

**AUDITED RESULTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2014**

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

**CONSOLIDATED INCOME STATEMENT  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2014 (IN \$ MILLION)**

	The Group		The Group	
	4 <sup>th</sup> Quarter 2013-14	4 <sup>th</sup> Quarter 2012-13	2013-14	2012-13
<b>REVENUE</b>	<b>311.1</b>	<b>283.5</b>	<b>1,178.2</b>	<b>1,146.7</b>
<b>EXPENDITURE</b>				
Staff costs	124.6	129.6	508.4	498.2
Material costs	60.1	51.8	223.1	214.2
Depreciation	9.8	8.5	35.7	33.2
Amortisation of intangibles	0.3	0.5	1.3	1.7
Company accommodation	13.5	12.4	50.5	48.4
Subcontract costs	43.4	35.5	145.7	136.7
Other operating expenses	25.2	14.3	97.9	86.2
	<b>276.9</b>	<b>252.6</b>	<b>1,062.6</b>	<b>1,018.6</b>
<b>OPERATING PROFIT</b>	<b>34.2</b>	<b>30.9</b>	<b>115.6</b>	<b>128.1</b>
Interest income	0.4	0.4	1.5	1.4
Interest on external borrowings	(0.1)	(0.1)	(0.2)	(0.1)
Surplus on disposal of property, plant and equipment	0.4	0.3	0.7	0.3
Other income	-	-	-	0.2
Dividend from long-term investment	2.2	3.7	13.8	17.0
Share of profits of associated companies, net of tax	14.1	12.6	68.6	55.2
Share of profits of joint venture companies, net of tax	22.0	25.4	94.0	94.9
<b>PROFIT BEFORE TAXATION</b>	<b>73.2</b>	<b>73.2</b>	<b>294.0</b>	<b>297.0</b>
TAXATION	(6.5)	(5.7)	(23.0)	(22.8)
<b>PROFIT FOR THE FINANCIAL YEAR</b>	<b>66.7</b>	<b>67.5</b>	<b>271.0</b>	<b>274.2</b>
<b>PROFIT ATTRIBUTABLE TO:</b>				
<b>OWNERS OF THE PARENT</b>	<b>65.2</b>	<b>65.9</b>	<b>265.7</b>	<b>270.1</b>
NON-CONTROLLING INTERESTS	1.5	1.6	5.3	4.1
	<b>66.7</b>	<b>67.5</b>	<b>271.0</b>	<b>274.2</b>
BASIC EARNINGS PER SHARE (CENTS)	5.85	5.96	23.88	24.51
DILUTED EARNINGS PER SHARE (CENTS)	5.80	5.91	23.69	24.30

**Notes - Profit for the financial year is arrived at after charging/(crediting) the following:**

	The Group		The Group	
	4 <sup>th</sup> Quarter 2013-14	4 <sup>th</sup> Quarter 2012-13	2013-14	2012-13
	\$M	\$M	\$M	\$M
Bad debts written off	*	-	*	-
Write back of provision for impairment of trade debtors, net	(0.4)	(3.6)	(1.1)	(3.0)
Exchange loss / (gain), net	1.0	(3.3)	3.6	(1.2)
Under / (over) provision of tax in respect of prior year	0.1	(1.3)	(0.4)	(1.6)
Provision for stock obsolescence, net	1.1	1.4	4.8	5.7

\* Amount less than \$0.1M.

### 1(a)(i) Consolidated Statement of Comprehensive Income

#### STATEMENTS OF COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 31 MARCH 2014 (IN \$ MILLION)

	The Group		The Group	
	4 <sup>th</sup> Quarter 2013-14	4 <sup>th</sup> Quarter 2012-13	2013-14	2012-13
<b>PROFIT FOR THE FINANCIAL YEAR</b>	<b>66.7</b>	<b>67.5</b>	<b>271.0</b>	<b>274.2</b>
<b>OTHER COMPREHENSIVE INCOME</b>				
<u>Items that will not be reclassified to profit or loss:</u>				
Actuarial gain on remeasurement of defined benefit plan	0.1	-	0.1	-
	<u>0.1</u>	<u>-</u>	<u>0.1</u>	<u>-</u>
<u>Items that may be reclassified subsequently to profit or loss:</u>				
Foreign currency translation	(1.8)	7.8	6.7	(5.2)
Net fair value adjustment on cash flow hedges	1.1	(2.3)	0.9	(0.2)
Share of other comprehensive income of associated and joint venture companies	0.6	(0.2)	(0.9)	0.4
	<u>(0.1)</u>	<u>5.3</u>	<u>6.7</u>	<u>(5.0)</u>
<b>OTHER COMPREHENSIVE INCOME, NET OF TAX</b>	<b>-</b>	<b>5.3</b>	<b>6.8</b>	<b>(5.0)</b>
<b>TOTAL COMPREHENSIVE INCOME</b>	<b>66.7</b>	<b>72.8</b>	<b>277.8</b>	<b>269.2</b>
<b>TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:</b>				
OWNERS OF THE PARENT	65.3	70.8	272.6	265.1
NON-CONTROLLING INTERESTS	1.4	2.0	5.2	4.1
	<u>66.7</u>	<u>72.8</u>	<u>277.8</u>	<u>269.2</u>

