



NSL LTD

(Reg. no.: 196100107C)

Full Year Financial Statements and Dividend Announcement

The figures have not been audited

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

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

		<u>THE GROUP</u>		
		FY 2014	FY 2013	Change
		S\$'000	S\$'000	%
		<u>(restated)</u>		
Notes				
<u>Continuing Operations</u>				
	Sales	425,950	421,920	1
	Cost of sales	(359,514)	(356,221)	1
	Gross profit	66,436	65,699	1
	Other income	5,671	4,317	31
	Distribution costs	(18,463)	(17,726)	4
	Administrative expenses	(39,763)	(34,607)	15
	Other expenses	(356)	(99)	260
	Finance costs	(1,691)	(1,454)	16
	Share of results of associated companies, net of tax	238	(53)	n/m
	Profit before taxation and exceptional items	12,072	16,077	(25)
	Exceptional items	2,405	(1,967)	n/m
	Profit before taxation	14,477	14,110	3
	Taxation	(3,230)	(5,348)	(40)
	Profit from continuing operations	11,247	8,762	28
<u>Discontinued Operations</u>				
	Profit from discontinued operations	16,531	139,885	(88)
Total profit for the financial year		27,778	148,647	(81)
Profit attributable to equity holders of the Company:				
	- from continuing operations	8,656	9,220	(6)
	- from discontinued operations	16,270	139,414	(88)
		24,926	148,634	(83)
Profit / (loss) attributable to non-controlling interest:				
	- from continuing operations	2,591	(458)	n/m
	- from discontinued operations	261	471	(45)
		2,852	13	n/m
Earnings per ordinary share attributable to the equity holders of the Company (cents):				
	- from continuing operations - basic and fully diluted	2.32	2.47	(6)
	- from discontinued operations - basic and fully diluted	4.36	37.32	(88)

n/m: not meaningful



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Comments on Income Statement

- a) **Other income**
The increase in other income was mainly due to an increase in interest income from higher Group bank balances.
- b) **Administrative expenses**
The increase in administrative expenses was mainly due to higher staff costs and higher allowance for impairment of trade receivables.
- c) **Other expenses**
The increase in other expenses was mainly due to higher foreign exchange loss in FY 2014 as compared to FY 2013.
- d) **Share of results of associated companies, net of tax**
Improvement in share of results was due to better pre-tax performance recorded by associated company, Southern Rubber Works Sdn Bhd.
- e) **Exceptional items**
Please refer to details in Note 2.
- f) **Taxation**
Tax expense for FY 2014 was lower mainly due to recognition of deferred tax asset of S\$1.7 mil (FY 2013: S\$0.1 mil) arising from unutilized tax losses by one of our subsidiaries and certain exceptional gains not subject to tax. The effective tax rate of the Group in FY 2014 was higher than the Singapore corporate tax rate due mainly to losses incurred by certain subsidiaries which could not be set off against the profits earned by other subsidiaries in the Group.
- g) **Profit from discontinued operations**
Please see Note 4 (d).



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Notes to the Income Statement

Note 1 – Profit before taxation and exceptional items from Continuing Operations is arrived at after (charging) / crediting the following items:

	THE GROUP	
	FY 2014	FY 2013
	S\$'000	S\$'000
	(restated)	
Dividend income	1,895	2,207
Interest income	2,514	703
Amortisation of intangible assets	(185)	(110)
Depreciation of property, plant and equipment and investment properties	(15,588)	(14,988)
Foreign exchange (loss) / gain, net	(297)	166
Fair value gain / (loss) of derivative financial instruments	(15)	(13)
(Reversal of allowance) / allowance for stocks obsolescence	(104)	464
Write-down of inventories to net realisable value, net	(2,425)	(990)
Allowance for impairment of trade receivables and bad debts written off, net	(3,914)	(1,891)
Gain on sale of property, plant and equipment, net	163	458
Amortisation of deferred income	255	397

Note 2 – Exceptional items from Continuing Operations

	THE GROUP	
	FY 2014	FY 2013
	S\$'000	S\$'000
	(restated)	
Translation loss released to profit or loss upon liquidation of a subsidiary and repayment of quasi-equity loans from a subsidiary	-	(2,594)
Gain on disposal of property, plant and equipment following business cessation of certain subsidiaries	-	1,785
Gain on disposal of		
- available-for-sale financial assets	354	236
- other non-current assets	-	86
Write-back of allowance for impairment of an investment property	400	5,304
Write-back of allowance / (allowance) for impairment of property, plant and equipment	2,276	(6,890)
Write-back of allowance for impairment of investment in associated companies	106	174
Allowance for impairment of loans to associated companies	(20)	(68)
Insurance compensation	311	-
Professional fees related to divestment of subsidiaries	(1,022)	-
Net gain / (loss)	2,405	(1,967)

Note 3 – Taxation from Continuing Operations

	THE GROUP	
	FY 2014	FY 2013
	S\$'000	S\$'000
	(restated)	
Taxation charge for the financial year comprises:		
- current period taxation	2,980	4,649
- under-provision in respect of prior years	250	699
	3,230	5,348



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Note 4 – Discontinued Operations and Assets Held for Sale

- a) On 5 December 2014, the Company and its direct wholly-owned subsidiary, NSL Engineering Holdings Pte. Ltd. (“NSEH”) entered into agreement with Salzgitter Maschinenbau AG (“SMAG”) in relation to a joint venture to form the world’s leading independent lifting device group in both bulk cargo and container handling. Under the agreement, NSEH will inject NSE into SMAG’s fully owned subsidiary, PEINER SMAG Lifting Technologies GmbH (“PSLT”) in exchange for 33.33% equity stake in PSLT with SMAG holding the remaining 66.67% equity stake.

