



UNI-ASIA HOLDINGS LIMITED

Registration No: CR - 72229

(Incorporated in the Cayman Islands with limited liability on 17 March 1997)

FINANCIAL STATEMENTS FOR THE QUARTER ENDED 31 MARCH 2017

PART I – INFORMATION REQUIRED FOR ANNOUNCEMENTS OF FIRST QUARTER RESULTS

- 1 (a) An income statement and statement of comprehensive income, or a statement of comprehensive income, for the group together with a comparative statement for the corresponding period of the immediately preceding financial year.

	Note	3 months ended 31 March		
		2017 US\$'000	2016 US\$'000	% Change
Charter Income	8(i)	8,936	8,302	8%
Fee income	8(ii)	1,149	1,813	(37%)
Hotel income	8(iii)	10,297	8,407	22%
Investment returns	8(iv)	2,222	(1,458)	N/M
Interest income		169	201	(16%)
Other income		181	1,640	(89%)
Total income		22,954	18,905	21%
Employee benefits expenses		(3,612)	(3,278)	10%
Amortisation and depreciation		(2,502)	(2,548)	(2%)
Vessel operating expenses		(4,053)	(4,570)	(11%)
Hotel lease expenses		(3,709)	(2,992)	24%
Hotel operating expenses		(4,347)	(3,500)	24%
Other expenses		(1,049)	(985)	6%
Net foreign exchange loss		(198)	(183)	8%
Total operating expenses		(19,470)	(18,056)	8%
Operating profit		3,484	849	N/M
Finance costs – interest expense		(1,299)	(1,155)	12%
Finance costs – others		(85)	(121)	(30%)
Allocation to Tokumei Kumiai* investors		83	47	77%
Profit/ (loss) before tax		2,183	(380)	N/M
Income tax expense		(74)	(236)	(69%)
Profit/ (loss) for the period		2,109	(616)	N/M
Attributable to:				
Owners of the parent		2,125	(725)	N/M
Non-controlling interests		(16)	109	(115%)
		2,109	(616)	N/M

* Tokumei Kumiai ("TK") refers to a form of silent partnership structure used in Japan. Allocation to TK investors refers to share of profit and loss attributable to other TK investors of the TK structure.

	3 months ended 31 March		
	2017 US\$'000	2016 US\$'000	% Change
Profit/ (loss) for the period	2,109	(616)	N/M
Other comprehensive income/ (expense) income for the period, net of tax:			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of foreign operations	817	1,161	(30%)
Net movement on cash flow hedges	157	(107)	N/M
Other comprehensive income for the period, net of tax	974	1,054	(8%)
Total comprehensive income for the period	3,083	438	N/M
Attributable to:			
Owners of the parent	3,090	325	N/M
Non-controlling interests	(7)	113	(106%)
	3,083	438	N/M

N/M: Not meaningful

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

	Group		Company	
	31 March 2017 US\$'000	31 December 2016 US\$'000	31 March 2017 US\$'000	31 December 2016 US\$'000
ASSETS				
Non-current assets				
Investment properties	21,578	13,949	-	-
Investments	49,474	45,113	23,367	19,562
Investments in subsidiaries	-	-	72,849	72,849
Intangible assets	1	1	-	-
Property, plant and equipment	193,437	195,254	252	294
Loans receivable	2,050	2,050	2,050	2,050
Loans to subsidiaries	-	-	9,561	9,392
Rental deposit	3,567	3,150	-	-
Derivative financial instruments	317	329	527	588
Finance lease receivable	7,977	7,705	-	-
Accounts receivable	804	621	-	-
Deferred tax assets	53	46	-	-
Total non-current assets	279,258	268,218	108,606	104,735
Current assets				
Investments	1,983	2,402	-	-
Loans receivable	6,972	6,983	400	400
Loans to subsidiaries	-	-	19,951	19,301
Derivative financial instruments	55	17	311	357
Finance lease receivable	351	331	-	-
Accounts receivable	4,075	3,810	16	76
Amounts due from subsidiaries	-	-	547	486
Prepayments, deposits and other receivables	5,705	4,965	785	712
Tax recoverable	1,146	1,074	-	-
Deposits pledged as collateral	4,846	4,320	2,960	2,450
Cash and bank balances	28,042	35,552	3,541	8,700
Total current assets	53,175	59,454	28,511	32,482
Total assets	332,433	327,672	137,117	137,217

NOTES:-

The Group's non-current assets increased by 4.1% from \$268.2 million on 31 December 2016 to \$279.3 million on 31 March 2017. This is mainly due to additional construction cost of existing Investment Properties and additional funding of existing Investments. Investment Properties increased from \$13.9 million on 31 December 2016 to \$21.6 million on 31 March 2017. Investments increased from \$45.1 million on 31 December 2016 to \$49.5 million on 31 March 2017.