**STATEMENTS OF COMPREHENSIVE INCOME  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2014 (IN \$ MILLION)**

	The Company		The Company	
	4 <sup>th</sup> Quarter 2013-14	4 <sup>th</sup> Quarter 2012-13	2013-14	2012-13
<b>PROFIT FOR THE FINANCIAL YEAR</b>	<b>69.8</b>	<b>65.4</b>	<b>257.1</b>	<b>256.0</b>
<b>OTHER COMPREHENSIVE INCOME</b>				
<u>Items that will not be reclassified to profit or loss:</u>				
Actuarial loss on remeasurement of defined benefit plan	*	-	*	-
	<hr/>	<hr/>	<hr/>	<hr/>
	*	-	*	-
<u>Items that may be reclassified subsequently to profit or loss:</u>				
Net fair value adjustment on cash flow hedges	1.1	(2.3)	0.9	(0.2)
	<hr/>	<hr/>	<hr/>	<hr/>
	1.1	(2.3)	0.9	(0.2)
<b>OTHER COMPREHENSIVE INCOME, NET OF TAX</b>	<b>1.1</b>	<b>(2.3)</b>	<b>0.9</b>	<b>(0.2)</b>
	<hr/>	<hr/>	<hr/>	<hr/>
<b>TOTAL COMPREHENSIVE INCOME</b>	<b>70.9</b>	<b>63.1</b>	<b>258.0</b>	<b>255.8</b>
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\*Amount less than \$0.1M.

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

**BALANCE SHEETS AT 31 MARCH 2014 (IN \$ MILLION)**

	<b>The Group</b>		<b>The Company</b>	
	<b>31 Mar 2014</b>	<b>31 Mar 2013</b>	<b>31 Mar 2014</b>	<b>31 Mar 2013</b>
<b>EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT</b>				
Share capital	387.3	348.1	387.3	348.1
Share-based compensation reserve	23.9	31.9	23.9	31.9
Foreign currency translation reserve	(127.7)	(134.5)	-	-
Fair value reserve	(0.6)	(0.6)	0.3	(0.6)
General reserve	1,078.0	1,057.0	748.0	735.7
	<u>1,360.9</u>	<u>1,301.9</u>	<u>1,159.5</u>	<u>1,115.1</u>
<b>NON-CONTROLLING INTERESTS</b>	29.6	27.3	-	-
<b>TOTAL EQUITY</b>	<u>1,390.5</u>	<u>1,329.2</u>	<u>1,159.5</u>	<u>1,115.1</u>
<b>NON-CURRENT LIABILITIES</b>				
Deferred taxation	26.8	25.3	24.4	23.5
Long-term bank loan	13.6	-	-	-
	<u>40.4</u>	<u>25.3</u>	<u>24.4</u>	<u>23.5</u>
	<b><u>1,430.9</u></b>	<b><u>1,354.5</u></b>	<b><u>1,183.9</u></b>	<b><u>1,138.6</u></b>
Represented by :				
<b>PROPERTY, PLANT AND EQUIPMENT</b>	337.2	305.5	286.0	267.6
<b>INTANGIBLES</b>	54.3	49.0	3.9	2.6
<b>SUBSIDIARY COMPANIES</b>	-	-	95.4	90.0
<b>ASSOCIATED COMPANIES</b>	309.4	306.2	179.8	182.0
<b>JOINT VENTURE COMPANIES</b>	126.5	120.8	56.6	56.6
<b>LONG-TERM INVESTMENT</b>	14.6	14.6	14.6	14.6
<b>CURRENT ASSETS</b>				
Trade debtors	97.4	71.3	67.1	55.2
Prepayments and other debtors	19.1	15.5	13.3	11.5
Immediate holding company	57.2	64.8	55.0	62.0
Amount owing by related parties	48.8	54.4	50.9	54.3
Inventories	44.3	50.6	32.5	38.2
Work-in-progress	62.6	57.1	60.6	50.1
Short-term deposits	484.9	481.3	481.7	475.8
Cash and bank balances	50.8	41.6	35.5	31.9
	<u>865.1</u>	<u>836.6</u>	<u>796.6</u>	<u>779.0</u>
Less:				
<b>CURRENT LIABILITIES</b>				
Trade and other creditors	242.0	246.3	208.9	217.3
Amount owing to related parties	4.1	2.3	20.8	15.0
Bank loans	8.2	5.7	-	-
Tax payable	21.9	23.9	19.3	21.5
	<u>276.2</u>	<u>278.2</u>	<u>249.0</u>	<u>253.8</u>
<b>NET CURRENT ASSETS</b>	<u>588.9</u>	<u>558.4</u>	<u>547.6</u>	<u>525.2</u>
	<b><u>1,430.9</u></b>	<b><u>1,354.5</u></b>	<b><u>1,183.9</u></b>	<b><u>1,138.6</u></b>

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

**(in \$ Million)**

**Amount repayable in one year or less, or on demand**

<b>31 Mar 2014</b>		<b>31 Mar 2013</b>	
Secured	Unsecured	Secured	Unsecured
-	8.2	-	5.7