Accordingly, the assets and liabilities related to NSE’s Spreader business have been presented separately on the balance sheet as disposal group held for sale in compliance with FRS 105.

The operating performance of the Spreader business was presented separately on the income statement as part of “discontinued operations”. Upon the completion of the merger of the Spreader business with SMAG’s Grab business, expected to be around 2Q 2015, the 33.33% equity stake in PSLT will be classified as investment in associate as the Group has significant influence over PSLT and the share of financial results of PSLT will be accounted for based on the equity method under FRS 28.

- b) On 21 August 2014, NSL Chemicals Ltd (“NSC”), a wholly-owned subsidiary of NSL Ltd (the “Company”), entered into binding termsheets (the “Termsheets”) with Lhoist Singapore Pte Ltd (“Lhoist”) pursuant to which NSC and Lhoist agreed on the principal terms for the proposed sale by NSC of all its lime business and assets in Singapore and Malaysia to Lhoist or its subsidiary (“Lhoist Acquirer”), as well as the proposed grant by NSC of a call option to Lhoist Acquirer or its affiliate to acquire all of NSC’s limestone business and assets in Malaysia. Subsequent to year end, NSC has entered into definitive agreements with Lhoist Acquirer to divest its lime business in Singapore and Malaysia, and has granted a call option to Lhoist Acquirer to acquire NSC’s limestone business in Malaysia. The sale of NSC’s lime business was completed on 17 Feb 2015. The call option is exercisable by Lhoist Acquirer at any time before 30 June 2015.

Accordingly, the assets and liabilities related to NSC’s lime business in Singapore and Malaysia, as well as limestone business in Malaysia, have been presented separately on the balance sheet as disposal group held for sale in compliance with FRS 105.

The operating performance of NSC’s lime business was presented separately on the income statement as part of “discontinued operations”.

- c) In FY2013, the Group, through its wholly-owned subsidiary, NSL Chemicals Ltd (“NSC”), entered into a conditional share purchase agreement (the “Agreement”) to dispose of the entire issued and paid-up share capital of NSL Chemicals (Thailand) Pte Ltd (“NSCT”), which holds a 22.83% shareholding in Bangkok Synthetics Co., Ltd (“BST”) to SCG Chemicals Co., Ltd, (“SCG Chemicals”) for an initial cash consideration of S\$311.2 mil and Contingent Consideration (as defined below).

In accordance with the Agreement, SCG Chemicals is obliged to pay NSC the insurance compensation (net of tax) received by BST and its subsidiaries during the period between 1 October 2013 and 31 December 2017 (“Insurance Claim Proceeds”), pursuant to insurance claims made in relation to the fire incident on 5 May 2012. SCG Chemicals shall pay NSC an amount equivalent to NSCT’s previous proportionate share of BST (“Contingent Consideration”). Contingent Consideration totalling S\$17.4 mil was received and recognised in FY2013 upon completion of the sale.

Additional Contingent Consideration of about S\$9.9 mil recognised in the first quarter of 2014 (“1Q-2014”) based on the Group’s share of insurance compensation (net of tax) received by BST and its subsidiaries in 1Q-2014. The amount was received during 2Q-2014 and constituted the final settlement of the Contingent Consideration under the Agreement.

Gains related to the disposal of NSCT and the share of operating performance of BST was presented separately on the income statement as part of “discontinued operations”.

d) An analysis of the results of discontinued operations (disposal group held for sale) is as follows:

	THE GROUP	
	FY 2014	FY 2013
	S\$'000	S\$'000
Sales	71,492	85,825
Net expenses	(64,323)	(74,690)
Share of results of associated companies, net of tax	-	9,198
Profit before taxation	7,169	20,333
Taxation	(595)	(2,129)
Profit from discontinued operations before exceptional items	6,574	18,204
Exceptional Items	9,957	121,681
Profit from discontinued operations*	16,531	139,885

***Breakdown of Profit from discontinued operations**

	THE GROUP	
	FY 2014	FY 2013
	S\$'000	S\$'000
Engineering operations	5,130	6,188
Lime operations	1,444	3,738
Share of operating results of BST (net of withholding tax provision)	-	8,278
Exceptional gain from disposal of NSCT	9,957	121,681
	16,531	139,885

e) The details of assets and liabilities of the disposal group classified as held for sale for the Group and Company are as follows:

	THE GROUP
	31.12.14
	S\$'000
Assets	
Inventories	20,368
Other current assets	27,387
Property, plant and equipment	26,401
Intangible assets	423
Deferred tax assets	571
Other non-current assets	19
Total assets	75,169
Liabilities	
Short term borrowings	1,887
Trade and other payables	14,775
Provision for other liabilities and charges	2,454
Other current liabilities	30
Long term borrowings	309
Deferred tax liabilities	1,395
Total liabilities	20,850

Statement of Comprehensive Income for Financial Year ended 31 December 2014

	THE GROUP	
	FY 2014	FY 2013
	S\$'000	S\$'000
Total profit for the year	27,778	148,647
Other comprehensive income:		
<u>Items that may be reclassified subsequently to profit or loss:</u>		
Exchange differences on translating foreign operations		
- Losses arising during the year	(901)	(4,199)
- Reclassification	-	2,594
- Gains included in profit or loss on disposal of a subsidiary holding an associated company	-	20,941
Available-for-sale financial assets		
- Losses arising during the year	(331)	(395)
- Reclassification	(251)	(229)
Share of other comprehensive income of associated companies	-	584
- Net losses included in profit or loss on disposal of a subsidiary holding an associated company	-	(16,281)
Income tax relating to components of other comprehensive income	37	(182)
Other comprehensive (losses) / income for the year, net of tax	(1,446)	2,833
Total comprehensive income for the year	26,332	151,480
Total comprehensive income attributable to:		
Equity holders of the Company	23,719	151,660
Non-controlling interests	2,613	(180)
	26,332	151,480



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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

	THE GROUP		THE COMPANY	
	31.12.14 S\$'000	31.12.13 S\$'000	31.12.14 S\$'000	31.12.13 S\$'000
Share capital	193,839	193,839	193,839	193,839
Reserves	332,811	495,871	225,785	376,302
Shareholders' equity	526,650	689,710	419,624	570,141
Non-controlling interests	13,817	12,932	-	-
Total equity	540,467	702,642	419,624	570,141
Current Assets				
Inventories	59,121	92,840	-	-
Receivables and prepayments	132,665	141,571	35,268	34,740
Tax recoverable	1,127	1,643	-	-
Cash and bank balances	288,429	459,401	190,626	354,003
	481,342	695,455	225,894	388,743
Disposal group assets classified as held for sale (Note 4)	75,169	-	-	-
	556,511	695,455	225,894	388,743
Non-Current Assets				
Property, plant and equipment	138,943	163,500	256	269
Investment properties	8,648	8,420	-	-
Subsidiaries	-	-	85,232	70,390
Associated companies	6,107	5,795	-	-
Long term receivables and prepayments	1,328	1,907	118,652	120,200
Available-for-sale financial assets	8,882	9,465	8,317	8,925
Intangible assets	9,439	9,672	-	-
Deferred tax assets	3,347	1,515	-	-
Other non-current assets	99	119	-	-
	176,793	200,393	212,457	199,784
Total Assets	733,304	895,848	438,351	588,527
Current Liabilities				
Borrowings	(19,695)	(28,049)	-	-
Trade and other payables	(129,862)	(135,722)	(18,657)	(18,287)
Provision for other liabilities and charges	-	(2,349)	-	-
Taxation	(3,157)	(3,257)	(33)	-
Deferred income	(337)	(258)	-	-
	(153,051)	(169,635)	(18,690)	(18,287)
Liabilities directly associated with disposal group classified as held for sale (Note 4)	(20,850)	-	-	-
	(173,901)	(169,635)	(18,690)	(18,287)
Non-Current Liabilities				
Provision for retirement benefits	(1,994)	(1,691)	-	-
Deferred tax liabilities	(3,840)	(5,520)	(37)	(99)
Borrowings	(11,728)	(14,686)	-	-
Deferred income	(1,374)	(1,674)	-	-
	(18,936)	(23,571)	(37)	(99)
Total Liabilities	(192,837)	(193,206)	(18,727)	(18,386)
Net Assets	540,467	702,642	419,624	570,141

Explanatory notes on consolidated balance sheet

- a) **Inventories**
The decrease was mainly due to the inventories of the Engineering division being reclassified to “disposal group assets classified as held for sale” and decrease in inventories held by the Precast and Prefabricated Bathroom Unit (“PBU”) division.
- b) **Cash and bank balances**
The decrease in cash and bank balances was mainly due to the payment of FY2013 final and special dividend of S\$186.8 mil in May 2014.
- c) **Property, plant and equipment**
The decrease was mainly due to the property, plant and equipment of the Engineering and Lime divisions being reclassified to disposal group assets classified as held for sales.
- d) **Borrowings**
The decrease was due to repayment of borrowings, mainly by the Precast and PBU division.
- e) **Trade and other payables**
The decrease was mainly due to the trade and other payables of the Engineering division being reclassified to “disposal group assets classified as held for sale”, partially offset by higher project accruals by the Precast and PBU division.

