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## **PRESS RELEASE**

### **k1 Ventures Limited Unaudited Results for the Financial Year Ended 30 June 2012**

**Singapore, 17 July 2012** - The Directors of k1 Ventures Limited advise the following unaudited results of the Group for the year ended 30 June 2012.

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# **K1 VENTURES LIMITED**

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

## **FULL YEAR 2012 FINANCIAL STATEMENTS & DIVIDEND ANNOUNCEMENT**

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# K1 VENTURES LIMITED

## FULL YEAR 2012 FINANCIAL STATEMENTS & DIVIDEND ANNOUNCEMENT

### UNAUDITED RESULTS FOR THE YEAR ENDED 30 JUNE 2012

The Directors of **k1 Ventures Limited** advise the following unaudited results of the Group for the year ended 30 June 2012.

#### 1. GROUP PROFIT AND LOSS ACCOUNT for the year ended 30 June 2012

	Note	1 Jul 11 to 30 Jun 12 \$'000	1 Jul 10 to 30 Jun 11 \$'000	+ / (-) %
<b>Revenue</b>	1a	<b>78,673</b>	71,217	10.5
Raw materials and consumables used		(3,622)	(9,880)	(63.3)
Net carrying value of investment disposed		(328)	-	NM
Staff costs		(9,122)	(9,938)	(8.2)
Depreciation and amortisation		(29,970)	(32,782)	(8.6)
Fixed assets impairment loss		(18,274)	(3,455)	428.9
Goodwill impairment loss		(43,477)	-	NM
Other intangibles impairment loss		(11,948)	-	NM
Other operating expenses		<u>(20,622)</u>	<u>(19,836)</u>	4.0
<b>Operating loss</b>		<b>(58,690)</b>	(4,674)	>500.0
Finance expenses		(11,201)	(7,786)	43.9
Foreign exchange gain/(loss)		119	(1,668)	NM
Share of results of associated company and joint ventures		<u>9,157</u>	<u>9,344</u>	(2.0)
<b>Loss before taxation</b>		<b>(60,615)</b>	(4,784)	>500.0
Taxation		<u>61,237</u>	<u>289</u>	>500
<b>Profit/(loss) for the year</b>		<b><u>622</u></b>	<b><u>(4,495)</u></b>	NM
<b>Attributable to:</b>				
Shareholders of the Company		11,851	(4,716)	NM
Non-controlling interests		<u>(11,229)</u>	<u>221</u>	NM
		<b><u>622</u></b>	<b><u>(4,495)</u></b>	NM
<b>EBITDA *</b>		<b>54,255</b>	39,239	38.3
<b>Profit/(loss) per ordinary share</b>				
- basic	1d	0.55 cts	(0.22) cts	NM
- diluted	1d	0.55 cts	(0.22) cts	NM

\* EBITDA is defined as profit before tax, finance expenses, depreciation and amortisation, fixed assets impairment loss, goodwill impairment loss and other intangibles impairment loss.

\*\* NM - Not meaningful

## NOTES TO GROUP PROFIT AND LOSS ACCOUNT

### 1a. Breakdown of revenue

	<b>1 Jul 11 to 30 Jun 12 \$'000</b>	1 Jul 10 to 30 Jun 11 \$'000	+ / (-) %
Revenue from transportation leasing	47,952	56,493	(15.1)
Proceeds from sale of investments	10,929	2,507	335.9
Investment income	10,619	498	>500
Interest income from:			
- Related parties	14	304	(95.4)
- Others	36	220	(83.6)
Others	<u>9,123</u>	<u>11,195</u>	(18.5)
	<u><b>78,673</b></u>	<u><b>71,217</b></u>	10.5

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

	<b>1 Jul 11 to 30 Jun 12 \$'000</b>	1 Jul 10 to 30 Jun 11 \$'000	+ / (-) %
Profit on disposal of fixed assets	5,237	6,968	(24.8)
Profit on sale of investments	10,601	2,507	322.9
Write-back of provision/(provision) for doubtful debts	10	(105)	NM
Fixed assets impairment loss #	(18,274)	(3,455)	428.9
Goodwill impairment loss #	(43,477)	-	NM
Other intangibles impairment loss #	(11,948)	-	NM

# Impairment loss related to write-down of locomotives, goodwill and other intangibles under the Group's transportation leasing segment

### 1c. Group tax expenses in the current year included an adjustment of \$44.3 million for the write-back of prior years' provision. Please refer to para 3c.

