

PART 1 – 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

Income statements for the year ended 31 December 2018:-

	Note	Group		
		YTD 2018	YTD 2017	Increase/ (Decrease) %
		S\$'000	S\$'000	
Continuing operations				
Revenue		47,646	44,865	6.2
Cost of sales		(32,525)	(30,070)	8.2
Gross profit		15,121	14,795	2.2
Other gains		975	749	30.2
Distribution and marketing expenses		(6,128)	(6,271)	(2.3)
Administrative expenses		(5,041)	(4,975)	1.3
Finance (expenses)/income	1	(161)	134	(220.1)
Other operating expenses		(246)	(116)	112.1
		(11,576)	(11,228)	3.1
Profit before income tax	2	4,520	4,316	4.7
Income tax expenses		(898)	(842)	6.7
Profit for the year, representing profit attributable to owners of the Company		3,622	3,474	4.3
Other comprehensive income				
Items that will not be reclassified to profit or loss:				
Retirement benefit plan remeasurement		127	(352)	(136.1)
Tax on items that will not be reclassified to profit or loss		16	94	NM
Items that are or may be reclassified subsequently to profit or loss:				
Foreign currency translation reserves - foreign operations		(752)	44	NM
Other comprehensive income for the year, net of tax		(609)	(214)	
Total comprehensive income for the year		3,013	3,260	(7.6)

NM: Not meaningful

Note :

1. Finance (expenses)/income include unfavourable net change in derivative of \$0.01mil (2017 YTD : favourable \$0.18mil)

	YTD 2018	YTD 2017
	S\$'000	S\$'000
2. Profit for the year has been arrived at after (charging)/crediting:		
Depreciation and amortisation	(163)	(144)
Allowance for impairment of trade receivables	(14)	(5)
(Reversal write-down)/ Write- off on inventories	(90)	17
Foreign exchange (loss)/gain - net	(132)	316

NM: Not meaningful

Brook Crompton Holdings Ltd
Unaudited Full Year Financial Statement

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

	Note	Group 31-Dec-18 S\$'000	Group 31-Dec-17 S\$'000	Company 31-Dec-18 S\$'000	Company 31-Dec-17 S\$'000
ASSETS					
Cash and cash equivalents		16,469	14,767	1,966	1,277
Trade and other receivables		9,281	9,841	6,781	6,415
Prepayments		892	1,010	2	8
Inventories		14,375	14,244	-	-
Current assets		41,017	39,862	8,749	7,700
Investments in subsidiaries		-	-	21,814	21,814
Property, plant and equipment		2,002	2,180	8	19
Deferred tax assets		314	691	-	-
Non-current assets		2,316	2,871	21,822	21,833
Total assets		43,333	42,733	30,571	29,533
LIABILITIES					
Trade and other payables, including derivatives		9,459	9,470	164	176
Current tax liabilities		673	364	3	3
Provision for warranty		104	94	-	-
Borrowings		1,083	1,820	-	-
Current liabilities		11,319	11,748	167	179
Borrowings		2	9	-	-
Retirement benefit obligations		583	722	-	-
Deferred tax liabilities		2	67	-	-
Non-current liabilities		587	798	-	-
Total liabilities		11,906	12,546	167	179
NET ASSETS		31,427	30,187	30,404	29,354
EQUITY					
Share capital		149,642	149,642	149,642	149,642
Other reserves		16,441	17,177	18,650	18,650
Accumulated losses		(134,656)	(136,632)	(137,888)	(138,938)
Equity attributable to owners of the Company		31,427	30,187	30,404	29,354

Brook Crompton Holdings Ltd
Unaudited Full Year Financial Statement

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

(a) Amount repayable in one year or less, or on demand

As at 31/12/2018		As at 31/12/2017	
S\$'000		S\$'000	
Secured	Unsecured	Secured	Unsecured
1,083	-	1,820	-

(b) Amount repayable after one year

As at 31/12/2018		As at 31/12/2017	
S\$'000		S\$'000	
Secured	Unsecured	Secured	Unsecured
2	-	9	-

Details of any collateral

Secured borrowings are generally bank overdrafts and finance lease secured on building and/or floating charge over the assets of borrowing companies.