Current assets decreased from \$59.5 million on 31 December 2016 to \$53.2 million on 31 March 2017 due mainly to reduction in cash partly to fund the above-mentioned investments.

	Group		Company	
	31 March 2017 US\$'000	31 December 2016 US\$'000	31 March 2017 US\$'000	31 December 2016 US\$'000
EQUITY				
Equity attributable to owners of the parent				
Share capital	75,167	75,167	75,167	75,167
Share premium	31,319	31,319	31,319	31,319
Retained earnings	16,585	14,460	3,592	3,800
Hedging reserve	502	353	-	-
Exchange reserve	1,341	525	-	-
Capital reserve	(117)	(117)	-	-
Total equity attributable to owners of the parent	124,797	121,707	110,078	110,286
Non-controlling interests	4,178	4,185	-	-
Total equity	128,975	125,892	110,078	110,286
LIABILITIES				
Non-current liabilities				
Borrowings	147,205	131,125	8,691	8,700
Derivative financial instruments	210	258	527	588
Deferred tax liabilities	508	504	-	-
Deferred income	685	973	-	-
Other payables	82	78	-	-
Provision for onerous contract	2,053	2,140	-	-
Total non-current liabilities	150,743	135,078	9,218	9,288
Current liabilities				
Borrowings	41,965	54,291	16,076	16,072
Due to Tokumei Kumiai investors	2,322	1,007	-	-
Derivative financial instruments	256	340	311	357
Accounts payable	2,147	2,961	-	-
Amounts due to subsidiaries	-	-	895	512
Other payables and accruals	4,880	5,874	539	702
Provision for onerous contract	1,065	1,335	-	-
Income tax payable	80	894	-	-
Total current liabilities	52,715	66,702	17,821	17,643
Total liabilities	203,458	201,780	27,039	26,931
Total equity and liabilities	332,433	327,672	137,117	137,217

NOTES:-

Non-current borrowings increased from \$131.1 million on 31 December 2016 to \$147.2 million on 31 March 2017 mainly due to refinancing of certain borrowings due in 2017 to a longer term borrowings resulting in reclassification of such borrowings from current to non-current. As a result, current borrowings decreased from \$54.3 million on 31 December 2016 to \$42.0 million on 31 March 2017. Other current liabilities balances such as Other Payables and Accruals, as well as Income Tax Payable decreased from 31 December 2016 mainly due to payment of such accruals/payables in 1Q2017.

As a result of the above main factors, non-current liabilities increased to \$150.7 million on 31 March 2017 from \$135.1 million on 31 December 2016, while current liabilities decreased to \$52.7 million on 31 March 2017 from \$66.7 million on 31 December 2016.

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

	As at 31 March 2017		As at 31 December 2016	
	Secured US\$'000	Unsecured US\$'000	Secured US\$'000	Unsecured US\$'000
Amount repayable in one year or less, or on demand	15,321	26,644	28,184	26,107
Amount repayable after one year	134,233	12,972	118,076	13,049
Total	149,554	39,616	146,260	39,156

Details of any collateral

The Group's borrowings are secured by means of:

- legal mortgages over certain cash deposits of the holding company
- legal mortgages over investment properties of the subsidiaries
- legal mortgages over vessels of the subsidiaries
- a legal mortgage over a freehold property under the category of "Property, plant and equipment" of a subsidiary

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.