### 1d. Profit/(loss) per ordinary share

	<b>GROUP</b>		
	<b>1 Jul 11 to 30 Jun 12</b>	1 Jul 10 to 30 Jun 11	+ / (-) %
Profit/ (loss) per ordinary share of the Group based on net profit/ (loss) attributable to shareholders:-			
(i) Based on weighted average number of shares	<b>0.55 cts</b>	(0.22) cts	NM
- Weighted average number of shares ('000)	<b>2,165,618</b>	2,165,618	-
(ii) On a fully diluted basis	<b>0.55 cts</b>	(0.22) cts	NM
- Adjusted weighted average number of shares ('000)	<b>2,165,618</b>	2,165,618	-

### 1e. There was no extraordinary item during the year.

1f. Breakdown of revenue and operating profit/(loss)

	GROUP		
	1 Jul 11 to 30 Jun 12	1 Jul 10 to 30 Jun 11	+ / (-) %
<b><u>First half</u></b>			
Revenue reported for first half year	<b>33,040</b>	32,562	1.5
Operating profit/(loss) after tax before deducting non-controlling interests reported for first half year	<b>41,934</b>	(2,347)	NM
<b><u>Second half</u></b>			
Revenue reported for second half year	<b>45,633</b>	38,655	18.1
Operating loss after tax before deducting non-controlling interests reported for second half year	<b>(41,312)</b>	(2,148)	>500.0

## 2. CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME for the year ended 30 June 2012

	1 Jul 11 to 30 Jun 12 \$'000	1 Jul 10 to 30 Jun 11 \$'000	+ / (-) %
<b>Profit/(loss) for the year</b>	<u>622</u>	<u>(4,495)</u>	NM
Fair value changes on available-for-sale investments	(10,253)	9,899	NM
Fair value gain/(loss) on available-for-sale assets realised & transferred to profit and loss account	89	(1,913)	NM
Exchange differences arising on consolidation	10,511	(38,293)	NM
Share of other comprehensive (expense)/income	<u>(480)</u>	<u>208</u>	NM
<b>Other comprehensive expense for the year</b>	<u>(133)</u>	<u>(30,099)</u>	(99.6)
<b>Total comprehensive income / (expense) for the year</b>	<u>489</u>	<u>(34,594)</u>	NM
<b>Attributable to:</b>			
Shareholders of the Company	10,579	(28,931)	NM
Non-controlling interests	<u>(10,090)</u>	<u>(5,663)</u>	78.2
	<u>489</u>	<u>(34,594)</u>	NM

### 3. BALANCE SHEETS as at 30 June 2012

	<b>Group</b>		<b>Company</b>	
	<b>As at 30 Jun 12 \$'000</b>	<b>As at 30 Jun 11 \$'000</b>	<b>As at 30 Jun 12 \$'000</b>	<b>As at 30 Jun 11 \$'000</b>
<b>Share capital</b>	<b>196,439</b>	196,439	<b>196,439</b>	196,439
<b>Reserves</b>	<b>142,273</b>	142,522	<b>118,707</b>	87,767
<b>Share capital &amp; reserves</b>	<b>338,712</b>	338,961	<b>315,146</b>	284,206
<b>Non-controlling interests</b>	<b>31,233</b>	41,323	-	-
<b>Capital employed</b>	<b>369,945</b>	380,284	<b>315,146</b>	284,206
<b>Represented by:</b>				
<b>Fixed assets</b>	<b>184,830</b>	212,890	-	-
<b>Subsidiaries</b>	-	-	<b>295,685</b>	295,685
<b>Associated company and joint ventures</b>	<b>63,198</b>	52,639	-	-
<b>Investments</b>	<b>197,279</b>	207,412	<b>17,960</b>	17,064
<b>Other assets</b>	<b>5,932</b>	6,925	-	-
<b>Intangibles</b>	<b>115,895</b>	168,274	-	-
	<b>567,134</b>	648,140	<b>313,645</b>	312,749
<b>Current assets</b>				
Stocks	<b>10,120</b>	2,372	-	-
Amounts due from:				
- subsidiaries	-	-	<b>9</b>	6
Debtors	<b>5,974</b>	7,083	<b>22</b>	24
Deposits, bank balances & cash	<b>41,446</b>	40,093	<b>2,868</b>	17,665
	<b>57,540</b>	49,548	<b>2,899</b>	17,695
<b>Current liabilities</b>				
Creditors	<b>9,882</b>	6,233	<b>780</b>	34,650
Amounts due to:				
- subsidiaries	-	-	<b>588</b>	910
- associated company and joint ventures	<b>258</b>	341	-	-
Term loans	<b>1,518</b>	1,474	-	-
Provision for taxation	<b>3,683</b>	46,467	-	2,055
	<b>15,341</b>	54,515	<b>1,368</b>	37,615
<b>Net current assets/(liabilities)</b>	<b>42,199</b>	(4,967)	<b>1,531</b>	(19,920)
<b>Non-current liabilities</b>				
Term loans	<b>148,396</b>	145,565	-	-
Deferred liabilities	<b>715</b>	601	-	-
Deferred taxation	<b>90,277</b>	116,723	<b>30</b>	8,623
	<b>239,388</b>	262,889	<b>30</b>	8,623
<b>Net assets</b>	<b>369,945</b>	380,284	<b>315,146</b>	284,206

