WEE POH HOLDINGS LIMITED

Full Year Financial Statement And Dividend Announcement for the Financial Year 30 June 2005

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

	The G		
	Year ended 30/6/2005	Year ended 30/6/2004	% Change
	S\$'000	S\$'000	
Revenue	1,582	19,829	(92.0)
Cost of sales	(2,294)	(34,061)	(93.3)
Gross loss	(712)	(14,232)	(95.0)
Other operating income	516	962	(46.4)
Administrative expenses	(3,599)	(4,072)	(11.6)
Loss on deconsolidation of subsidiaries	(678)	(1,638)	(58.6)
Reversal of provision for guarantee on subsidiary	39	733	(94.7)
Impairment loss on/ Allowance for:			
- Property, plant and equipment	(635)	(921)	(31.1)
- Doubtful trade receivables	(235)	-	N/m
- Doubtful other receivables	(12)	(427)	(97.2)
Loss from operations	(5,316)	(19,595)	(72.9)

The Group

	Year ended 30/6/2005	Year ended 30/6/2004	% Change
Loss from operations	(5,316)	(19,595)	(72.9)
Finance costs	(311)	(632)	(50.8)
Loss before share of results of associates	(5,627)	(20,227)	(72.2)
Share of results of associates	(7)	(90)	(92.2)
Loss before income tax	(5,634)	(20,317)	(72.3)
Income tax	(42)	1,183	(103.6)
Loss after income tax	(5,676)	(19,134)	(70.3)
Loss per share (cents)	(0.22)	(1.17)	(81.2)

Notes to Profit and Loss Statement

Loss from operations is determined after charging (crediting) the following:

The Group

	Year ended 30/6/2005 S\$'000	Year ended 30/6/2004 S\$'000	% Change
Interest income included in other operating income	(28)	(13)	115.4
Interest on borrowings	311	632	(50.8)
Depreciation	303	984	(69.2)
Impairment loss on property, plant and equipment	635	921	(31.1)
Allowance for doubtful trade receivables	235	-	N/m
Allowance for doubtful other receivables	12	427	(97.2)
Gain on sale of other investments	-	(21)	N/m
Gain on disposal of property, plant and equipment	(89)	(545)	(83.7)
Reversal of provision for guarantee on a subsidiary	(39)	(733)	(94.7)
Loss on disposal and deconsolidation of subsidiaries	678	1,638	(58.6)

Note: N/m = not meaningful

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 C	<u> Froup</u>	The Company	
	As at	As at	As at	As at
	30/06/2005	30/06/2004	30/06/2005	30/06/2004
	S\$'000	S\$'000	S\$'000	S\$'000
ASSETS				
Current assets				
Cash and bank balances	1,696	4,709	1,567	3,829
Trade receivables	15	1,803	-	-
Other receivables, deposits and				
prepayments	1,057	525	1,106	6,353
Total current assets	2,768	7,037	2,673	10,182
Non-current assets				
Investment in subsidiaries	-	-	-	647
Investment in associates	-	335	-	-
Other investments	-	1	-	-
Property, plant and equipment	10	6,987	10	7
Total non-current assets	10	7,323	10	654
		•		
Total assets	2,778	14,360	2,683	10,836
LIABILITIES AND EQUITY (CAPITAL				
DEFICIENCY)				
Current liabilities				
Bank loans and overdrafts	-	9,531	-	-
Trade payables	_	3,958	_	_
Other payables and accruals	2,146	12,568	2,122	2,671
Billings on construction contracts work-	•	,	_,	_,
in-progress in excess of costs	_	1,790	_	_
Income tax payable	_	708	_	_
Total current liabilities	2,146	28,555	2,122	2,671
Total Garrent habilities	2,140	20,000	2,122	2,011
Non-current liabilities				
Deferred income tax		1		1
CAPITAL AND RESERVES				
Issued capital	15,904	10,499	15,904	10,499
Share premium	24,807	9,708	24,807	9,708
Assets revaluation reserve	· -	812	-	-
Currency translation reserve	-	(3)	-	-
Accumulated losses	(40,079)	(35,212)	(40,150)	(12,043)
Total equity (capital deficiency)	632	(14,196)	561	8,164
. ,		, , - 3/		
Total liabilities and equity	2,778	14,360	2,683	10,836