**Amount repayable after one year**

<b>31 Mar 2014</b>		<b>31 Mar 2013</b>	
Secured	Unsecured	Secured	Unsecured
-	13.6	-	-

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

**CONSOLIDATED CASH FLOW STATEMENT  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2014 (IN \$ MILLION)**

The Group	
2013-14	2012-13

**CASH FLOW FROM OPERATING ACTIVITIES**

Profit before taxation	<b>294.0</b>	<b>297.0</b>
Adjustments for:		
Depreciation	35.7	33.2
Amortisation of intangibles	1.3	1.7
Share-based compensation expense	1.0	2.3
Surplus on disposal of property, plant and equipment	(0.7)	(0.3)
Interest income	(1.5)	(1.4)
Interest on external borrowings	0.2	0.1
Share of profits of associated and joint venture companies, net of tax	(162.6)	(150.1)
Exchange differences	3.6	(1.2)
Dividend received from long-term investment	(13.8)	(17.0)
<b>Operating profit before working capital changes</b>	<b>157.2</b>	<b>164.3</b>
(Increase) / decrease in debtors	(32.2)	21.9
Decrease in inventories and work-in-progress	0.8	9.9
Decrease in creditors	(4.5)	(16.0)
Decrease / (increase) in amounts owing by immediate holding company	7.9	(17.7)
Decrease / (increase) in amounts owing by related parties, net	7.4	(2.1)
<b>Cash generated from operations</b>	<b>136.6</b>	<b>160.3</b>
Income taxes paid	(23.6)	(26.7)
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>113.0</b>	<b>133.6</b>

**CASH FLOW FROM INVESTING ACTIVITIES**

Capital expenditure	(67.9)	(31.8)
Purchase of intangible assets	(5.9)	(13.7)
Proceeds from disposal of property, plant and equipment	1.0	0.2
Interest received from deposits	1.3	1.3
Proceeds from capital reduction of associated company	1.8	-
Dividends received from associated and joint venture companies	157.3	137.5
Dividend received from long-term investment	13.8	17.0
<b>NET CASH PROVIDED BY INVESTING ACTIVITIES</b>	<b>101.4</b>	<b>110.5</b>

**CONSOLIDATED CASH FLOW STATEMENT  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2014 (IN \$ MILLION)**

	<b>The Group</b>	
	<b>2013-14</b>	<b>2012-13</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from exercise of share options	30.3	22.6
Proceeds from borrowings	16.9	3.5
Repayment of borrowings	(0.8)	(0.3)
Interest paid	(0.2)	(0.1)
Dividends paid	(244.9)	(242.4)
Dividends paid by subsidiary companies to non-controlling interests	(2.9)	(2.3)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>(201.6)</b>	<b>(219.0)</b>
<b>NET CASH INFLOW</b>	<b>12.8</b>	<b>25.1</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF FINANCIAL YEAR</b>	<b>522.9</b>	<b>497.9</b>
Effect of exchange rate changes	*	(0.1)
<b>CASH AND CASH EQUIVALENTS AT END OF FINANCIAL YEAR</b>	<b>535.7</b>	<b>522.9</b>
<b>ANALYSIS OF CASH AND CASH EQUIVALENTS</b>		
Short-term deposits	484.9	481.3
Cash and bank balances	50.8	41.6
<b>CASH AND CASH EQUIVALENTS AT END OF FINANCIAL YEAR</b>	<b>535.7</b>	<b>522.9</b>

\*Amount less than \$0.1M.

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.

**STATEMENT OF CHANGES IN EQUITY  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2014 (IN \$ MILLION)**

The Group	Attributable to Owners of the Parent						Non-controlling interests	Total equity
	Share capital	Share-based compensation reserve	Foreign currency translation reserve	Fair value reserve	General reserve	Total		
<b>Balance at 1 April 2013</b>	<b>348.1</b>	<b>31.9</b>	<b>(134.5)</b>	<b>(0.6)</b>	<b>1,057.0</b>	<b>1,301.9</b>	<b>27.3</b>	<b>1,329.2</b>
Profit for the year	-	-	-	-	265.7	265.7	5.3	271.0
Actuarial gain on remeasurement of defined benefit plan	-	-	-	-	0.1	0.1	*	0.1
Foreign currency translation	-	-	6.8	-	-	6.8	(0.1)	6.7
Net fair value adjustment on cash flow hedges	-	-	-	0.9	-	0.9	-	0.9
Share of other comprehensive income of associated / joint venture companies	-	-	*	(0.9)	-	(0.9)	-	(0.9)
Other comprehensive income, net of tax	-	-	6.8	-	0.1	6.9	(0.1)	6.8
<b>Total comprehensive income for the financial year</b>	<b>-</b>	<b>-</b>	<b>6.8</b>	<b>-</b>	<b>265.8</b>	<b>272.6</b>	<b>5.2</b>	<b>277.8</b>
Share-based compensation expense	-	1.0	-	-	-	1.0	-	1.0
Share awards released	1.8	(1.8)	-	-	-	-	-	-
Share options exercised	37.4	(7.1)	-	-	-	30.3	-	30.3
Share options lapsed	-	(0.1)	-	-	0.1	-	-	-
Dividends	-	-	-	-	(244.9)	(244.9)	(2.9)	(247.8)
<b>Total contributions by and distributions to owners</b>	<b>39.2</b>	<b>(8.0)</b>	<b>-</b>	<b>-</b>	<b>(244.8)</b>	<b>(213.6)</b>	<b>(2.9)</b>	<b>(216.5)</b>
<b>Balance at 31 March 2014</b>	<b>387.3</b>	<b>23.9</b>	<b>(127.7)</b>	<b>(0.6)</b>	<b>1,078.0</b>	<b>1,360.9</b>	<b>29.6</b>	<b>1,390.5</b>