## NOTES TO BALANCE SHEETS

### 3a. Group's borrowings and debt securities

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

As at 30 Jun 12		As at 30 Jun 11	
Secured \$'000	Unsecured \$'000	Secured \$'000	Unsecured \$'000
1,518	-	1,474	-

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

As at 30 Jun 12		As at 30 Jun 11	
Secured \$'000	Unsecured \$'000	Secured \$'000	Unsecured \$'000
148,396	-	145,565	-

#### (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 \$291 million (June 2011: \$311 million).

### 3b. Net asset value

	GROUP			COMPANY		
	As at 30 Jun 12	As at 30 Jun 11	+ / (-)%	As at 30 Jun 12	As at 30 Jun 11	+ / (-)%
Net asset value per ordinary share #	\$0.16	\$0.16	-	\$0.15	\$0.13	15.4
Net tangible asset value per ordinary share #	\$0.11	\$0.09	22.2	\$0.15	\$0.13	15.4

# Based on issued share capital of 2,165,618,003 ordinary shares as at the end of the financial year (30 June 2011: 2,165,618,003).

### 3c. Balance sheet review

Group shareholders' funds decreased from \$339.0 million at 30 June 2011 to \$338.7 million at 30 June 2012. The principal movements in shareholders' funds were due to a dividend distribution to shareholders of \$10.8 million in November 2011 offset by net profit for the year of \$11.9 million. The profit for the year ended 30 June 2012 was primarily the result of a write-back of prior years' tax provision of \$44.3 million and revenues from investment activities of \$21.6 million offset by an impairment loss on goodwill and other intangibles of \$55.4 million and a fixed assets impairment loss of \$18.3 million associated with the write-down of rail equipment available for lease at Helm. A downward revaluation of the Group's investment in McMoRan Exploration Co. ("MMR") was reduced by an unrealized currency translation gain resulting from the strengthening of the US dollar in the amount of \$9.3 million.

Group total assets of \$624.7 million at 30 June 2012 were \$73.0 million less than at 30 June 2011. The decrease in total assets was mainly due to the above-mentioned goodwill impairment and fixed assets impairment loss, the dividend distribution to shareholders, and the downward revaluation of the Group's investment in MMR. The fixed asset impairment loss was attributable to the continued weakness in the six-axle locomotive leasing market which resulted in the rail assets remaining idle over an extended period. Impairment of goodwill on Helm resulted from a decline in enterprise value, which is in conformity with the value provided by an independent third party as part of Helm's annual impairment review.



In prior years, the Group recorded cash distributions received from Knowledge Universe Holdings LLC (“KUH”), as a reduction to the investment’s carrying cost. During the year ended June 30, 2012, the Group received \$9.9 million in distributions from KUH which exceeded the reduced carrying cost of the investment of \$5.9 million at 30, June 2011, and has accounted for these distributions as income in the current year. The carrying value of the KUH investment remains unchanged from the prior year end.