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

Amount repayable in one year or less, or on demand

As at 3	30/06/05	As at 30	0/06/04
Secured (S\$'000)	Unsecured (S\$'000)	Secured (S\$'000)	Unsecured (S\$'000)
-	1	9,531	-

Amount repayable after one year

As at 3	30/06/05	As at 30)/06/04
Secured (S\$'000)	Unsecured (S\$'000)	Secured (S\$'000) Unsecured (S\$'000	
-	-	-	-

Details of any collateral

The above borrowings as at 30 June 2004 were secured by mortgage on a subsidiary's properties and corporate guarantees granted by the Company.

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

The Group

	Year ended 30/06/2005 S\$'000	Year ended 30/06/2004 S\$'000
Cash flows used in operating activities		
Loss before share of result of associates Adjustments for :	(5,627)	(20,227)
Depreciation expense	303	984
Impairment loss on property, plant and equipment	635	921
Allowance for doubtful trade receivables	235	-
Allowance for doubtful receivables	12	427
Gain on sale of other investments	-	(21)
Gain on disposal of property, plant and equipment	(89)	(545)
Reversal of provisions for guarantee on subsidiary	(39)	(733)
Loss on deconsolidation of subsidiaries	678	1,638
Interest income	(28)	(13)
Interest expense	311	632
Operating loss before working capital changes	(3,609)	(16,937)

The Group

	Year ended 30/06/2005 S\$'000	Year ended 30/06/2004 S\$'000
Operating loss before working capital changes	(3,609)	(16,937)
Trade receivables	428	3,076
Other receivables, deposits and prepayments	(977)	(50)
Trade payables	665	1,836
Other payables and accruals	(906)	(996)
Cost of contract work-in-progress	(1,404)	6,843
Cash used in operations	(5,803)	(6,228)
Interest paid	(311)	(632)
Income tax (paid)/ returned	(143)	131
Net cash used in operating activities	(6,257)	(6,729)
Cash flows from investing activities: Increase / (Decrease) in cash flow on deconsolidation of		
subsidiaries (Note b)	87	(67)
Proceeds from disposal of property, plant and equipment	5,837	2,884
Purchase of property, plant and equipment	(8)	(41)
Disposal of other investment	-	100
Interest received	28	13
Net cash from investing activities	5,944	2,889
Cash flows from financing activities:		
Issue of shares, net of expenses	4,110	9,495
Decrease in trust receipts	(38)	(300)
Bank restructuring shares issued to settle bank overdraft Decrease in finance leases	2,755	- (781)
Net cash from financing activities	6,827	8,414
	5,5=-	
Net effect of exchange rate changes in consolidating		
subsidiaries	(34)	10
Net increase in cash and cash equivalents	6,480	4,584
Overdrawn at beginning of period	(4,784)	(9,368)
Cash and cash equivalents (Overdrawn) at end of year (Note a)	1,696	(4,784)
	1,550	(1,1 0 1)

Notes	Year ended <u>30/06/2005</u> S\$'000	Year ended 30/06/2004 S\$'000
a) Cash consist of: Cash	1,696	4,709
Bank overdrafts Cash (Overdrawn)	- - 1,696	(9,493) (4,784)

b) Summary of the effects of disposal/ deconsolidation of subsidiaries

The fair values of assets and liabilities of subsidiaries disposed / deconsolidated based on their unaudited balance sheets as at the date of disposal / deconsolidation are as follows:

	Year ended	Year ended
	<u>30/06/2005</u>	<u>30/06/2004</u>
	S\$'000	S\$'000
Cash and bank balances	88	111
Trade and other receivables	1,334	1,189
Inventories and construction work-in-progress	(386)	95
Plant and equipment	299	1,304
Other investments	362	-
Bank loans and overdrafts	(175)	(44)
Trade payables and other payables	(27,851)	(3,300)
Current and deferred tax liabilities	(607)	(24)
Net liabilities disposed of	(26,936)	(669)
Deferred compensation	1,000	_
Doubtful intercompany payables realised	26,614	_
Doubtful intercompany receivables realised	20,014	2,307
Loss on disposal of subsidiaries	678	1,638
·	070	1,030
Cash inflow / (outflow) on disposal / deconsolidation of		()
subsidiaries	87	(67)

c) During the financial year, the Company issued 255,103,216 ordinary shares of \$0.005 at an issue price of \$0.05 each under the Scheme of Arrangement of Wee Poh Construction Co. (Pte.) Ltd. ("WPC") to WPC creditors in full and final satisfaction of such creditors' claim amounting to approximately \$12,755,000 against the Group.

During the financial year, the Company issued 88,481,375 ordinary shares of \$0.005 at an issue price of \$0.01 to a bank as the final settlement of liabilities amounting to approximately \$885,000 for guarantee on W&P Piling Pte Ltd (in liquidation).

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

	Issued capital S\$'000	Share premium S\$'000	Asset revaluation reserve S\$'000	Currency translation reserve S\$'000	Accumulated losses S\$'000	Total S\$'000
Group Balance at 30 June 2004 Issue of shares Share issue expenses Realisation Net loss for the year Balance at 30 June 2005	10,499 5,405 - - - 15,904	9,708 15,302 (203) - - 24,807	812 - - (812) - -	(3)	(35,212) - - - 809 (5,676) (40,079)	(14,196) 20,707 (203) - (5,676) 632
Balance at 30 June 2003 Issue of shares Share issue expenses Revaluation of investment property Currency translation differences	600 9,899 - -	6,112 3,600 (4)	2,000 - - (1,188)	(12) - - - 9	(16,078) - - -	(7,378) 13,499 (4) (1,188)
Net loss for the year Balance as at 30 June 2004	10,499	9,708	812	(3)	(19,134)	(19,134)
Company Balance at 30 June 2004 Issue of shares Share issue expenses Net loss for the year Balance at 30 June 2005	10,499 5,405 - - 15,904	9,708 15,302 (203) - 24,807	- - - - -	- - - - -	(12,043) - - (28,107) (40,150)	8,164 20,707 (203) (28,107) 561
Balance at 30 June 2003 Issue of shares Share issue expenses Net loss for the year Balance at 30 June 2004	600 9,899 - - 10,499	6,112 3,600 (4) - 9,708	- - - - -	- - - - - -	(10,911) - - (1,132) (12,043)	(4,199) 13,499 (4) (1,132) 8,164

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.

Since 1 July 2004, the issued capital was increased as follow:

	Note	No. of shares	Issued Capital S\$'000
Balance at 1 July 2004		2,099,744,862	10,499
Share placement		339,000,000	1,695
Bank restructuring shares	1	363,992,774	1,819
Share placement		123,000,000	615
Scheme shares	2	255,103,216	1,276
Balance at 30 June 2005		3,180,840,852	15,904

Notes:

- 1. Pursuant the debt restructuring agreement entered with certain banks on 7 February 2005, the company issued 363,992,774 ordinary shares to the banks on 31 March 2005.
- 2. The Scheme Administrator had completed the adjudication of all claims lodged with him pursuant to the Scheme of Arrangement (the "Scheme") and accordingly the Company issued 238,145,918 and 16,957,298 ordinary shares on 27 April 2005 and 21 June 2005 respectively.
- 2. Whether the figures have been audited or reviewed and in accordance with which auditing standard or practice

The figures have not been audited or reviewed.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a 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 Group has applied the same accounting policies and methods of computation for the current financial year as those adopted for the audited financial statements for the financial year ended 30 June 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

Not applicable.