1(b)(ii) Aggregate amount of group’s borrowings and debt securities
Amount repayable in one year or less, or on demand

As at 31 December 2014		As at 31 December 2013	
Secured S\$’000	Unsecured S\$’000	Secured S\$’000	Unsecured S\$’000
18,957*	738*	24,141	3,908

Amount repayable after one year

As at 31 December 2014		As at 31 December 2013	
Secured S\$’000	Unsecured S\$’000	Secured S\$’000	Unsecured S\$’000
11,728*	-	14,686	-

- * Amounts do not include secured and unsecured borrowings of S\$901,000 and S\$986,000 respectively (repayable in one year or less, or on demand) and secured borrowings of S\$309,000 (repayable after one year) that have been classified as “liabilities directly associated with the disposal group classified as held for sale”.

Details of any collateral

Included in the Group’s property, plant and equipment are property, plant and equipment of subsidiaries of net book value of S\$25,274,000 (31 December 2013: S\$29,132,000) charged by way of debentures to banks for overdraft and term loan facilities granted.



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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

	THE GROUP	
	FY 2014	FY 2013
	S\$'000	S\$'000
Cash flows from operating activities		
Profit from continuing operations	11,247	8,762
Profit from discontinued operations	16,531	139,885
Profit for the financial year	<u>27,778</u>	<u>148,647</u>
<i>Adjustments for:</i>		
Taxation	3,825	7,477
Depreciation and amortization	19,197	18,661
Interest expense	1,877	1,538
Interest income	(2,597)	(818)
Dividend income	(1,895)	(2,207)
Provision of retirement benefits (net)	398	391
Share of results of associated companies, net of tax	(238)	(9,145)
Exceptional items	(12,362)	(119,714)
Exchange differences and other adjustments	401	(515)
<i>Operating cash flows before working capital changes</i>	<u>36,384</u>	<u>44,315</u>
<i>Changes in working capital, net of effects from disposal of a subsidiary company</i>		
Inventories	13,351	(26,314)
Receivables and prepayments	(5,706)	(17,238)
Deferred income	39	67
Trade and other payables	9,408	31,264
<i>Cash generated from operations</i>	<u>53,476</u>	<u>32,094</u>
Income taxes paid	(6,073)	(6,071)
Retirement benefits paid	(165)	(165)
Net cash generated from operating activities	<u>47,238</u>	<u>25,858</u>
Cash flows from investing activities		
Proceeds from disposal of property, plant and equipment	536	3,784
Proceeds from disposal of available-for-sale financial assets and other assets	354	314
Net cash inflow from disposal of a subsidiary	9,895	324,364
Professional fees related to divestments of subsidiaries	(1,022)	-
Purchases of property, plant and equipment	(20,086)	(22,751)
Purchases of intangible assets	(671)	(648)
Interest received	1,863	769
Dividends received from associated companies	-	11,207
Dividends received from available-for-sale financial assets	1,895	2,207
Loan to an associated company	-	(370)
Net cash (used in) / generated from investing activities	<u>(7,236)</u>	<u>318,876</u>

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	THE GROUP	
	FY 2014	FY 2013
	S\$'000	S\$'000
Cash flows from financing activities		
Proceeds from borrowings	3,349	36,302
Repayment of borrowings	(12,625)	(18,792)
Finance leases and hire purchases	160	232
Interest paid	(1,797)	(1,465)
Bank deposits pledged	(548)	115
Dividends paid to shareholders	(186,779)	(37,356)
Dividends paid to non-controlling interests	(1,729)	(518)
Net cash used in financing activities	(199,969)	(21,482)
Net (decrease) / increase in cash and cash equivalents	(159,967)	323,252
Cash and cash equivalents at beginning of year	455,666	131,860
Effects of exchange rate changes on cash and cash equivalents	(661)	554
Cash and cash equivalents at end of year	295,038	455,666
Cash and cash equivalents at end of year comprise:		
- Cash and bank balances	288,429	459,401
- Cash classified as disposal group asset held for sale	10,424	-
- Less: bank deposits pledged	(2,903)	(2,355)
- Less: bank overdrafts	(912)	(1,380)
	295,038	455,666

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Disposal of a subsidiary, NSCT

On 3 December 2013, the Group through its wholly-owned subsidiary, NSL Chemicals Ltd, completed the disposal of the entire issued and paid-up share capital of NSL Chemicals (Thailand) Pte. Ltd (NSCT), which holds a 22.83% shareholding in Bangkok Synthetics Co., Ltd (“BST”) (collectively, the “NSCT Group”) to SCG Chemicals Co., Ltd for a total cash consideration of S\$338.5 mil, of which S\$9.9 mil was received in the current year FY 2014. The effects of the disposal on the cash flows of the Group were:

	THE GROUP	
	FY 2014	FY 2013
	S\$'000	S\$'000
<u>Carrying amounts of assets and liabilities disposed of</u>		
Cash and cash equivalents	-	275
Associated company	-	219,406
Other payables	-	(5)
Less: Deferred tax liability	-	(21,103)
Net assets disposed of	-	198,573
Add: Reclassification of reserves	-	4,660
	-	203,233
Gain on disposal	9,895*	121,681
Total sale consideration, net of transaction costs	9,895	324,914
Less: Cash and cash equivalents in subsidiary disposed of	-	(275)
Less: Sale consideration receivable as at balance sheet date	-	(275)
Net cash inflow on disposal of a subsidiary	9,895	324,364

* This relates to Additional Contingent Consideration received during 2Q-2014 based on the Group's share of insurance compensation (net of tax) received by BST and its subsidiaries. The amount constituted the final settlement of the Contingent Consideration under the Agreement.