Group total liabilities of \$254.7 million at 30 June 2012 were \$62.7 million lower than the previous year end principally due a decrease in provision for taxation and deferred taxation. This includes the write-back of prior years’ provisions of \$44.3 million. After reviewing the tax affairs of the Group, the management is of the view that it is appropriate to write-back the tax provision as it is no longer required.

#### 4. STATEMENTS OF CHANGES IN EQUITY for the year ended 30 June 2012

##### 4a. Group Statement of Changes in Equity

	Attributable to equity holders of the Company						
	Share Capital \$'000	Capital Reserves \$'000	Foreign Exchange Translation Account \$'000	Revenue Reserves \$'000	Share Capital & Reserves \$'000	Non- controlling Interests \$'000	Capital Employed \$'000
<b>2012</b>							
<b>As at 1 July 2011</b>	196,439	19,421	(81,726)	204,827	338,961	41,323	380,284
<b>Total comprehensive (expense)/ income for the year</b>							
Profit/(loss) for the year	-	-	-	11,851	11,851	(11,229)	622
Other comprehensive (expense)/income	-	(10,548)	9,276	-	(1,272)	1,139	(133)
<b>Total comprehensive (expense)/ income for the year</b>	-	(10,548)	9,276	11,851	10,579	(10,090)	489
<b>Transactions with equity holders, recorded directly in equity</b>							
Dividend paid	-	-	-	(10,828)	(10,828)	-	(10,828)
<b>As at 30 June 2012</b>	<b>196,439</b>	<b>8,873</b>	<b>(72,450)</b>	<b>205,850</b>	<b>338,712</b>	<b>31,233</b>	<b>369,945</b>
<b>2011</b>							
<b>As at 1 July 2010</b>	196,439	11,268	(49,358)	220,371	378,720	46,986	425,706
<b>Total comprehensive income/ (expense) for the year</b>							
(Loss)/profit for the year	-	-	-	(4,716)	(4,716)	221	(4,495)
Other comprehensive income/(expense)	-	8,153	(32,368)	-	(24,215)	(5,884)	(30,099)
<b>Total comprehensive income/ (expense) for the year</b>	-	8,153	(32,368)	(4,716)	(28,931)	(5,663)	(34,594)
<b>Transactions with equity holders, recorded directly in equity</b>							
Dividend paid	-	-	-	(10,828)	(10,828)	-	(10,828)
<b>As at 30 June 2011</b>	<b>196,439</b>	<b>19,421</b>	<b>(81,726)</b>	<b>204,827</b>	<b>338,961</b>	<b>41,323</b>	<b>380,284</b>

\* Details of other comprehensive income / (expense) have been included in the consolidated statement of comprehensive income.

4b. Company Statement of Changes in Equity

	<u>Share Capital</u> \$'000	<u>Capital Reserves</u> \$'000	<u>Revenue Reserves</u> \$'000	<u>Total</u> \$'000
<b>2012</b>				
<b>As at 1 July 2011</b>	196,439	(1,590)	89,357	284,206
<b>Total comprehensive income for the year</b>				
Profit for the year	-	-	40,473	40,473
Other comprehensive income	-	1,295	-	1,295
<b>Total comprehensive income for the year</b>	<u>-</u>	<u>1,295</u>	<u>40,473</u>	<u>41,768</u>
<b>Transactions with equity holders, recorded directly in equity</b>				
Dividend paid	-	-	(10,828)	(10,828)
<b>As at 30 June 2012</b>	<u>196,439</u>	<u>(295)</u>	<u>119,002</u>	<u>315,146</u>
<b>2011</b>				
<b>As at 1 July 2010</b>	196,439	1,195	105,300	302,934
<b>Total comprehensive expense for the year</b>				
Loss for the year	-	-	(5,115)	(5,115)
Other comprehensive expense	-	(2,785)	-	(2,785)
<b>Total comprehensive expense for the year</b>	<u>-</u>	<u>(2,785)</u>	<u>(5,115)</u>	<u>(7,900)</u>
<b>Transactions with equity holders, recorded directly in equity</b>				
Dividend paid	-	-	(10,828)	(10,828)
<b>As at 30 June 2011</b>	<u>196,439</u>	<u>(1,590)</u>	<u>89,357</u>	<u>284,206</u>

4c. Share capital

Since 31 March 2012, there was no issue of ordinary shares by the Company. As at 30 June 2012, there were no unexercised options for unissued ordinary shares (30 June 2011: nil) under the k1 Ventures Share Option Scheme 2000.