Brook Crompton Holdings Ltd
Unaudited Full Year Financial Statement

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

	Group	
	2018	2017
	S\$'000	S\$'000
Cash flows from operating activities		
Profit after tax	3,622	3,474
Adjustments for:		
Income tax expenses	898	842
Depreciation and amortisation	163	144
Loss on liquidation of a subsidiary	95	-
Retirement benefit plan expense	301	258
Interest income	(9)	-
Interest expense	86	77
Write- off/(Reversal write-down) on inventories	90	(17)
Provision made for warranty	4	58
Allowance for impairment of trade receivables	14	5
Net change in fair value of derivatives	(4)	(175)
Unrealised foreign exchange loss/(gain) - net	70	(51)
	5,330	4,615
Changes in :		
- Inventories	(675)	455
- Trade and other receivables	92	1,551
- Prepayments	93	(292)
- Trade and other payables, including derivatives	377	888
- Provision for warranty	8	(56)
- Retirement benefit contribution paid	(216)	(193)
Cash generated from operations	5,009	6,968
Income tax paid	(289)	(52)
Net cash generated from operating activities	4,720	6,916
Cash flows from investing activity		
Acquisitions of property, plant and equipment	(92)	(175)
Interest received	9	-
Net cash used in investing activity	(83)	(175)
Cash flows from financing activities		
Repayment of finance lease	(8)	(8)
Interest paid	(86)	(75)
Dividend paid	(1,773)	(709)
Net cash used in financing activities	(1,867)	(792)
Net increase in cash and cash equivalents	2,770	5,949
Cash and cash equivalents at 1 January	12,956	6,841
Effect of exchange rate fluctuation on cash held	(334)	166
Cash and cash equivalents at 31 December (Note A)	15,392	12,956
Note A:	2018	2017
Cash and cash equivalents consist of:	S\$'000	S\$'000
Cash and bank balance	16,469	14,767
Less: Bank overdrafts which form an integral part of cash management	(1,077)	(1,811)
	15,392	12,956

- 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 capitalization issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year

STATEMENTS OF CHANGES IN EQUITY - GROUP

	<u>Share Capital</u> S\$'000	<u>Capital Reserve</u> S\$'000	<u>Foreign Currency Translation Reserve</u> S\$'000	<u>Accumulated Losses</u> S\$'000	<u>Total</u> S\$'000
Balance at 1 January 2018	149,642	18,650	(1,473)	(136,632)	30,187
Profit for the year	-	-	-	3,622	3,622
Dividend paid				(1,773)	(1,773)
Other comprehensive income					
Retirement benefits plan remeasurement	-	-	-	127	127
Tax on items that will not be reclassified to profit or loss	-	-	16	-	16
Foreign currency translation reserves - foreign operations	-	-	(752)	-	(752)
Balance at 31 December 2018	<u>149,642</u>	<u>18,650</u>	<u>(2,209)</u>	<u>(134,656)</u>	<u>31,427</u>
Balance at 1 January 2017	149,642	18,650	(1,517)	(139,139)	27,636
Profit for the year	-	-	-	3,474	3,474
Dividend paid	-	-	-	(709)	(709)
Other comprehensive income					
Retirement benefits plan remeasurement	-	-	-	(258)	(258)
Foreign currency translation reserves - foreign operations	-	-	44	-	44
Balance at 31 December 2017	<u>149,642</u>	<u>18,650</u>	<u>(1,473)</u>	<u>(136,632)</u>	<u>30,187</u>