\* Amount less than \$0.1M.



**STATEMENT OF CHANGES IN EQUITY  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2013 (IN \$ MILLION)**

The Group	Attributable to Owners of the Parent						Non-controlling interests	Total equity
	Share capital	Share-based compensation reserve	Foreign currency translation reserve	Fair value reserve	General reserve	Total		
<b>Balance at 1 April 2012</b>	<b>317.3</b>	<b>38.2</b>	<b>(129.2)</b>	<b>(0.9)</b>	<b>1,028.9</b>	<b>1,254.3</b>	<b>25.5</b>	<b>1,279.8</b>
Profit for the year	-	-	-	-	270.1	270.1	4.1	274.2
Foreign currency translation	-	-	(5.2)	-	-	(5.2)	*	(5.2)
Net fair value adjustment on cash flow hedges	-	-	-	(0.2)	-	(0.2)	-	(0.2)
Share of other comprehensive income of associated / joint venture companies	-	-	(0.1)	0.5	-	0.4	-	0.4
Other comprehensive income, net of tax	-	-	(5.3)	0.3	-	(5.0)	*	(5.0)
<b>Total comprehensive income for the financial year</b>	<b>-</b>	<b>-</b>	<b>(5.3)</b>	<b>0.3</b>	<b>270.1</b>	<b>265.1</b>	<b>4.1</b>	<b>269.2</b>
Share-based compensation expense	-	2.3	-	-	-	2.3	-	2.3
Share awards released	2.9	(2.9)	-	-	-	-	-	-
Share options exercised	27.9	(5.3)	-	-	-	22.6	-	22.6
Share options lapsed	-	(0.4)	-	-	0.4	-	-	-
Dividends	-	-	-	-	(242.4)	(242.4)	(2.3)	(244.7)
<b>Total contributions by and distributions to owners</b>	<b>30.8</b>	<b>(6.3)</b>	<b>-</b>	<b>-</b>	<b>(242.0)</b>	<b>(217.5)</b>	<b>(2.3)</b>	<b>(219.8)</b>
<b>Balance at 31 March 2013</b>	<b>348.1</b>	<b>31.9</b>	<b>(134.5)</b>	<b>(0.6)</b>	<b>1,057.0</b>	<b>1,301.9</b>	<b>27.3</b>	<b>1,329.2</b>

\* Amount less than \$0.1M.

**STATEMENT OF CHANGES IN EQUITY  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2014 (IN \$ MILLION)**

<b>The Company</b>	Share capital	Share-based compensation reserve	Fair value reserve	General reserve	Total
<b>Balance at 1 April 2013</b>	<b>348.1</b>	<b>31.9</b>	<b>(0.6)</b>	<b>735.7</b>	<b>1,115.1</b>
Profit for the year	-	-	-	257.1	257.1
Actuarial loss on remeasurement of defined benefit plan	-	-	-	*	*
Net fair value adjustment on cash flow hedges	-	-	0.9	-	0.9
Other comprehensive income, net of tax	-	-	0.9	*	0.9
<b>Total comprehensive income for the financial year</b>	<b>-</b>	<b>-</b>	<b>0.9</b>	<b>257.1</b>	<b>258.0</b>
Share-based compensation expense	-	1.0	-	-	1.0
Share awards released	1.8	(1.8)	-	-	-
Share options exercised	37.4	(7.1)	-	-	30.3
Share options lapsed	-	(0.1)	-	0.1	-
Dividends	-	-	-	(244.9)	(244.9)
<b>Total contributions by and distributions to owners</b>	<b>39.2</b>	<b>(8.0)</b>	<b>-</b>	<b>(244.8)</b>	<b>(213.6)</b>
<b>Balance at 31 March 2014</b>	<b>387.3</b>	<b>23.9</b>	<b>0.3</b>	<b>748.0</b>	<b>1,159.5</b>

\* Amount less than \$0.1M.