The issued share capital of the Company as at 30 June 2012 was 2,165,618,003 ordinary shares (30 June 2011: 2,165,618,003 ordinary shares).

As at 30 June 2012, the Company was not holding any treasury shares (30 June 2011: nil).

## 5. CONSOLIDATED STATEMENT OF CASH FLOWS for the year ended 30 June 2012

	Note	1 Jul 11 to 30 Jun 12 \$'000	1 Jul 10 to 30 Jun 11 \$'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Operating loss		(58,690)	(4,674)
Adjustments:			
Depreciation and amortisation		29,970	32,782
Fixed assets impairment loss		18,274	3,455
Goodwill impairment loss		43,477	-
Other intangibles impairment loss		11,948	-
Accretion of interest income on held to maturity financial assets		(1,773)	(66)
Profit on disposal of fixed assets		(5,237)	(6,968)
Profit on sale of investments		(10,601)	(2,507)
Cash flow from operations before changes in working capital		<u>27,368</u>	<u>22,022</u>
Working capital changes:			
Stocks		1,651	7,449
Debtors		1,184	(1,360)
Creditors		4,048	687
Translation of foreign subsidiaries and others		670	(8,254)
		<u>34,291</u>	<u>20,544</u>
Interest paid		(9,884)	(5,908)
Income taxes paid		(6,170)	(14,004)
<b>Net cash from operating activities</b>		<u>18,867</u>	<u>632</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Purchase of fixed assets		(39,453)	(10,967)
Proceeds from disposal of fixed assets		23,398	29,119
Proceeds from distributions from associated company and joint venture		-	4,019
Net proceeds from disposal and capital distribution of investments		11,007	42,412
Purchase of investment		(219)	(122,841)
<b>Net cash used in investing activities</b>		<u>(5,267)</u>	<u>(58,258)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from term loans		-	147,408
Payment of debt issuance costs		-	(6,667)
Repayment of term loans		(1,538)	(194,768)
Dividend paid to shareholders of the Company		(10,828)	(10,828)
<b>Net cash used in financing activities</b>		<u>(12,366)</u>	<u>(64,855)</u>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<u>1,234</u>	<u>(122,481)</u>
<b>Cash and cash equivalents as at beginning of year</b>		<u>40,093</u>	<u>164,242</u>
<b>Effects of exchange rate changes on cash and cash equivalents</b>		<u>119</u>	<u>(1,668)</u>
<b>Cash and cash equivalents at end of year</b>	5a	<u>41,446</u>	<u>40,093</u>

### NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS

#### 5a. Deposits, bank balances and cash

	As at 30 Jun 12 \$'000	As at 30 Jun 11 \$'000
Bank balances, deposits and cash	39,955	26,622
Deposits with related parties	1,491	13,471
Cash and cash equivalents	<u>41,446</u>	<u>40,093</u>

**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 2011.

**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 July 2011. 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 is the new or amended FRS that is relevant to the Group:

FRS 24 (Revised)	Related Party Disclosures
Amendments to FRS 107 Disclosures	Transfers of Financial Assets
Improvements to FRS (issued in 2010)	

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 of \$78.7 million for the year ended 30 June 2012 was \$7.5 million above the prior year due to an increase in revenue from investments offset in part by a decrease in revenue from transportation leasing related activities. Revenue from investment activities increased \$18.2 million mainly due to investment income of \$10.6 million and \$9.9 million from the Group's investments in Guggenheim and KUH respectively (see Note 3c). Revenue from transportation leasing related activities of \$57.1 million was \$10.7 million lower than the prior year due to railcar end of lease earnings received in the prior year and lower net gains from equipment & parts sales in the current year.

Group operating loss was \$58.7 million for the year ended 30 June 2012 compared to a loss of \$4.7 million in the prior year, and at the pre-tax level Group loss was \$60.6 million for the year compared to a loss of \$4.8 million in the prior year. The decline in pre-tax results was driven by the impairment of goodwill and other intangibles of \$55.4 million on Helm, the fixed assets impairment loss of \$18.3 million, and a decrease in revenue from transportation related activities offset in part by an increase in revenue from investments. Group EBITDA of \$54.3 million increased by 38.3% compared to the prior year.