STATEMENTS OF CHANGES IN EQUITY - COMPANY

	<u>Share Capital</u> S\$'000	<u>Capital Reserve</u> S\$'000	<u>Accumulated Losses</u> S\$'000	<u>Total</u> S\$'000
Balance at 1 January 2018	149,642	18,650	(138,938)	29,354
Total comprehensive income for the financial year	-	-	2,823	2,823
Dividend paid	-	-	(1,773)	(1,773)
Balance at 31 December 2018	<u>149,642</u>	<u>18,650</u>	<u>(137,888)</u>	<u>30,404</u>
Balance at 1 January 2017	149,642	18,650	(152,750)	15,542
Total comprehensive income for the financial year	-	-	14,521	14,521
Dividend paid	-	-	(709)	(709)
Balance at 31 December 2017	<u>149,642</u>	<u>18,650</u>	<u>(138,938)</u>	<u>29,354</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 or 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 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 were no outstanding warrants as at 31 December 2018 (31 December 2017 : NIL).

- (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 December 2018, the Company has issued ordinary shares of 35,458,818 (31 December 2017: 35,458,818). There has been no changes in the Company's share capital since the end of previous year reported on.

- (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.**

The Company does not hold any treasury shares at the end of the current financial year reported on.

- 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 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**

Except as disclosed under item 5 below, the Group has applied the same accounting policies and methods of computation in the financial statements for the current reporting period as that of the audited financial statements for the year ended 31 December 2017.

- 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.**

In December 2017, the Accounting Standards Council (ASC) issued the Singapore Financial Reporting Standards (International) (SFRS(I)). Singapore-incorporated companies that have issued, or are in the process of issuing, equity or debt instruments for trading in a public market in Singapore, will apply SFRS(I) with effect from annual periods beginning on or after 1 January 2018.

The Group has adopted the new SFRS (I) framework in 2018 and concurrently applied the following SFRS(I)s, interpretations of SFRS(I) and requirements of SFRS (I) which are mandatorily effective from 1 January, 2018.

- SFRS(I) 1 First-time adoption of Singapore Financial Reporting Standards (International)
- SFRS(I) 15 Revenue from Contracts with Customers which includes the clarifications to IFRS 15 Revenue from Contracts with Customers issued by the IASB in April 2016
- SFRS(I) 9 Financial Instruments which includes the amendments to IFRS 4 insurance contracts – Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts issued by the IASB in September 2016

The adoption of the new financial reporting framework has no material impact to the Group's and the Company's financial statements in the year of initial application.

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

Earnings per ordinary share of the Group for the financial year, after deducting any provision for preference dividends:-

(i) Based on weighted average number of ordinary shares in issue
- continuing operations

(ii) On a fully diluted basis
- continuing operations

Group	
2018	2017
Cents	Cents
10.2	9.8
10.2	9.8
10.2	9.8
10.2	9.8

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

Net asset value per ordinary share based on issued share capital of the issuer at the end of the financial year

Number of existing issued shares at end of year

Group		Company	
2018	2017	2018	2017
Cents	Cents	Cents	Cents
88.6	85.1	85.7	82.8
35,458,818	35,458,818	35,458,818	35,458,818

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

Income Statement

For the twelve months ended 31 December 2018 ('FY 2018'), Brook Crompton Holdings Limited and its subsidiaries ('the Group') recorded sales of S\$47.6 million, increased by 6.2% from previous twelve months' ('FY2017') sales of S\$44.9 million. The increase due is due to improvement of sales in BC North America for United States and Canada market. The gross profit in 2018 has improved by 2.2% as compared to FY2017, resulted from higher sales products with better margin in FY 2018.

Total group expenses for FY2018 increased by 3.1% to S\$11.6 million compared with the prior year's S\$11.2 million. This is mainly due to one off severance payment to the employees which caused the increase in administrative expenses. Besides, there was an increase in other operating expenses due to loss on liquidation of a dormant subsidiary in FY2018. The finance expense position in FY2018 mainly due to foreign exchange loss from financing activities and lower favourable net changes in fair value of derivatives in FY2018 as compared to FY2017. In comparison, the finance income in prior year was resulted by and foreign exchange gain from financing activities and fair value gain on derivatives of S\$0.18 million.