	Note	3 months ended 31 March	
		2017 US\$'000	2016 US\$'000
Cash flows from operating activities			
Profit/ (loss) before tax		2,183	(380)
Adjustments for:			
Investment returns		(2,222)	1,458
Amortisation and depreciation		2,502	2,548
Realisation of goodwill arising on acquisition of a subsidiary		-	(1,538)
Loss on disposal of property, plant and equipment		-	3
Reversal of provision for accounts receivable		-	(96)
Share based compensation		-	48
Net foreign exchange loss		198	183
Interest income		(169)	(201)
Finance costs – interest expense		1,299	1,155
Finance costs – others		85	121
Allocation to Tokumei Kumiai investors		(83)	(47)
Operating cash flows before changes in working capital		3,793	3,254
Changes in working capital:			
Net change in accounts receivable		(312)	190
Net change in prepayments, deposits and other receivables		(575)	530
Net change in accounts payable		(913)	(24)
Net change in other payables and accruals		(1,719)	(759)
Cash flows generated from operations		274	3,191
Interest received on bank balances		26	11
Tax paid		(935)	(286)
Net cash flows (used in)/ generated from operating activities	[A]	(635)	2,916
Cash flows from investing activities			
Purchase of investment properties		(6,472)	(521)
Purchase of investments		(4,305)	(2,183)
Proceeds from sale of an investment property		-	2,233
Proceeds from redemption/ sale of investments		1,249	-
Net cash inflow on acquisition of an investment		-	1
Investment in finance lease		86	54
Hotel lease deposit		(262)	(170)
Deposits for small residential projects		(21)	-
Deposits for purchase of vessels		-	6,846
Purchase of property, plant and equipment		(200)	(24,362)
Proceeds from disposal of property, plant and equipment		1	15,836
Contribution from/ (redemption of) Tokumei Kumiai investors		1,324	(560)
Loans advanced		-	(5,400)
Loans repaid		-	3,000
Interest received from loans and finance leases		141	176
Net increase in deposits pledged as collateral		(510)	(804)
Income proceeds from investments		51	26
Settlement of derivative financial instruments		(149)	(44)
Proceeds from property rental		171	-
Net cash flows used in investing activities	[B]	(8,896)	(5,872)

	Note	3 months ended 31 March	
		2017 US\$'000	2016 US\$'000
Cash flows from financing activities			
Proceeds from borrowings		15,130	19,957
Repayment of borrowings		(12,419)	(15,676)
Interest paid on borrowings		(1,347)	(1,040)
Other finance cost paid		(132)	(207)
Net cash flows generated from financing activities	[C]	1,232	3,034
Net (decrease)/ increase in cash and cash equivalents		(8,299)	78
Movements in cash and cash equivalents:			
Cash and cash equivalents at beginning of the period		35,552	30,334
Net (decrease)/ increase in cash and cash equivalents		(8,299)	78
Effects of foreign exchange rate changes, net		789	1,253
Cash and cash equivalents at end of the period		28,042	31,665

NOTES:

The Group's cash and cash equivalents decreased by \$7.5 million in 1Q2017 due mainly to the followings:

- [A] Cash flows used in operating activities amounted to \$0.6 million for 1Q2017, principally as a result of (i) payment made during 1Q2017 for payables and accruals accrued as at 31 December 2016, hence a decrease in payables and accruals; and (ii) an increase in receivables and prepayments as at 31 March 2017.
- [B] Cash flows used in investing activities were \$8.9 million for 1Q2017 due mainly to additional funding of existing Investment Properties and Investments.
- [C] Cash flows generated from financing activities were \$1.2 million in 1Q2017 due mainly to new and refinancing of existing borrowings in 1Q2017 offset by scheduled borrowings repayments.

1 (d) (i) A statement for the group and the issuer showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalization issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

Group	Share capital US\$'000	Share premium US\$'000	Retained earnings US\$'000	Hedging reserve US\$'000	Exchange reserve US\$'000	Share based compensation reserve US\$'000	Capital reserve US\$'000	Total equity attributable to owners of the parent US\$'000	Non-controlling interests US\$'000	Total equity US\$'000
At 1 January 2016	75,167	31,319	30,811	(14)	875	32	(117)	138,073	2,101	140,174
(Loss)/ profit for the period	-	-	(725)	-	-	-	-	(725)	109	(616)
Other comprehensive (expense)/ income	-	-	-	(107)	1,157	-	-	1,050	4	1,054
Total comprehensive (expense)/ income	-	-	(725)	(107)	1,157	-	-	325	113	438
Accrual of share based compensation	-	-	-	-	-	48	-	48	-	48
At 31 March 2016	75,167	31,319	30,086	(121)	2,032	80	(117)	138,446	2,214	140,660
At 1 January 2017	75,167	31,319	14,460	353	525	-	(117)	121,707	4,185	125,892
Profit/ (loss) for the period	-	-	2,125	-	-	-	-	2,125	(16)	2,109
Other comprehensive income	-	-	-	149	816	-	-	965	9	974
Total comprehensive income/ (expense)	-	-	2,125	149	816	-	-	3,090	(7)	3,083
At 31 March 2017	75,167	31,319	16,585	502	1,341	-	(117)	124,797	4,178	128,975