Analysis of consolidated statement of cash flows

The Group generated S\$47.2 mil of operating cash flow in FY 2014 as compared to S\$25.9 mil in FY 2013. The higher operating cash flow was mainly attributable to higher cash flow from working capital improvement in FY 2014 as compared to FY 2013.

Net cash outflow from investing activities in FY 2014 was S\$7.2 mil, mainly from the purchases of property, plant and equipment of S\$20.1 mil, partially offset by final proceeds of S\$9.9 mil received from disposal of NSCT.

A total of S\$200.0 mil (FY 2013: S\$21.5 mil) was used in financing activities in FY 2014, mainly for the payment of FY2013 final and special dividends to shareholders.

Overall, the Group recorded a net cash outflow of S\$160.0 mil in FY 2014 as compared to a net cash inflow of S\$323.3 mil in FY2013. Group cash and cash equivalent stood at S\$295.0 mil as of 31 December 2014.



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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

	Attributable to owners of the Company						Non-controlling interests	Total Equity	
	Share Capital	Revenue Reserve	Translation Reserve	Revaluation Reserve	Fair Value Reserve	Other Reserves			Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	
THE GROUP									
Balance as at 1 January 2014	193,839	501,658	(11,191)	1,946	3,024	434	689,710	12,932	702,642
Total comprehensive income for the year	-	24,926	(662)	-	(545)	-	23,719	2,613	26,332
Transfer of reserves	-	1,681	-	(1,726)	-	45	-	-	-
Dividends paid	-	(186,779)	-	-	-	-	(186,779)	-	(186,779)
Dividends paid to non-controlling interests of subsidiaries	-	-	-	-	-	-	-	(1,728)	(1,728)
Balance as at 31 December 2014	193,839	341,486	(11,853)	220	2,479	479	526,650	13,817	540,467
Balance as at 1 January 2013	193,839	390,484	(30,720)	1,946	19,527	330	575,406	13,630	589,036
Total comprehensive income for the year	-	148,634	19,529	-	(16,503)	-	151,660	(180)	151,480
Transfer of reserves	-	(104)	-	-	-	104	-	-	-
Dividends paid	-	(37,356)	-	-	-	-	(37,356)	-	(37,356)
Dividends paid to non-controlling interests of subsidiaries	-	-	-	-	-	-	-	(518)	(518)
Balance as at 31 December 2013	193,839	501,658	(11,191)	1,946	3,024	434	689,710	12,932	702,642

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	Share Capital S\$'000	Revenue Reserve S\$'000	Fair Value Reserve S\$'000	Total S\$'000
THE COMPANY				
Balance as at 1 January 2014	193,839	373,646	2,656	570,141
Total comprehensive income for the year	-	36,829	(567)	36,262
Dividends paid	-	(186,779)	-	(186,779)
Balance as at 31 December 2014	193,839	223,696	2,089	419,624
Balance as at 1 January 2013	193,839	66,184	3,346	263,369
Total comprehensive income for the year	-	344,818	(690)	344,128
Dividends paid	-	(37,356)	-	(37,356)
Balance as at 31 December 2013	193,839	373,646	2,656	570,141

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

There have been no changes to the issued share capital of the Company since 31 December 2013. There were no outstanding options as at 31 December 2014 (31 December 2013: Nil). The Company did not hold any treasury shares.

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

	31 December 2014	31 December 2013
Number of issued shares excluding treasury shares	373,558,237	373,558,237



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1(d)(iv) A statement showing all sales, transfers, disposal, cancellation and/or use of treasury shares as at end of the current financial period reported on.

There were no sales, transfer, disposal, cancellation and/or use of treasury shares as at 31 December 2014 (31 December 2013: Nil).

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 not been audited or reviewed by the Group's external auditors.

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

Not applicable.

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 accounting policies and methods of computation applied by the Group are consistent with those used in its most recently audited financial statements, except for those disclosed under paragraph 5.

5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change

The Group has applied the same accounting policies and method of computation in the financial statements for the current financial period compared with the audited financial statements for the year ended 31 December 2013, except for the adoption of new and revised Singapore Financial Reporting Standards (FRS) applicable for the financial period beginning 1 January 2014 as disclosed below.

FRS 110 – Consolidated Financial Statements

FRS 111 – Joint Arrangements

FRS 112 – Disclosures of Interest in Other Entities

Amendments to FRS 107 Disclosures and FRS 32 – Offsetting of Financial Assets and Financial Liabilities

Amendments to FRS 36 – Recoverable Amount Disclosures for Non- Financial Asset

The adoption of the above new and revised FRS did not have significant impact on the financial statements of the Group for the current financial year.



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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

THE GROUP (Aggregate)	FY 2014	FY 2013
(a) Based on the weighted average number of ordinary shares in issue (cents)		
- Excluding exceptional items	3.69	7.74
- Including exceptional items	6.68	39.79
(b) On fully diluted basis (cents)		
- Excluding exceptional items	3.69	7.74
- Including exceptional items	6.68	39.79

The Group's earnings per share from continuing and discontinued operations are disclosed separately in the consolidated income statement on Page 1.

7. Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the (a) current financial period reported on and (b) immediately preceding financial year

	THE GROUP		THE COMPANY	
	31.12.14	31.12.13	31.12.14	31.12.13
	S\$	S\$	S\$	S\$
Net asset value per ordinary share based on total number of issued shares excluding treasury shares as at the end of the reporting period	1.41	1.85	1.12	1.53

The Company does not have any treasury shares.



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8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group’s business. It must include a discussion of (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

Group Overview

	THE GROUP		
	FY 2014	FY 2013	Change
	S\$'000	S\$'000 (restated)	%
<u>Continuing Operations</u>			
Group Turnover	425,950	421,920	1
Group Profit Before Tax and Exceptional Items	12,072	16,077	(25)
Exceptional items	2,405	(1,967)	n/m
Group Profit attributable to equity holders of the Company	8,656	9,220	(6)

n/m: not meaningful

Group turnover in FY 2014 was S\$426.0 mil compared to S\$421.9 mil in the previous year FY 2013. Both the Dry Mix and Environmental Services divisions reported higher turnover in FY2014. However, this was substantially offset by lower turnover by the Precast and Prefabricated Bathroom Unit (“PBU”) division.

Group pre-tax profit declined by 25% to S\$12.1 mil from S\$16.1 mil in FY 2013, due to losses incurred by Precast and PBU division.

After taking into account income tax and exceptional items, the Group reported a profit attributable to equity holders from continuing operations of S\$8.7 mil in FY 2014 compared to S\$9.2 mil in FY 2013.

Turnover

Turnover (S\$'mil)	THE GROUP		
	FY 2014	FY 2013	Change
		(restated)	(%)
<u>Continuing Operations</u>			
Precast & PBU	219.5	229.2	(4)
Dry Mix	88.0	75.7	16
Environmental Services	90.1	85.5	5
Others	28.4	31.5	(10)
	426.0	421.9	1

Precast and PBU

Turnover decreased by 4% in FY 2014 due to significantly lower revenue reported by the precast operations in Singapore. Revenue of the Singapore operations was adversely affected by the absence of large-scale projects and slower progress of ongoing projects. However, this was partially offset by higher revenue from precast operations in Malaysia and Dubai on the back of higher project volume.

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Turnover (cont'd)**Dry Mix**

Turnover increased by 16% in FY 2014. Higher revenue was reported by all operations across the region underpinned by healthy demand. The improved revenue was partly contributed by the expanded production facilities in Seelong, as its two added production lines commenced production during the year.

Environmental Services

Turnover of the Environmental Services division increased by 5% in FY 2014 driven by sales volume growth of its Recycled Fuel Oil ("RFO"), Automotive Diesel Oil ("ADO") and Logistics Services operations compared to the previous year. The division's RFO business, in particular, reported increased volume in FY 2014 against a weaker FY 2013, when sales volume was affected by off-take disruptions.

Attributable profit / (loss) before tax and exceptional items

Attributable profit / (loss) before tax and exceptional items (S\$'mil)	THE GROUP		
	FY 2014	FY 2013 (restated)	Change (%)
<u>Continuing Operations</u>			
Precast & PBU	(7.7)	1.2	n/m
Dry Mix	13.0	10.6	23
Environmental Services	8.8	8.4	5
Others (including unallocated corporate expenses)	(2.0)	(4.1)	(51)
	12.1	16.1	(25)

n/m: not meaningful

Precast and PBU

For FY 2014, the division reported a loss of S\$7.7 mil mainly as a result of losses incurred by its operations in Singapore and Malaysia. The performance of the Singapore operations was affected by significantly lower sales revenue, higher unabsorbed overhead costs due to low production volume and higher costs associated with construction delays at sites. Precast operation in Malaysia also ended with some losses due mainly to project delays and cost overruns attributable to a major project. However, the division's prefabricated bathroom operations in Finland (Parmarine) reported healthy growth in pre-tax performance on the back of higher revenue.

Dry Mix

Pre-tax profit in FY 2014 was 23% higher compared to last year, due to improved performances from its operations in Singapore, Hong Kong and Malaysia driven by volume growth.

Environmental Services

Pre-tax profits for FY 2014 increased by 5% compared to the previous year, owing to improved performance by its ADO distribution business and higher profit contribution from RFO, particularly in 3Q 2014.



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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 month

In the Dry Mix division, demand for the division's products across the region is expected to remain firm. The division would broaden its product offerings in its key markets.

In the Precast and PBU division, precast business across the region will continue to face challenging operating conditions due to increased competition and risks associated with project execution. However, operating performance of the division in FY2015 is expected to show improvement as the cost overruns encountered by its Malaysian operation for a major project has been mostly accounted for in FY2014. Both the precast operations in Singapore and Malaysia are expected to deliver higher volume in FY2015. In the PBU business, performance of Parmarine is expected to remain satisfactory. The division will continue to promote PBU business in Singapore and in the region, and to focus on productivity improvement.