Profit before income tax was S\$4.5 million compared with prior year of S\$4.3 million. EBITDA (earnings before interest, foreign exchange impact from financing activities, tax and depreciation) for FY2018 was S\$4.8 million slightly higher than previous year of S\$4.3 million. Slight increase in income tax expenses in current year as compared to prior year, mainly due to utilisation of prior years tax losses in BC America, deferred tax assets previously recognized in BC America has been adjusted accordingly.

Statement of Financial Position

Net Assets increased by 4.1% to \$31.4 million after taking in the net profit for the year of \$3.6 million and after dividend payout of \$1.8 million. Current ratio stays at a healthy level of 3.6 compare to 3.4 in prior year. Cash and cash equivalents have improved from \$14.8 million in prior year to \$16.5 million in current year, resulted from prompt collection from trade debtors and realisation of profits for the year.

Statement of Cash Flows

Net cash generated from operating activities decreased to S\$4.7 million compared to S\$6.9 million in prior year, mainly due to higher inventory replenishment as compared to prior year and prompt payment made to major suppliers. Net cash used in financing activities increased to S\$1.9 million from prior year of S\$0.8 million, mainly due to higher dividend payout made to shareholders in FY2018. Net cash position stand at S\$15.4 million from the prior year S\$13 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 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**

The Group's North American business is showing good growth following the general improvement of the local market. This has helped to offset the Brexit driven uncertainty in the UK market where the Group's business has remained stable thanks to its strong brand recognition and large installed base. The Group will continue to take advantage of the recovering oil and gas market to find further growth potential. The highly competitive Asia Pacific market remains challenging.

The Group maintains its market position with a strong brand name recognition and continues to be a competitive supplier of electric motors and drives, widening its product range and enhancing its value added modification services to better support the customers base.

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

11 Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

Name of dividend : Final

Dividend Type : Cash

Dividend amount per share (in cents) : 2.0 cents

Tax rate: Tax exempt (one tier)

(b) Corresponding Period of the Immediately Preceding Financial Year

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

Name of dividend : Final

Dividend Type : Cash

Dividend amount per share (in cents) : 5.0 cents

Tax rate: Tax exempt (one tier)

(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

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 during the financial year under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)		Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than \$100,000)	
	YTD		YTD	
	2018	2017	2018	2017
	\$'000	\$'000	\$'000	\$'000
General Transactions				
ATB Nordenham GmbH	-	-	163	792
ATB Sever d.o.o.	-	-	623	560
ATB Tamel S.A.	-	-	11,054	10,818
ATB Schorch GmbH	-	-	3,823	1,125
Wolong Electric Group Co Ltd	-	-	12,317	12,977
ATB Special Products Ltd	-	-	-	501
ATB Group UK	-	-	472	-
			28,452	26,773

14 Negative Assurance on interim Financial Statement

Not Applicable

15 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 preceding year

By geographical segment

The group has one primary business in the distribution of electric motors and components operating in the following regions :

United Kingdom

United States

Canada

Asia Pacific

Sales are based on the region where the business unit operates. Total assets and capital expenditure are shown by the geographical area where the assets are located.