Company	Share capital US\$'000	Share premium US\$'000	Retained earnings US\$'000	Hedging reserve US\$'000	Share based compensation reserve US\$'000	Total equity US\$'000
At 1 January 2016	75,167	31,319	4,789	(1)	32	111,306
Loss for the period	-	-	(2,454)	-	-	(2,454)
Other comprehensive income	-	-	-	-	1	1
Total comprehensive (expense)/ income	-	-	(2,454)	-	1	(2,453)
Accrual of share based compensation	-	-	-	-	48	48
At 31 March 2016	75,167	31,319	2,335	-	80	108,901
At 1 January 2017	75,167	31,319	3,800	-	-	110,286
Loss for the period	-	-	(208)	-	-	(208)
Total comprehensive expense	-	-	(208)	-	-	(208)
At 31 March 2017	75,167	31,319	3,592	-	-	110,078

- 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.**

During the period ended 31 March 2017, there was no change in share capital.

The Company did not have any convertibles or treasury shares as at 31 March 2017, 31 December 2016 and 31 March 2016.

- 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 the end of the immediately preceding year.**

	As at 31 March 2017	As at 31 December 2016
Total number of issued shares	46,979,280	46,979,280

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

Not applicable.

- 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 method of computation as in the issuer's most recently audited annual financial statements have been applied.**

The Group has adopted the same accounting policies and method of computation in the financial statements for the current financial period as compared with the audited financial statements for the financial year ended 31 December 2016.

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

There are no significant changes to the accounting policies and method of computation in the financial statements for the current financial period as compared with the audited financial statements for the financial year ended 31 December 2016. The adoptions of the new or revised IFRSs that are effective for the annual period beginning 1 January 2017 do not have a significant impact on the Group's results of operations and financial position.

- 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.**

	3 months ended 31 March	
	2017	2016
Profit/ (loss) attributable to owners of the parent (US\$'000)	2,125	(725)
Weighted average number of ordinary shares in issue ('000)	46,979	46,979
Earnings/ (loss) per share (US cents per share) - basic and diluted	4.52	(1.54)

- 7 **Net asset value for the 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.**

	31 March 2017	31 December 2016
Net asset value per ordinary share based on issued share capital at the end of (in US\$)	2.75	2.68

- 8 **A review of the group performance, to the extent necessary for a reasonable understanding of the group's business. It must include discussion of any significant factors that affected the turnover, costs, and earnings for the current financial period report on, including (where applicable) seasonal or cyclical factors; and any material factors that affected the cash flow, working capital, assets or liabilities of the group during current financial period reported on:**

Review of Income Statement

Total Income

Total income of the Group was \$23.0 million for 1Q2017, a 21% increase from 1Q2016. Changes in major components of total income, including charter income, fee income, hotel income and investment returns are explained below.

- (i) Charter Income

Charter income increased by 8% from \$8.3 million in 1Q2016 to \$8.9 million in 1Q2017. The main factor is the inclusion of charter income of the vessel under Joule Asset Management (Pte.) Limited ("Joule") in 1Q2017. Joule became a subsidiary of the Group on 31 March 2016 and its charter income was consolidated for 1Q2017 but not 1Q2016.

- (ii) Fee Income

Breakdown of Fee Income:	3 months ended 31 March		
	2017 US\$'000	2016 US\$'000	% Change
Asset management & administration fee	480	616	(22%)
Arrangement and agency fee	565	897	(37%)
Brokerage commission	96	112	(14%)
Incentive fee	8	188	(96%)
	1,149	1,813	(37%)

Total fee income decreased by 37% to \$1.1 million in 1Q2017 from \$1.8 million in 1Q2016 due to fewer deals in 1Q2017 for the Group's fee income business.

(iii) Hotel Income

In 1Q2017, the Group has 10 hotels under operations as compared to 9 in 1Q2016. Average daily rates of the hotels was higher in 1Q2017 compared to 1Q2016 while occupancy rates remained strong. Hotel Income increased by 22% from \$8.4 million in 1Q2016 to \$10.3 million in 1Q2017.