In the Environmental Services division, demand for Automotive Diesel Oil and Logistic Services is expected to remain satisfactory. However, the weak oil price scenario would have a significant impact on the performance of its Recycled Fuel Oil business. The division would continue to develop new markets for its proprietary range of products under its "Liquid Gold" brand.

Upon the completion of the merger of the Group's container spreader business with Salzgitter Maschinenbau AG's grab business, expected to be around 2Q 2015, the Group would consolidate the results of the merged entity (PEINER SMAG Lifting Technologies GmbH or "PSLT") as a 33.33% associate based on the equity method under FRS 28. PSLT will be the world's leading independent lifting device group in both bulk cargo and container handling, offering a full spectrum of bulk cargo and container lifting device solutions to port operators and crane manufacturers worldwide.



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11. Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

Yes

Name of Dividend	Final FY2014
Dividend Type	Cash
Dividend amount per share	S\$0.05 per ordinary share
Tax Rate	Exempt – one tier
Date paid	Refer to para 11 (c)

(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	Final FY2013	Special FY2013
Dividend Type	Cash	Cash
Dividend amount per share	S\$0.10 per ordinary share	S\$0.40 per ordinary share
Tax Rate	Exempt – one tier	Exempt – one tier
Date paid	Refer to para 11 (c)	Refer to para 11 (c)

(c) Date payable

Subject to the requisite approvals from shareholders at the annual general meeting (“AGM”) of the Company to be held on or about 28 April 2015, the dividend of S\$0.05 per ordinary share will be paid on or about 26 May 2015 or such other date to be determined by the Directors.

(d) Books closure date

To be announced after the said AGM on or about 28 April 2015.

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

Not applicable.

13. If the Group has obtained a general mandate from shareholders for Interested Person Transactions (“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 shareholders for IPTs pursuant to Rule 920.

PART II - ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT
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

Financial year ended 31 December 2014

	Dry Mix S\$'000	Precast & PBU S\$'000	Environmental Services S\$'000	Others S\$'000	Total for Continuing Operations S\$'000	Discontinued Operations S\$'000
Revenue						
External sales	87,972	219,462	90,083	28,433	425,950	71,492
Inter-segment sales	1	2,042	1,480	1,457	4,980	378
Total revenue	87,973	221,504	91,563	29,890	430,930	71,870
Elimination	(1)	(2,042)	(1,480)	(1,457)	(4,980)	(378)
	87,972	219,462	90,083	28,433	425,950	71,492
Profit before Taxation and Exceptional Items	13,013	(7,757)	8,788	(1,972)	12,072	7,169
Exceptional items	-	(198)	-	2,603	2,405	9,957
Profit before taxation	13,013	(7,955)	8,788	631	14,477	17,126
Interest income	27	176	51	2,260	2,514	83
Interest expense	(175)	(1,475)	(39)	(2)	(1,691)	(186)
Depreciation	(2,199)	(8,496)	(3,178)	(1,715)	(15,588)	(3,441)
Amortisation	-	(185)	-	255	70	(238)
(Impairment) / reversal of impairment of property, plant and equipment	-	(196)	-	2,472	2,276	-
Share of results of associated companies, net of tax	(1)	(3)	-	242	238	-
Total Assets	64,498	227,529	70,505	295,603	658,135	75,169
Total Liabilities	20,175	122,107	16,135	13,570	171,987	20,850
Investment in associated companies	-	1	-	6,106	6,107	1
Additions to:						
- Property, plant and equipment	4,239	4,073	6,320	2,010	16,642	2,760
- Intangible assets	-	399	-	-	399	272



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Financial year ended 31 December 2013

	Dry Mix S\$'000	Precast & PBU S\$'000	Environmental Services S\$'000	Others S\$'000	Total for Continuing Operations S\$'000	Discontinued Operations S\$'000
Revenue						
External sales	75,688	229,189	85,529	31,514	421,920	85,825
Inter-segment sales	1	1,935	1,580	1,263	4,779	492
Total revenue	75,689	231,124	87,109	32,777	426,699	86,317
Elimination	(1)	(1,935)	(1,580)	(1,263)	(4,779)	(492)
	75,688	229,189	85,529	31,514	421,920	85,825
Profit before Taxation and Exceptional Items						
	10,617	1,199	8,369	(4,108)	16,077	20,333
Exceptional items	5	(9,236)	1,001	6,263	(1,967)	121,681
Profit before taxation	10,622	(8,037)	9,370	2,155	14,110	142,014
Interest income	12	144	48	499	703	115
Interest expense	(71)	(1,308)	(27)	(48)	(1,454)	(84)
Depreciation	(1,368)	(9,121)	(2,953)	(1,546)	(14,988)	(3,650)
Amortisation	-	(110)	-	397	287	(310)
(Impairment) / reversal of impairment of property, plant and equipment	-	(7,891)	1,001	-	(6,890)	-
Share of results of associated companies, net of tax	-	-	-	(53)	(53)	9,198
Total Assets	54,562	230,471	68,217	454,749	807,999	87,849
Total Liabilities	19,924	116,867	11,552	16,134	164,477	28,729
Investment in associated companies	-	3	-	5,791	5,794	1
Additions to:						
- Property, plant and equipment	3,125	9,362	4,825	953	18,265	3,358
- Intangible assets	-	469	-	-	469	179