Brook Crompton Holdings Ltd
Unaudited Full Year Financial Statement

15 **2018**

	Distribution of Electric Motors					Combined -
	United	United	Canada	Asia Pacific	Corporate	Continuing
	Kingdom	States				business
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Sales for continuing operations	21,060	15,448	11,147	3,443	-	51,098
Intersegment sales	(13)	(508)	(2,931)	-	-	(3,452)
Sales to external parties	<u>21,047</u>	<u>14,940</u>	<u>8,216</u>	<u>3,443</u>	<u>-</u>	<u>47,646</u>
Segment results	3,114	4,953	(2,771)	184	(724)	4,756
Interest expense, net	9	(5)	(81)	-	-	(77)
Depreciation and amortisation	(30)	(50)	(62)	(3)	(18)	(163)
Net change in fair value of derivatives	4	-	-	-	-	4
Profit/(loss) before tax	<u>3,097</u>	<u>4,898</u>	<u>(2,914)</u>	<u>181</u>	<u>(742)</u>	<u>4,520</u>
Segment assets	<u>21,078</u>	<u>7,959</u>	<u>9,920</u>	<u>2,356</u>	<u>2,020</u>	<u>43,333</u>
The above assets include :						
Non-current assets	116	572	1,613	7	8	2,316
Capital expenditure						
- Property, plant & equipment	15	24	46	-	7	92
Segment liabilities	<u>3,724</u>	<u>1,715</u>	<u>5,434</u>	<u>878</u>	<u>155</u>	<u>11,906</u>

2017

	Distribution of Electric Motors					Combined -
	United	United	Canada	Asia Pacific	Corporate	Continuing
	Kingdom	States				business
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Sales for continuing operations	21,638	12,123	10,687	3,716	-	48,164
Intersegment sales	(7)	(710)	(2,582)	-	-	(3,299)
Sales to external parties	<u>21,631</u>	<u>11,413</u>	<u>8,105</u>	<u>3,716</u>	<u>-</u>	<u>44,865</u>
Segment results	3,959	1,135	(745)	114	(101)	4,362
Interest expense, net	-	-	(77)	-	-	(77)
Depreciation and amortisation	(33)	(28)	(56)	(3)	(24)	(144)
Net change in fair value of derivatives	175	-	-	-	-	175
Profit/(loss) before tax	<u>4,101</u>	<u>1,107</u>	<u>(878)</u>	<u>111</u>	<u>(125)</u>	<u>4,316</u>
Segment assets	<u>21,985</u>	<u>7,235</u>	<u>9,566</u>	<u>2,546</u>	<u>1,401</u>	<u>42,733</u>
The above assets include :						
Non-current assets	136	969	1,737	10	19	2,871
Capital expenditure						
- Property, plant & equipment	12	127	27	9	-	175
Segment liabilities	<u>4,150</u>	<u>2,002</u>	<u>5,517</u>	<u>698</u>	<u>179</u>	<u>12,546</u>

- 16 In the review of performance, the factors leading to any material changes in contributions to turnover and earning by the business or geographical segments
Non applicable.

17 A breakdown of sales

		Group		
		FY 2018	FY 2017	Increase / (Decrease)
		S\$'000	S\$'000	%
First Half Year				
(a)	Sales reported	23,677	23,295	1.6
(b)	Operating profit after tax reported	1,329	1,934	(31.3)
Second Half Year				
(c)	Sales reported	23,969	21,570	11.1
(d)	Operating profit after tax reported	2,293	1,540	48.9

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

	Latest Year (S\$'000)	Previous Year (S\$'000)
Ordinary		
- Final	709*	1,773
Preference	Not Applicable	Not Applicable
Total	709	1,773

* The final dividend for FY2018 is subjected to shareholders' approval at the forthcoming annual general meeting of the Company.

- 19 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.

The Board of Directors of Brook Crompton Holdings Limited hereby confirms that to the best of their knowledge, as at the date hereof, none of the persons occupying managerial positions in the Company or any of its principal subsidiaries is a relative of a Director or Chief Executive Officer or substantial shareholder of the Company.

- 20 Confirmation that the issuer has procured undertaking from all its Directors and executive officers (in the format set out in Appendix 7.7 under Rule 720(1))

The Company confirms that it has already procured undertakings from all of its Directors and executive officer in the format as set out in Appendix 7.7 of the SGX-ST Listing Manual.

On behalf of the Board

Richard Macindoe Eason
Chief Executive Officer, Director
Singapore, 20 February 2019