**STATEMENT OF CHANGES IN EQUITY  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2013 (IN \$ MILLION)**

<b>The Company</b>	Share capital	Share-based compensation reserve	Fair value reserve	General reserve	Total
<b>Balance at 1 April 2012</b>	<b>317.3</b>	<b>38.2</b>	<b>(0.4)</b>	<b>721.7</b>	<b>1,076.8</b>
Profit for the year	-	-	-	256.0	256.0
Other comprehensive income, net of tax: Net fair value adjustment on cash flow hedges	-	-	(0.2)	-	(0.2)
<b>Total comprehensive income for the financial year</b>	<b>-</b>	<b>-</b>	<b>(0.2)</b>	<b>256.0</b>	<b>255.8</b>
Share-based compensation expense	-	2.3	-	-	2.3
Share awards released	2.9	(2.9)	-	-	-
Share options exercised	27.9	(5.3)	-	-	22.6
Share options lapsed	-	(0.4)	-	0.4	-
Dividends	-	-	-	(242.4)	(242.4)
<b>Total contributions by and distributions to owners</b>	<b>30.8</b>	<b>(6.3)</b>	<b>-</b>	<b>(242.0)</b>	<b>(217.5)</b>
<b>Balance at 31 March 2013</b>	<b>348.1</b>	<b>31.9</b>	<b>(0.6)</b>	<b>735.7</b>	<b>1,115.1</b>

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 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.

## SHARE CAPITAL AND SHARE PLANS IN THE COMPANY

### (A) Share Capital

As at 31 March 2014 the Company has an issued share capital of 1,115,561,658 ordinary shares (31 March 2013: 1,106,186,574 ordinary shares).

The Company does not hold any treasury shares.

The movement of the Company's issued share capital during the financial year ended 31 March 2014 is as follows:

Group and Company	Number of Shares	Share Capital (\$ Million)
Issued and fully paid share capital <u>Ordinary Shares</u>		
Balance at 1 April 2013	1,106,186,574	348.1
Share options exercised during the financial year	8,629,334	37.4
Share awards released during the financial year	745,750	1.8
Balance at 31 March 2014	1,115,561,658	387.3

### (B) Employee Share Option Plan

(i) During the financial year ended 31 March 2014, options over 8,629,334 shares were exercised under the SIA Engineering Company Limited Employee Share Option Plan, which comprises the Senior Executive Share Option Scheme for senior executives and the Employee Share Option Scheme for all other employees.

- (ii) The movement of share options of the Company during the financial year ended 31 March 2014 is as follows:

Date of grant	Balance at 01.04.2013	Cancelled	Exercised	Balance at 31.03.2014	Exercise Price*	Exercisable period
01.07.2003	292,350	(2,200)	(290,150)	-	\$1.25	01.07.2004-30.06.2013
01.07.2004	1,417,550	-	(571,150)	846,400	\$1.59	01.07.2005-30.06.2014
01.07.2005	3,442,075	(2,000)	(1,002,000)	2,438,075	\$2.15	01.07.2006-30.06.2015
03.07.2006	6,753,125	(48,400)	(1,707,228)	4,997,497	\$3.34	03.07.2007-02.07.2016
02.07.2007	13,413,150	(103,600)	(2,945,106)	10,364,444	\$4.57	02.07.2008-01.07.2017
01.07.2008	8,071,196	(47,600)	(2,113,700)	5,909,896	\$3.64	01.07.2010-30.06.2018
Total	33,389,446	(203,800)	(8,629,334)	24,556,312		

\* At the extraordinary general meeting of the Company held on 26 July 2004, the Company's shareholders approved an amendment to the Plan to allow for adjustment to the exercise prices of the existing options by the Committee administering the Plan, in the event of the declaration of a special dividend. Following approval by the Company's shareholders of the declaration of a special dividend of \$0.20 on 26 July 2004 and 21 July 2006 and \$0.10 on 22 July 2011, the said Committee approved a reduction of \$0.20 in the exercise prices of all share options outstanding on 28 July 2004 and on 25 July 2006 respectively, and \$0.10 on the outstanding share options on 29 July 2011. The exercise prices reflected here are the exercise prices after such adjustments.

- (iii) As at 31 March 2014, the number of share options of the Company outstanding was 24,556,312 (31 March 2013: 33,389,446).

**(C) Restricted Share Plan and Performance Share Plan**

- (i) In addition to the Employee Share Option Plan ("ESOP"), senior management staff are eligible to participate in two share-based incentive plans, the Restricted Share Plan ("RSP") and Performance Share Plan ("PSP"), which were approved by the shareholders of the Company on 25 July 2005.
- (ii) Depending on the achievement of pre-determined targets over a two-year period for the RSP and a three-year period for the PSP, the final number of restricted shares and performance shares awarded could range between 0% to 150% of the initial grant of the restricted shares and between 0% to 200% of the initial grant of the performance shares.

- (iii) As at 31 March 2014, the number of outstanding shares granted under the Company's RSP and PSP were 1,932,624 (31 March 2013 : 2,214,856) and 398,271 (31 March 2013 : 468,866) respectively. The movement of these share awards during the financial year ended 31 March 2014 is as follows:

**RSP**

Date of grant	Balance at 01.04.2013 / Date of grant	Adjustment *	Cancelled	Released	Balance at 31.03.2014
01.07.2009	200,021	-	-	(200,021)	-
13.07.2009	29,173	-	-	(29,173)	-
01.07.2010	328,009	-	(5,166)	(165,047)	157,796
01.07.2011	818,353	(491,012)	(10,586)	(163,227)	153,528
02.07.2012	839,300	-	(20,300)	-	819,000
08.07.2013	825,500	-	(23,200)	-	802,300
Total	3,040,356	(491,012)	(59,252)	(557,468)	1,932,624

\* Adjustment at the end of the two-year performance period upon meeting stated performance targets.

