

PENTON INTERNATIONAL LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number 200003044C)

FINANCIAL STATEMENTS AND DIVIDEND ANNOUNCEMENT

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

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

	<u>2005</u> S\$	<u>2004</u> S\$
Turnover	-	-
Cost of sales	<u>-</u>	<u>-</u>
Gross profit	-	-
Other income	5,342,088	609,931
Administrative expenses	(338,638)	(191,634)
Depreciation and amortisation	-	-
Allowance for doubtful debts and bad debts written off	-	-
Fixed assets written off	-	-
Other operating expenses / other expense	<u>(840,000)</u>	<u>(1,833,477)</u>
Profit / (loss) from operations	4,163,450	(1,415,180)
Finance costs	<u>-</u>	<u>(259,867)</u>
Profit / (loss) before tax	4,163,450	(1,675,047)
Tax expense	<u>-</u>	<u>-</u>
Net profit / (loss)	<u>4,163,450</u>	<u>(1,675,047)</u>

The Company has no investment income for the past two years.

Other income relates to the writing off of amount owing to creditors pursuant to The Scheme of Arrangement.

Other expense for FY2005 relate to the writing off of investment in subsidiary due to the disposal of entire equity in the subsidiary pursuant to The Scheme of Arrangement.

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

BALANCE SHEETS AS AT 30 APRIL

	<u>2005</u> S\$	<u>2004</u> S\$
SHAREHOLDERS' DEFICIT		
Share capital	3,363,973	10,188,484
Share premium	1,800,000	-
Accumulated losses	(1,822,488)	(15,749,902)
	<u>3,341,485</u>	<u>(5,561,418)</u>
NON-CURRENT ASSETS		
Fixed assets	103,080	-
Investment in subsidiaries	-	840,000
Investment	1,680,000	1,680,000
CURRENT ASSETS		
Trade and other receivables	-	-
Deposits and prepayments	15,050	-
Cash and bank balances	1,543,355	123
	<u>1,558,405</u>	<u>123</u>
Less:-		
CURRENT LIABILITIES		
Other payables	-	4,318,290
Amount owing to subsidiaries	-	164,843
Bank overdraft (secured)	-	634,121
Loan creditors (secured)	-	2,868,406
Provision for taxation	-	95,881
	<u>-</u>	<u>8,081,541</u>
NET CURRENT LIABILITIES	<u>1,558,405</u>	<u>(8,081,418)</u>
	<u>3,341,485</u>	<u>(5,561,418)</u>

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

Payable within a year	30/4/2005	30/4/2004
Bank overdraft (secured)	-	636,471
Loan creditors (secured)	-	2,665,656
TOTAL	<u>-</u>	<u>3,302,127</u>

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

	<u>2005</u> S\$	<u>2003</u> S\$
Cash flows from operating activities		
Profit / (Loss) before tax	4,163,450	(3,492,863)
Adjustments for:		
Depreciation of fixed assets	-	5,564
Fixed assets written off	-	53,163
Finance costs	-	203,799
Investment written off	840,000	-
Loss on disposal of fixed assets	-	3,300
Write off of amounts owing to creditors	(5,342,088)	-
Operating loss before working capital changes	(338,638)	(3,227,037)
Increase/(Decrease) in working capital:		
Trade, other receivables, deposits and prepayments	(15,050)	137,072
Trade and other payables	-	2,551,866
Net cash generated used in operations	(353,688)	(538,099)
Finance costs paid	-	(203,799)
Net cash generated used in operating activities	(353,688)	(741,898)
Cash flows from investing activities		
Purchase of fixed assets	(103,080)	(2,889)
Net cash used in investing activities	(103,080)	(2,889)
Cash flows from financing activities		
Proceeds from issue of new shares	2,000,000	48,840
Net cash generated from financing activities	2,000,000	48,840
Net increase / (decrease) in cash and cash equivalents	1,543,232	(695,947)
Cash and cash equivalents at beginning of year	123	59,599
Cash and cash equivalents at end of year	1,543,355	(636,348)

1(d)(i) A statement (for the issuer) 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

	<u>Share Capital</u> S\$	<u>Share Premium</u>	<u>Accumulated Losses</u> S\$	<u>Total</u> S\$
Balance at 30 April 2004	10,188,484		(15,749,902)	(5,561,418)

Capital reduction	(9,763,964)		9,763,964	-
Issue of new shares pursuant to The Scheme of Arrangement to creditors	2,739,453		-	2,739,453
Issue of shares for cash	200,000	1,800,000	-	2,000,000
Net profit for the year	-		4,163,450	4,163,450
Balance at 30 April 2005	<u>3,363,973</u>	<u>1,800,000</u>	<u>(1,822,488)</u>	<u>3,341,485</u>

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

As at 30 April 2005, there were unexercised options for 0 (2004: 6,850,913) of S\$0.005 (2004:S\$0.12) under the Company Option Scheme.

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 by the Auditors.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of matter) Below is the extraction of the Auditors' Report from the financial statements of the Company for the financial year ended 30 April 2005.

N.A.

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 Company has applied the same accounting policies and methods of computation in the financial statements for the current reporting period compared with the audited financial statements as at 30 April 2004.

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.

N.A.

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

<i>Profit / (Loss) per share (cents)</i>	30/4/2005	30/4/2004
- Basic	<u>0.62</u>	<u>(3.87)</u>
- Diluted *	<u>0.62</u>	<u>(3.87)</u>

* Share options were not included in the diluted loss per share in the year 2005 and 2004 because the effect would be anti-dilutive.

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

	30/4/2005	30/4/2004
Net Asset / (Deficit) Value per share (cents)	<u>0.50</u>	<u>(6.55)</u>

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 the following:-

- a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and
- b) any material factors that affected the cash flows, working capital, assets or liabilities of the group during the current financial period reported on.

For the past three years, the Company has been in financial distress due to the huge losses incurred by the operations in United Kingdom. The subsidiaries in the United Kingdom were subsequently placed under receivership on 20 September 2002. This has prevented the Company from further losses but the Company is already in a net deficit position.

The Company has therefore initiated a debt restructuring plan by way of a Scheme of Arrangement pursuant to Section 210 of the Companies Act between the Company and the Creditors. The Company has obtained the requisite approval of the Participating Creditors in a Creditors meeting convened on 12 April 2004 to approve the Scheme. The Scheme was approved and was subsequently sanctioned by the High Court on 29 July 2004.

The debt restructuring plan which includes a capital reduction and conversion of debt to equity seeks to rehabilitate the Company from financial distress, and a lifting of the suspension and re-quotation of its Shares on the SESDAQ of the SGX-ST (the "**Lifting of the Suspension**").

The Company has held the Extraordinary General Meeting ("EGM") on 11 February 2005 to seek shareholders' approval for the debt restructuring plan. The approval has been given by the shareholders during the EGM and the debt restructuring plan is in place. To date, the Company is making good progress and has even managed to procure additional share capital cash injection from investors.

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

The Company has not made any prospect statement in the previous Announcement.

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

Currently, the Company has concrete plans in place and would be making a submission to SGX-ST shortly for the lifting of suspension.

11. Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on? None

(b) Corresponding Period of the Immediately Preceding Financial Year

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

None

(c) Date payable

Nil

(d) Books closure date

N.A.

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

N.A.

PART II – ADDITIONAL INFORMATION REQUIRED FULL YEAR ANNOUNCEMENT

As the Company has no revenue and has not been operational for the past two years, the information required for Part II of the full year announcement would not be applicable.

BY ORDER OF THE BOARD

AKM Ismail

Director

30/06/2005