Finance expenses increased by \$3.4 million resulting from an increase in borrowing costs related to Helm. Group foreign exchange gain of \$119,000 was the result of the strengthening of the US dollar during the period.

During the current year, there was a write-back of Group tax provision of \$44.3 million. The Group's tax credit also included \$11.4 million related to the fixed assets impairment loss and other intangible impairment loss. After taking into account the tax credit and non-controlling interests, net profit attributable to shareholders was \$11.9 million for the year ended 30 June 2012 compared to a loss of \$4.7 million in the previous year. Profit per share was 0.55 cents.

In the opinion of the Directors, no factor has arisen between 30 June 2012 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 FORECAST STATEMENT**

No forecast for the full year ended 30 June 2012 was previously provided.

## **12. PROSPECTS**

The Group's operating subsidiary, Helm Holding Corporation, is expected to be impacted by continued economic volatility in US markets. The continued weakness in the six-axle locomotive leasing market, which is not expected to change in the near future, has decreased the overall demand for Helm's group of equipment. Helm remains focused on overall fleet management, including the possible disposition of substantially all of the off lease six axle fleet of locomotives.

The Board has determined, after careful consideration, that due to difficulty in accessing additional capital in the market without being dilutive to shareholders, which would not be in the interest of the Company, the Company will not be making any new investments, but will focus its efforts on managing the current portfolio of assets of the Company and, at the appropriate time, realising such assets. The Board believes that this is the best course of action in the current circumstances, and will enable the Company to maximise value from the proceeds from any realisation of assets and to return the same to shareholders as appropriate.

## **13. DIVIDEND**

### **13a. Current Financial Period Reported On**

Any dividend recommended for the current financial period reported on? Yes

The Board of Directors is pleased to recommend a tax exempt one-tier final dividend of 0.5 cents per share, in respect of the financial year ended 30 June 2012 for approval by shareholders at the next Annual General Meeting to be convened.

### **13b. Corresponding Period of the Immediately Preceding Financial Year**

For the preceding financial year, a tax exempt one-tier final dividend of 0.5 cents per share in respect of the financial year ended 30 June 2011 was paid on 16 November 2011.

### **13c. Date Payable**

The proposed final dividend, if approved at the Annual General Meeting to be held on 24 October 2012, will be paid on 14 November 2012.

### **13d. Books Closure Date**

Notice is hereby given that, the Share Transfer Books and Register of Members of the Company will be closed on 3 November 2012 for the preparation of dividend warrants. Duly completed transfers in respect of ordinary shares in the capital of the Company ("Shares") received by the Company's Registrar, B.A.C.S. Private Limited, at 63 Cantonment Road, Singapore 089758 up to 5.00 p.m. on 2 November 2012 will be registered to determine shareholders' entitlement to the proposed final dividend. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with Shares at 5.00 p.m. on 2 November 2012 will be entitled to the proposed final dividend.

13e. Total Annual Dividend

	1 Jul 11 to 30 Jun 12 \$'000	1 Jul 10 to 30 Jun 11 \$'000
Final dividend *	<u>10,828</u>	<u>10,828</u>

\* 2012 final dividend is estimated based on share capital of 2,165,618,003 ordinary shares at the end of the financial year.

14. SEGMENT ANALYSIS

Financial year ended 30 June 2012

	<u>Transportation Leasing</u> \$'000	<u>Investments</u> \$'000	<u>Total</u> \$'000
<b>Revenue</b>	<u>57,079</u>	<u>21,594</u>	<u>78,673</u>
<b>Segment Results</b>			
Operating (loss)/profit	(74,932)	16,242	(58,690)
Finance expenses	(11,201)	-	(11,201)
Foreign exchange gain	-	119	119
Share of results of associated company and joint ventures	<u>9,157</u>	<u>-</u>	<u>9,157</u>
(Loss)/profit before taxation	(76,976)	16,361	(60,615)
Taxation	<u>20,546</u>	<u>40,691</u>	<u>61,237</u>
(Loss)/profit for the year	<u>(56,430)</u>	<u>57,052</u>	<u>622</u>
Attributable to:			
Shareholders of the Company	(45,201)	57,052	11,851
Non-controlling interests	<u>(11,229)</u>	<u>-</u>	<u>(11,229)</u>
	<u>(56,430)</u>	<u>57,052</u>	<u>622</u>
<b>Other information</b>			
Segment assets	402,724	221,950	624,674
Segment liabilities	<u>245,775</u>	<u>8,954</u>	<u>254,729</u>
Net assets	<u>156,949</u>	<u>212,996</u>	<u>369,945</u>
Investment in associated company and joint ventures	63,198	-	63,198
Additions to non-current assets	39,452	1	39,453
Interest income	4	46	50
Depreciation and amortisation	29,970	-	29,970
Fixed assets impairment loss	18,274	-	18,274
Goodwill impairment loss	43,477	-	43,477
Other intangibles impairment loss	11,948	-	11,948