**PSP**

Date of grant	Balance at 01.04.2013 / Date of grant	Adjustment *	Cancelled	Released	Balance at 31.03.2014
01.07.2010	174,987	31,495	(18,200)	(188,282)	-
01.07.2011	157,079	-	(17,908)	-	139,171
02.07.2012	136,800	-	(14,000)	-	122,800
08.07.2013	151,000	-	(14,700)	-	136,300
Total	619,866	31,495	(64,808)	(188,282)	398,271

\* Adjustment at the end of the three-year performance period upon meeting stated performance targets.

- 2. Whether the figures have been audited or reviewed and in accordance with which standard (e.g. the Singapore Standard on Auditing 910 (Engagements to Review Financial Statements), or an equivalent standard).**

The figures have been audited in accordance with Singapore Standards on Auditing.

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

See attached auditor's report.

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

The Group has applied the same accounting policies and methods of computation in the financial statements for the current financial period compared to the audited financial statements as at 31 March 2013 except for the early adoption of the following Financial Reporting Standards (FRSs):

- Revised FRS 27 Separate Financial Statements
- Revised FRS 28 Investments in Associates and Joint Ventures
- FRS 110 Consolidated Financial Statements
- FRS 111 Joint Arrangements
- FRS 112 Disclosure of Interests in Other Entities

The early adoption of the above standards did not have any effect on the financial performance or position of the Group.

**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.**

Please refer to paragraph 4.

**6. Earnings per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.**

	Group		Group	
	4 <sup>th</sup> Quarter 2013-14	4 <sup>th</sup> Quarter 2012-13	2013-14	2012-13
Earnings per share (cents)				
- Basic *	5.85	5.96	23.88	24.51
- Diluted #	5.80	5.91	23.69	24.30

\* Based on the weighted average number of ordinary shares in issue.

# Based on the weighted average number of ordinary shares in issue, after adjusting for the dilutive effect of share options, performance shares and restricted shares.

**7. Net asset value (for the issuer and group) per ordinary share based on issued share capital of the issuer at the end of the:-  
(a) current financial period reported on; and  
(b) immediately preceding financial year.**

	Group		Company	
	As at 31 Mar 14	As at 31 Mar 13	As at 31 Mar 14	As at 31 Mar 13
Net asset value per share (cents)	122.0	117.7	103.9	100.8

8. **A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. The review must discuss 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. It must also discuss any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.**

## **GROUP EARNINGS**

### Financial Year 2013-14

SIAEC Group posted a profit attributable to owners of the parent of \$265.7 million for the financial year ended 31 March 2014.

Revenue grew by \$31.5 million or 2.7%, mainly due to an increase in line maintenance and airframe and component overhaul work, while expenditure increased \$44.0 million or 4.3%. As a result, operating profit was \$12.5 million or 9.8% lower at \$115.6 million. The increase in expenditure came mainly from higher staff costs, subcontract and material costs. Performance for the year was also impacted by an exchange loss of \$3.6 million as compared to a gain of \$1.2 million last year.

Associated and joint venture companies showed steady growth, as share of profits increased \$12.5 million or 8.3% to \$162.6 million. This represented 61% of the Group's net profit. The main contributors were the engine repair and overhaul centres which accounted for \$125.0 million of the share of profits, an increase of \$12.4 million or 11.0% from last year.

Basic earnings per share was 23.88 cents for this financial year.

### Fourth Quarter FY2013-14

The Group recorded healthy revenue growth of \$27.6 million or 9.7%, with contributions across all business segments, particularly from airframe and component services. In line with the higher revenue, expenditure increased \$24.3 million or 9.6% due to higher subcontract and material costs. There was also an exchange loss of \$1.0 million in the current period as compared to a gain of \$3.3 million in the same period last year. As revenue grew at a higher rate than the increase in expenditure, operating profit in this quarter was \$3.3 million or 10.7% higher.

Share of profits of associated and joint venture companies decreased by \$1.9 million or 5.0% to \$36.1 million. The engine repair and overhaul centres contributed \$26.2 million to the share of profits in this quarter, a decrease of \$2.7 million or 9.3% from the corresponding quarter last year.

Basic earnings per share was 5.85 cents for this quarter.



## **GROUP FINANCIAL POSITION**

As at 31 March 2014, equity attributable to owners of the parent of \$1,360.9 million was \$59.0 million or 4.5% higher than at 31 March 2013.

Total assets increased by \$74.4 million or 4.6% to \$1,707.1 million at the end of FY2013-14. The cash balance of the Group as at 31 March 2014 amounted to \$535.7 million.

Net asset value per share of 122.0 cents as at 31 March 2014 was 4.3 cents or 3.7% higher than a year ago.

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

Not applicable.

**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.**

## **OUTLOOK**

Airlines in Asia continue to grow, generating demand for MRO services. However, the aviation industry faces competitive challenges, exerting pressure on MRO rates.