(iv) Investment Returns

Breakdown of Investment Returns:	3 months ended 31 March		
	2017 US\$'000	2016 US\$'000	% Change
Realised gain on disposal of investment property	-	405	(100%)
Realised gain on investments			
- shipping	51	26	96%
- small residential property developments	7	-	N/M
- listed shares	367	-	N/M
Property rental income	143	-	N/M
Fair value adjustment on investment property	1,142	(367)	N/M
Fair value adjustment on investments			
- shipping	216	(1,987)	111%
- small residential property developments	(10)	1,170	(100%)
- hotel	(2)	21	(110%)
- listed shares	457	(8)	N/M
Net loss on derivative financial instruments	(149)	(718)	79%
	2,222	(1,458)	N/M

Investment returns for 1Q2017 was \$2.2 million compared to a loss of \$1.5 million in 1Q2016. Fair value adjustment of \$1.1 million was made for an investment property in 1Q2017. Following the fair valuation losses made for ship investments in FY2016, no further significant fair valuation adjustments were necessary for 1Q2017.

Total Operating Expenses

Total operating expenses for the Group increased 8% from \$18.1 million in 1Q2016 to \$19.5 million in 1Q2017. Employee Benefit Expenses, Hotel Lease Expenses and Hotel Operating Expenses increased in correspond with the increase in Hotel Income.

As mentioned above, Joule became a subsidiary of the Group on 31 March 2016 and its vessel depreciation expense was included in 1Q2017 but not in 1Q2016. However, such depreciation did not increase overall depreciation expense of the Group in 1Q2017 as compared to 1Q2016 as the impairment made by the Group in FY2016 had led to lower depreciation on the Group's assets, which was sufficient to offset such increase. Amortisation and Depreciation Expenses for 1Q2017 is similar to that of 1Q2016.

Operating Profit

Operating profit of the Group was \$3.5 million for 1Q2017.

Net Profit After Tax

The Group posted a net profit after tax of \$2.1 million for 1Q2017, a reversal of a net loss of \$0.6 million for 1Q2016.

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

Not applicable. The Group has not provided a forecast.

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

The Baltic Dry Index was 961 as at end of 2016 and was 1297 as at end of March 2017, an indication that the dry bulk market is improving. The property and hotel markets which the Group operates remain robust. While there are still many macroeconomic uncertainties, general business environment which the Group operates in seems better than that in 2016. With the improving business environment, the Group is better placed to achieve its business objectives for 2017.

11 Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

No.

(b) Corresponding period of the Immediately Preceding Financial Year

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

No.

(c) Date payable

Not applicable.

(d) Books closure date

Not applicable.

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

No dividend has been declared/ recommended by the Directors for the first quarter ended 31 March 2017.

13 If the Group has obtained a general mandate from shareholders for 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.

Name of Interested Person	Aggregate value of all interested person transactions conducted under the Shareholders' Mandate (excluding transactions less than S\$100,000) pursuant to Rule 920 US\$'000
Yamasa Co., Ltd (and its associates)	176

14 Confirmation that the issuer has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1).

The Company confirms that the undertakings under Rule 720(1) of the Listing Manual have been obtained from all its directors and executive officers in the format set out in Appendix 7.7.

BY THE ORDER OF THE BOARD

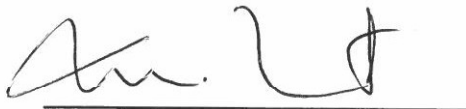
Michio Tanamoto
Chairman and CEO

27 April 2017

CONFIRMATION BY THE BOARD PURSUANT TO RULE 705(5) OF THE LISTING MANUAL

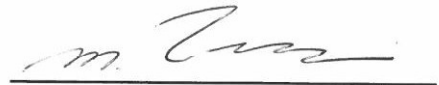
On behalf of the Board of Directors of the Company, we, the undersigned, hereby confirm to the best of our knowledge that nothing has come to the attention of the Board of Directors of the Company which may render the financial statements for the first quarter ended 31 March 2017 to be false or misleading in any material aspect.

On behalf of the Board of Directors



Michio Tanamoto
Chairman and CEO

Date: 27 April 2017



Masaki Fukumori
COO