Geographical Information

	<u>Singapore</u> \$'000	<u>USA</u> \$'000	<u>Others</u> \$'000	<u>Total</u> \$'000
External sales	42	78,631	-	78,673
Non-current assets	-	549,152	17,982	567,134

## Financial year ended 30 June 2011

	Transportation <u>Leasing</u> \$'000	<u>Investments</u> \$'000	<u>Total</u> \$'000
<b>Revenue</b>	67,790	3,427	71,217
<b>Segment Results</b>			
Operating loss	(2,675)	(1,999)	(4,674)
Finance expenses	(7,786)	-	(7,786)
Foreign exchange loss	-	(1,668)	(1,668)
Share of results of associated company and joint ventures	9,344	-	9,344
Loss before taxation	(1,117)	(3,667)	(4,784)
Taxation	469	(180)	289
Loss for the year	(648)	(3,847)	(4,495)
Attributable to:			
Shareholders of the Company	(869)	(3,847)	(4,716)
Non-controlling interests	221	-	221
	(648)	(3,847)	(4,495)
<b>Other information</b>			
Segment assets	462,463	235,225	697,688
Segment liabilities	254,811	62,593	317,404
Net assets	207,652	172,632	380,284
Investment in associated company and joint ventures	52,639	-	52,639
Additions to non-current assets	10,967	-	10,967
Interest income	102	422	524
Depreciation and amortisation	32,779	3	32,782
Fixed assets impairment loss	3,455	-	3,455

## Geographical Information

	<u>Singapore</u> \$'000	<u>USA</u> \$'000	<u>Others</u> \$'000	<u>Total</u> \$'000
External sales	304	68,406	2,507	71,217
Non-current assets	-	631,054	17,086	648,140

### 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 year ended 30 June 2012, revenues from one customer attributable to the Transportation Leasing segment amounted to approximately \$7.97 million. For the year ended 30 June 2011, revenues from one customer attributable to the Transportation Leasing segment amounted to approximately \$8.57 million.

**15. REVIEW OF SEGMENT PERFORMANCE**

Not applicable.

**16. INTERESTED PERSON TRANSACTIONS**

The Group has obtained a general mandate from shareholders of the Company for interested person transactions in the Annual General Meeting held on 28 October 2011. During the year ended 30 June 2012, the following interested person transactions were entered into by the Group:

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 11 to 30 Jun 12 \$'000	1 Jul 10 to 30 Jun 11 \$'000	1 Jul 11 to 30 Jun 12 \$'000	1 Jul 10 to 30 Jun 11 \$'000
<b>General Transactions</b>				
KCL Group	-	-	669	666
Greenstreet Partners	-	-	4,316	3,105
<b>Corporate Treasury Transactions</b>				
KCL Group	-	-	1,506	13,775
<b>Total</b>	-	-	6,491	17,546

**17. REPORT OF PERSONS OCCUPYING MANAGERIAL POSITIONS WHO ARE RELATED TO A DIRECTOR, CHIEF EXECUTIVE OFFICER OR SUBSTANTIAL SHAREHOLDER**

Pursuant to Rule 704(13) of the Listing Manual of the Singapore Exchange Securities Trading Limited, we confirm that none of the persons occupying managerial positions in k1 Ventures Limited (the "Company") or any of its principal subsidiaries is a relative of a director or chief executive officer or substantial shareholder of the Company.

**BY ORDER OF THE BOARD**

Kenny Lee & Winnie Mak  
Company Secretaries  
17 July 2012