The Group will remain focused on initiatives to improve productivity and efficiency, to enhance our competitive position.

With our cluster of strategic partnerships, diversified service offerings and strong balance sheet, the Group is well-positioned to pursue suitable opportunities for sustainable growth.

Overall, the performance of the Group is expected to remain stable.

## 11. Dividend

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

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

Name of dividend	Interim	Final	
		Ordinary	Special
Dividend Type	Cash	Cash	Cash
Dividend Rate	7.0 cents per ordinary share	13.0 cents per ordinary share	5.0 cents per ordinary share

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

Any dividend declared for the corresponding period of the immediately preceding financial year? Yes

Name of dividend	Interim	Final
Dividend Type	Cash	Cash
Dividend Rate	7.0 cents per ordinary share	15.0 cents per ordinary share

### **(c) Date payable**

The final dividend, if so approved by shareholders, will be paid on 7 August 2014.

### **(d) Books closure date**

Subject to the approval being obtained at the 32<sup>nd</sup> Annual General Meeting of the Company for the payment of the final dividend, notice is hereby given that duly completed and stamped transfers (together with all relevant documents of or evidencing title) received by the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 up to 5 p.m. on 29 July 2014 will be registered to determine shareholders' entitlements to the final dividend. Thereafter the Share Transfer Books and the Register of Members of the Company will be closed on 30 July 2014 for the preparation of dividend warrants. The final dividend, if so approved by shareholders, will be paid on 7 August 2014 to members on the Register as at 29 July 2014.

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

Not applicable.

### 13. Interested Person Transactions

(In \$ Million)

The aggregate value of all Interested Person Transactions (“IPTs”) entered into during the Financial Year 2013-14 are as follows:

Name of Interested Person	<b>Non-Mandated</b> Aggregate value of all IPTs (excluding all mandated transactions pursuant to Rule 920 of the SGX Listing Manual and transactions less than \$100,000)	<b>Mandated</b> Aggregate value of all IPTs conducted under a shareholders' mandate pursuant to Rule 920 of the SGX Listing Manual (excluding transactions less than \$100,000)
<b>Singapore Airlines Group</b> - SilkAir (Singapore) Pte Ltd - Singapore Airlines Cargo Pte Ltd - Singapore Airlines Ltd - Scoot Pte Ltd	- - - -	350.0 85.8 24.4 0.4
<b>SATS Ltd</b> - SATS Security Services Pte Ltd	-	8.7
<b>Singapore Technologies Engineering Group</b> - ST Aerospace Supplies Pte Ltd	-	0.5
<b>Temasek Holdings (Private) Limited and Associates</b> - TJ Systems (S) Pte Ltd	-	0.1
<b>Tiger Airways Group</b> - Tiger Airways Singapore Pte Ltd - Tiger Airways Australia Pty Ltd - PT Mandala Airlines	- - -	47.5 0.7 0.4
<b>Total</b>	-	<b>518.5</b>

**Notes:**

1. All the transactions set out in the above are based on records from the Company's Register of Interested Person Transactions for the financial period under review, and include transactions whose durations exceed the financial period under review and/or multiple transactions with the same interested person. The transactions were based on actual or estimated values of the transactions for the entire duration of the relevant transactions in the case of fixed term contracts or annual/periodic values of the transactions in the case of open-ended contracts, taking into account agreed rates.
2. All the above interested person transactions were done on normal commercial terms.

**14. Segmented revenue and results for business or geographical segments (of the group) in the form presented in the issuer's most recently audited annual financial statements, with comparative information for the immediately preceding year.**

The Group's businesses are organised and managed separately according to the nature of the services provided. The following tables present revenue and profit information regarding operating segments for the financial years ended 31 March 2014 and 31 March 2013 and certain assets information of the operating segments as at those dates.

<b>2013-14</b> (in \$ million)	Repair and overhaul	Line maintenance	Total segments	Consolidation eliminations & adjustments	Per consolidated financial statements
<b>TOTAL REVENUE</b>					
External revenue	743.6	434.6	1,178.2		1,178.2
Inter-segment revenue	26.4	0.6	27.0	(27.0)	–
	<u>770.0</u>	<u>435.2</u>	<u>1,205.2</u>	<u>(27.0)</u>	<u>1,178.2</u>
<b>RESULTS</b>					
Segment results	32.5	83.1	115.6		115.6
Interest income					1.5
Dividend income from long-term investment					13.8
Share of profits of associated companies, net of tax	65.9	2.7	68.6		68.6
Share of profits of joint venture companies, net of tax	94.0	-	94.0		94.0
Other unallocated income					<u>0.5</u>
Profit before taxation					294.0
Taxation					<u>(23.0)</u>
Profit for the financial year					<u><u>271.0</u></u>
<u>Other segment items</u>					
Depreciation	29.6	6.1	35.7		35.7
Amortisation of intangibles	0.9	0.4	1.3		1.3
<u>Segment assets</u>					
Property, plant and equipment	298.2	39.0	337.2		337.2
Intangibles	52.9	1.4	54.3		54.3
Investment in associated/ joint venture companies	428.0	7.9	435.9		435.9
Other unallocated assets					879.7
Total assets	<u>779.1</u>	<u>48.3</u>	<u>827.4</u>		<u><u>1,707.1</u></u>

