	2,187	68
Taxation	890	(1,323)	(433)
(Loss)/profit for the period	(1,229)	864	(365)
Attributable to:			
Shareholders of the Company	(984)	864	(120)
Minority interests	(245)	-	(245)
	(1,229)	864	(365)
Other information			
Segment assets	695,202	250,926	946,128
Segment liabilities	429,486	52,234	481,720
Net assets	265,716	198,692	464,408
Investment in associated company and joint ventures	49,734	-	49,734
Additions to non-current assets	710	-	710
Interest revenue	134	146	280
Depreciation and amortisation	(13,198)	(1)	(13,199)

Geographical Information

	<u>Singapore</u> \$'000	<u>USA</u> \$'000	<u>Others</u> \$'000	<u>Total</u> \$'000
External sales	85	17,690	3,370	21,145
Non-current assets	-	630,030	-	630,030

First Quarter ended 30 September 2008

	Transportation <u>Leasing</u> \$'000	<u>Investments</u> \$'000	<u>Total</u> \$'000
Revenue	25,689	827	26,516
Segment Results			
Operating profit/(loss)	3,662	(90)	3,572
Finance expenses	(4,297)	-	(4,297)
Foreign exchange gain	-	2,573	2,573
Share of results of associated company and joint ventures	3,540	-	3,540
Profit before taxation	2,905	2,483	5,388
Taxation	(1,220)	36	(1,184)
Profit for the period	1,685	2,519	4,204
Attributable to:			
Shareholders of the Company	1,350	2,519	3,869
Minority interests	335	-	335
	1,685	2,519	4,204
Other information			
Segment assets	727,090	418,468	1,145,558
Segment liabilities	456,573	70,748	527,321
Net assets	270,517	347,720	618,237
Investment in associated company and joint ventures			
	44,225	-	44,225
Additions to non-current assets	785	-	785
Interest revenue	49	778	827
Depreciation and amortisation	(11,851)	(4)	(11,855)

Geographical Information

	<u>Singapore</u> \$'000	<u>USA</u> \$'000	<u>China / Hong Kong</u> \$'000	<u>Total</u> \$'000
External sales	182	25,971	363	26,516
Non-current assets	2	697,431	-	697,433

Notes:

- (a) The Group is organised into business units based on their products and services and has two reportable operating segments: Transportation Leasing and Investments. The Transportation Leasing segment represents Helm's locomotive and railcar leasing business in North America. The Group's Investment activities consist of the Group's investments in quoted and unquoted investments.
- (b) The Group's two operating segments operate in three main geographical areas. The operating activities and investment activities are predominantly in the USA. There are also investment activities in Hong Kong. Singapore is the home country of the Company and its assets are mainly cash and cash equivalents.
- (c) For the first quarter ended 30 September 2009, revenues from two customers attributable to the Transportation Leasing segment amounted to approximately \$2.57 million and \$2.56 million respectively. For the first quarter ended 30 September 2008, revenues from three customers attributable to the Transportation Leasing segment amounted to approximately \$4.46 million, \$3.19 million and \$2.74 million respectively.

15. REVIEW OF SEGMENT PERFORMANCE

Not applicable.

16. INTERESTED PERSON TRANSACTIONS

Name of Interested Person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)		Aggregate value of all interested person transactions conducted under a shareholders' mandate pursuant to Rule 920 of the SGX Listing Manual.	
	1 Jul 09 to 30 Sep 09 \$'000	1 Jul 08 to 30 Sep 08 \$'000	1 Jul 09 to 30 Sep 09 \$'000	1 Jul 08 to 30 Sep 08 \$'000
General Transactions				
KCL Group	-	-	575	469
Greenstreet Partners *	-	-	3,452	3,354
Corporate Treasury Transactions				
KCL Group	-	-	104,368	213,754
Total	-	-	108,395	217,577

* This amount represents the full financial year transaction with the interested person as per agreement.

BY ORDER OF THE BOARD

Yang Kai Hsien
Company Secretary
5 November 2009

CONFIRMATION BY THE BOARD

We, STEVEN JAY GREEN and TEO SOON HOE, being two directors of k1 Ventures 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 first quarter ended 30 September 2009 financial results to be false or misleading in any material respect.

On behalf of the board of directors



STEVEN JAY GREEN
Chairman

Singapore
5 November 2009



TEO SOON HOE
Director