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	
Loss per share	Year ended 30/06/2005	Year ended 30/06/2004
	(Cents)	(Cents)
(a)Based on weighted average		
number of ordinary shares in issue	(0.22)	(1.17)
(b)On a fully diluted basic	(0.22)	(1.17)

The basic loss per share for financial year ended 30 June 2005 and 30 June 2004 are based on the Group's loss attributable to shareholders divided by the adjusted number of ordinary shares of 2,587,650,048 and 1,633,060,923 respectively.

There is no dilution as there were no outstanding options.

- 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.

	The Group		The Company	
	As at	As at	As at	As at
	30/06/2005	30/06/2004	30/06/2005	30/06/2004
	(Cents)	(Cents)	(Cents)	(Cents)
Net assets / (liabilities) value per				
ordinary shares based on issued	0.02	(0.68)	0.02	0.39
share capital at end of the period				
reported on financial year				

The net asset (liabilities) backings per ordinary share as at 30 June 2005 and 30 June 2004 are based on the issued share capital of 3,180,840,052 and 2,099,744,862 shares in issue as at that date respectively.

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; (b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.

For the full financial year ended 30 June 2005 ("FY2005"), as part of its rationalisation efforts, the Group has disposed substantially all of its construction activities, in particular, its wholly owned subsidiary, Wee Poh Construction Co. (Pte.) Ltd ("WPC"). As a result of only servicing its existing construction projects until completion and the subsequent disposal of the above, the Group's revenue has decreased by 92.0% from \$19.8 million for the financial year ended 30 June 2004 ("FY2004") to \$1.6 million for FY2005. Accordingly, the gross loss has shrunk by 95.0% from \$14.2 million in FY2004 to \$0.7 million in FY2005 and the loss for the year has trimmed by 70.3% from \$19.1 million in FY2004 to \$5.7 million in FY2005.

The Group has made a provision for impairment in respect of its freehold land and building of \$635,000 in line with the weak property market. This property was subsequently disposed in the second half of the financial year to part repay the remaining outstanding borrowings with the banks. The Group has also provided for the non-recoverability of its other receivables of \$12,000 and trade receivables of \$235,000. The Group has also recognised a loss on disposal and deconsolidation of subsidiaries of \$678,000.

The finance cost has continued to decline with the efforts made to bring down the outstanding bank borrowings through a placement of shares in July 2004, sale of certain properties and the bank restructuring exercise via issuance of new shares.

Overall, the loss per share has improved from 1.17 cents in FY2004 to 0.22 cents in FY2005.

The total liabilities of the Group have reduced from \$28.6 million as at 30 June 2004 to \$2.1 million as at 30 June 2005. The Group has made tremendous efforts in bringing down its liabilities through its bank restructuring exercise which was completed in April 2005, its scheme of arrangement exercise which was completed in June 2005 and the disposal of its loss making subsidiary, WPC.

Through the Group's bank restructuring exercise, the Group has effectively repaid all the outstanding borrowings with the banks such that as at 30 June 2005, the Group has no further borrowings with any banks.

The total assets of the Group has decreased from \$14.4 million as at 30 June 2004 to \$2.8 million as at 30 June 2005 as a result of the sales of its property, plant and equipment and the utilisation of its cash and bank balances. The cash and bank balances as at 30 June 2005 stood at \$1.7 million.

Overall, through the efforts made by the Group, the Group has reversed, for the first time since 2001 from a capital deficiency position of \$14.2 million to a positive equity position of \$0.6 million.

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.

The Group has been actively rationalising its existing business of which it had completed its bank restructuring exercise, its scheme of arrangement and the disposal of its loss making subsidiary, WPC. The Group's involvement in its existing core business of construction is now minimal. The disposal of WPC is part of the Group's efforts to wind down its construction business.

Concurrently, the Group has been pursuing to acquire other viable businesses and have since entered into a Sale and Purchase Agreement with Winning International Limited to acquire the entire paid up share capital of Winning Metal Products Manufacturing Company Limited ("Winning Group") through a reverse takeover ("Winning Acquisition").