<b>2012-13</b> (in \$ million)	Repair and overhaul	Line maintenance	Total segments	Consolidation eliminations & adjustments	Per consolidated financial statements
<b>TOTAL REVENUE</b>					
External revenue	725.3	421.4	1,146.7	–	1,146.7
Inter-segment revenue	22.4	0.9	23.3	(23.3)	–
	<u>747.7</u>	<u>422.3</u>	<u>1,170.0</u>	<u>(23.3)</u>	<u>1,146.7</u>
<b>RESULTS</b>					
Segment results	39.7	88.4	128.1		128.1
Interest income					1.4
Dividend income from long-term investment					17.0
Share of profits of associated companies, net of tax	53.4	1.8	55.2		55.2
Share of profits of joint venture companies, net of tax	94.9	–	94.9		94.9
Other unallocated income					<u>0.4</u>
Profit before taxation					297.0
Taxation					<u>(22.8)</u>
Profit for the financial year					<u><u>274.2</u></u>
<u>Other segment items</u>					
Depreciation	27.3	5.9	33.2		33.2
Amortisation of intangibles	0.9	0.8	1.7		1.7
<u>Segment assets</u>					
Property, plant and equipment	267.0	38.5	305.5		305.5
Intangibles	47.9	1.1	49.0		49.0
Investment in associated/ joint venture companies	417.6	9.4	427.0		427.0
Other unallocated assets					851.2
Total assets	<u>732.5</u>	<u>49.0</u>	<u>781.5</u>		<u>1,632.7</u>

### Geographical segments

Revenue and non-current assets information based on geographical location of customers and assets respectively are as follows:

(in \$ million)	Revenue		Non-current assets 31 March	
	2013-14	2012-13	2014	2013
East Asia	911.8	907.2	784.7	733.5
Europe	155.1	107.0	4.9	14.3
South West Pacific	49.4	52.5	1.5	1.6
Americas	43.5	22.6	50.9	46.7
West Asia and Africa	18.4	57.4	–	–
Total	<u>1,178.2</u>	<u>1,146.7</u>	<u>842.0</u>	<u>796.1</u>

Non-current assets' information presented above consists of property, plant and equipment, intangibles, long-term investment and investments in associates and joint ventures as presented in the consolidated balance sheet.

**15. In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the business or geographical segments.**

For details, please refer to paragraph 8.

**16. A breakdown of sales.**

	GROUP		
	2013-14	2012-13	Change
	S\$M	S\$M	%
Turnover reported for first half year	583.3	585.0	- 0.3%
Profit after tax reported for the first half year	140.0	137.2	+ 2.0%
Turnover reported for second half year	594.9	561.7	+ 5.9%
Profit after tax reported for the second half year	125.7	132.9	- 5.4%

**17. A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year.**

Annual Dividend (in \$ million)	2013-14	2012-13
Ordinary dividend		
- Interim	78.0	77.2
- Final <sup>#</sup>	145.0	166.9
Special dividend		
- Final <sup>#</sup>	55.8	-
Total:	278.8	244.1

# 2013-14 final dividend is estimated based on number of shares outstanding as at the end of the financial year.

**18. Disclosure of person(s) occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer**

Pursuant to Rule 704(13) of the Listing Manual of the Singapore Exchange Securities Trading Limited, SIA Engineering Company Limited (the "Company") confirms that, to the best of its knowledge, there is no person occupying a managerial position in the Company or in any of its principal subsidiaries, who is a relative of a Director or Chief Executive Officer or Substantial Shareholder of the Company.

**BY ORDER OF THE BOARD**

Devika Rani Davar  
Company Secretary  
5 May 2014

Singapore Co. Regn. No.: 198201025C

## Independent Auditor's Report to the Members of SIA Engineering Company Limited

### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of SIA Engineering Company Limited (the "Company") and its subsidiary companies (collectively, the Group) set out on pages \* to \*, which comprise the balance sheets of the Group and the Company as at 31 March 2014, the statements of changes in equity of the Group and the Company, and the consolidated income statement, consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and a summary of significant accounting policies and other explanatory information.

### *Management's responsibility for the consolidated financial statements*

Management is responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act, Chapter 50 (the Act) and Singapore Financial Reporting Standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair profit and loss accounts and balance sheets and to maintain accountability of assets.

### *Auditors' responsibility*

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### *Opinion*

In our opinion, the consolidated financial statements of the Group, and the balance sheet and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the state of affairs of the Group and of the Company as at 31 March 2014 and the results, changes in equity and cash flows of the Group and the changes in equity of the Company for the year ended on that date.

### Report of Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary companies incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.



Ernst & Young LLP  
Public Accountants and  
Chartered Accountants  
Singapore  
Dated this 5<sup>th</sup> day of May 2014

\* The page numbers are stated in the auditors' report dated 5<sup>th</sup> May 2014 included in the SIA Engineering Company Annual Report for the financial year ended 31 March 2014.