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Geographical Segments for Continuing Operations

	Sales ⁽¹⁾		Non-current assets ⁽²⁾	
	2014 S\$'000	2013 S\$'000 (restated)	2014 S\$'000	2013 S\$'000 (restated)
Singapore	188,918	246,493	75,177	68,533
Malaysia	97,708	59,001	45,023	47,753
China (including Hong Kong)	31,735	26,420	18,172	17,499
Others	107,589	90,006	24,864	26,144
	<u>425,950</u>	<u>421,920</u>	<u>163,236</u>	<u>159,929</u>

(1) Sales by geographical segment are determined based on locations of the respective customers.

(2) Non-current assets by geographical segment are determined based on locations of the respective assets. Non-current assets include property, plant and equipment, investment properties, associated companies and joint ventures, intangible assets and other non-current assets.

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 discussion of material changes, please refer to paragraph 8.

16. A breakdown of sales

<u>Continuing Operations</u>	THE GROUP		
	2014 S\$'000	2013 S\$'000 (restated)	Change (%)
Sales reported for first half year	213,299	206,120	3
Operating profit after tax before deducting non-controlling interests reported for first half year	1,741	2,991	(42)
Sales reported for second half year	212,651	215,800	(1)
Operating profit after tax before deducting non-controlling interests reported for second half year	9,506	5,771	65



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

Total Annual Dividend (Refer to Para 16 of Appendix 7.2 for the required details)

	Latest Full Year (2014)	Previous Full Year (2013)
	S\$'000	S\$'000
Ordinary	18,678	186,779
Preference	-	-
Total:	18,678	186,779

18. Disclosure of person 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) in the format below. If there are no such persons, the issuer must make an appropriate negative statement

Name	Age	Family relationship with any director and/or substantial shareholder	Current position and duties, and the year the position was held	Details of changes in duties and position held, if any, during the year
Ban Song Long	71	Cousin of Fu Kuo Chen David	Non-Executive Director 2003	None
Fu Kuo Chen David	54	Cousin of Ban Song Long and brother-in-law of Ong Beng Seng (see note below)	Non-Executive Director 2003	None

Note: Ong Beng Seng is deemed to be a substantial shareholder of NSL Ltd through 98 Holdings Pte Ltd, Excel Partners Pte Ltd, Excelfin Pte Ltd and Reef Investments Pte Ltd by virtue of the provisions under Section 7 of the Companies Act, Chapter 50.

BY ORDER OF THE BOARD

LIM Su-Ling
Company Secretary
24 February 2015



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This release may contain forward-looking statements which may be identified by phrases that the Company or Management or Directors “expects”, “believes” “anticipates” “foresees” or “forecasts”. These forward-looking statements, if any, are based on current expectations and assumptions that are subject to risks and uncertainties. Actual performance, outcome or financial results post the date of this release may differ materially from those expressed in this release. Some factors that may affect the actual performance of the NSL Ltd and its group of companies may include, without limitation, political, economic, geographical, climatic and social conditions in the countries where the NSL Ltd and its group of companies, its customers or its suppliers operate; armed conflict or the effects of terrorist activities or war, acts of God, tsunami, earthquake, natural disasters, floods, effects of global climatic change in any part of the world which may cause disruption in manufacture, supply (availability and costs) of raw or intermediate materials, power, water, fuel, crude oil, import, export, transportation network necessary for the acquisition and supply of goods and services or financial markets; currency fluctuations; fluctuations in the price of raw materials, power, water, fuel, crude oil or demand for natural rubber; volatility of financial markets; general industry conditions, interest rate trends, cost of borrowings and capital availability, intense competition from other companies and venues for the production, sale/distribution of goods and services of the NSL Ltd and its group of companies, changes in industry or market capacity or demands; obsolete inventory, market acceptance or rejection of new goods and services, continued market acceptance of existing goods and services of the NSL Ltd and its group of companies; risk of unanticipated increased costs of power, oil, fuel, crude oil or utilities to operate its various plants; continued ability of NSL Ltd and its group of companies to retain market size and competitiveness for its goods and services; the effect of changes to policies /regulations whether or not resulting in imposition or lifting of anti-dumping duties in countries which the NSL Ltd and its group of companies operate, industrial accident(s) in any facility(ies) of NSL Ltd and its group of companies and their effects; unavailability of insurance, adverse results on litigation or debt recovery, implementation of operating cost structure that is aligned with revenue growth; SARS, bird flu, killer pig disease and their effects; coup d’etat, civil unrest, civil uprisings, revolutions, demonstrations, protests in any part of the world where NSL Ltd and its group of companies operate; any factor which may cause revenues and income to fall short of anticipated levels; ability to develop manufacture and market products and services in a rapidly changing environment; management retention and succession; changes in operating expenses, including employee wages, benefits and training, and governmental and public policy changes. This statement only relates to information available as at the date of release and you are cautioned to seek professional advice from your stock broker, solicitor, accountant or other professional adviser if you are in any doubt as to the meaning of anything herein.