The Group had obtained an exemption from the Securities Industry Council of Singapore for Winning International Limited and parties acting in concert with it from making the General Offer under the Singapore Code on Take-overs and Mergers 2001 subject to certain conditions, including obtaining the approval of its shareholders for a Whitewash Resolution. The Group has also since submitted its application to the SGX-ST for its approval for the Winning Acquisition and is now waiting for SGX-ST's approval-in-principle.

Upon completion of the Winning Group's reverse takeover, the Group would have successfully divested from the construction industry to an established business of the trading in watch movements and manufacturing and selling of branded watches.

11. Dividend

(a) Current Financial Period Reported On

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

Name of Dividend	Not applicable.
Dividend Type	-
Dividend Rate	-
Par value of shares	-
Tax Rate	-

(b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period if the immediate preceding financial year? None

Name of Dividend	Not applicable.
Dividend Type	-
Dividend Rate	-
Par value of shares	-
Tax Rate	-

(c) Date payable

Not applicable

(d) Books closure date

Not applicable

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

Not applicable

PART II - ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT (This part is not applicable to Q1, Q2, Q3 or Half Year Results)

13. 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

Segmental Information

		Management	
	Infrastructure	services	Consolidated
	S\$'000	S\$'000	S\$'000
2005			
Business Segments			
Revenue:			
Revenue	1,582	_	1,582
	•		
Result:			
Segment loss	(4,469)	(169)	(4,638)
Loss from disposal/			
deconsolidation of			
subsidiaries	-	-	(678)
Finance costs	-	-	(311)
Loop before above of			
Loss before share of results of associates			(F 627)
Share of results of	-	-	(5,627)
associates	_	_	(7)
associates	_	_	
Loss before income			
tax	_	_	(5,634)
Income tax	-	-	(42)
Loss for the year	-	-	(5,676)
•			
Other information:			
Segment assets	145	2,633	2,778_
Consolidated total			,
assets			2,778
0		2.422	2.1.0
Segment liabilities Consolidated total	24	2,122	2,146
liabilities			2 4 4 6
แลมแนะจ	-	-	2,146
Capital expenditure	_	8	8
Depreciation	298	5	303
2001001011	200	3	303

Segmental Information (Con't)

	Infrastructure S\$'000	Management services \$\$'000	Consolidated S\$'000
2004 Business Segments			
Revenue: Revenue	19,809	20	19,829
Result: Segment loss Loss from deconsolidation of	(16,182)	(1,775)	(17,957)
subsidiaries Finance costs	-	-	(1,638) (632)
Loss before share of results of associates Share of results of	-	-	(20,227)
associates Loss before income	-	-	(90)
tax	-	-	(20,317)
Income tax Loss for the year	-	-	1,183 (19,134)
Other information: Segment assets Investments in	9,968	4,057	14,025
associates Consolidated total	-	-	335
assets	-	-	14,360
Segment liabilities Unallocated	15,907	1,009	16,916
corporate liabilities Consolidated total	-	-	11,640
liabilities	-	-	28,556
Capital expenditure Depreciation	34 983	7 1	41 984

Geographical Segments

Revenue is based on the location of customer regardless of where the goods are produced. During the financial year ended 30 June 2005 and 30 June 2004, all assets and additions to property, plant and equipments are based in Singapore.

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

Not applicable

15. A breakdown of sales

	<u>Group</u>	
	Year ended 30/06/2005 S\$'000	Year ended 30/06/2004 S\$'000
Revenue from construction contracts Management fees	1,582 - 1,582	19,809 20 19,829

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

Not applicable

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

	Latest Full Year (S\$'000)	Previous Full Year (S\$'000)
Ordinary	-	-
Preference	-	-
Total	-	-

BY ORDER OF THE BOARD

Wong Teck Kui, Chairman

24 August 2005