

LEY CHOON GROUP HOLDINGS LIMITED
(formerly known as Ulro Technologies Limited)

**SECOND QUARTER FINANCIAL STATEMENTS AND DIVIDEND ANNOUNCEMENT FOR
THE PERIOD ENDED 30 JUNE 2012**

**PART 1 – INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2,
Q3, Q4), HALF-YEAR AND FULL YEAR RESULTS**

**1(a)(i) A statement of comprehensive income (for the group) together with a
comparative statement for the corresponding period of the immediately
preceding financial year**

At the Extraordinary General Meeting of Ley Choon Group Holdings Limited (formerly known as Ulro Technologies Limited) (the "Company"), the shareholders approved, inter alia, the Acquisition (the acquisition of the entire issued and paid-up capital of Ley Choon Constructions and Engineering Pte Ltd and its subsidiaries ("LC Group") for a consideration of \$110 million which was satisfied by the issue of Consideration Shares by the Company to the Vendors), the details of which are set out in the Circular dated 21 June 2012. In conjunction with the Acquisition, the Company is to dispose of its existing businesses and assets, save for a cash balance of S\$2.4 million, S\$0.6 million of current liabilities and the entire equity interests in Ranoda (M) Sdn Bhd, to third parties for cash consideration totalling \$2 (the "Disposal"). Following the approval of the Acquisition and the satisfaction of the other conditions precedent to the Completion as set out in the Final Sales and Purchases Agreement ("SPA"), the Disposal and the Acquisition (Reverse Takeover or "RTO") and the Completion were completed on 25 July 2012. Following the completion of the RTO, the Enlarged Group consists of the Ley Choon Group Holdings Limited, Ranoda (M) Sdn Bhd and LC Group. The Proforma Unaudited Consolidated Financial Information for the period ended 30 June 2012 of the Enlarged Group is set out in Appendix A hereto. As the Acquisition was completed after the period ended 30 June 2012, the second quarter results released below DO NOT take into account the pro forma effects of the Acquisition and the Disposal and do not contain any information pertaining to the LC Group.

Basis of this Second Quarter Financial Statements:-

- (a) Unaudited Financial Information set out in 1(a)(i) relates to those of former Ulro Technologies Limited Group;
- (b) Proforma Unaudited Financial Information of the Enlarged Group are set out in Appendix A.

Unaudited Financial Information relating to those of former Ulro Technologies Limited Group

During the period ended 30 June 2012, the Company and its subsidiaries (collectively the Group) discontinued its operations in the trading of natural resources. This segment was not a discontinued operation or classified as held for sale as at 30 June 2011. The comparative consolidated statement of comprehensive income has been re-presented to show the discontinued operation separately from continuing operations and taking into account certain differences in the half year results of the Group for the period ended 30 June 2011 and the audited accounts of the Group for the financial year ended 31 December 2011.

1(a)(i) A statement of comprehensive income (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year (cont'd)

	Actual			Actual		
	2 nd Quarter ended		Change	Half Year ended		Change
	30 June	30 June		30 June	30 June	
	2012	2011		2012	2011	
		(Restated)	%		(Restated)	%
	S\$'000	S\$'000		S\$'000	S\$'000	
Continuing operations						
Revenue	-	-	-	-	-	-
Cost of sales	-	-	-	-	-	-
Gross profit	-	-	-	-	-	-
Other income	1,095	1,049	4.4	2,129	3,915	(45.6)
Administrative expenses	(1,261)	(1,166)	n/m	(2,600)	(2,330)	n/m
Other expenses	(138)	(12)	n/m	(204)	(12)	n/m
Results from operating activities	(304)	(129)	n/m	(675)	1,573	n/m
Finance costs	-	-	-	(3)	(3)	-
(Loss)/Profit before tax	(304)	(129)	n/m	(678)	1,570	n/m
Tax expense	(9)	-	n/m	(13)	(4)	n/m
(Loss)/Profit from continuing operations	(313)	(129)	n/m	(691)	1,566	n/m
Discontinued operation						
(Loss)/Profit from discontinued operation (net of tax)	(12)	581	n/m	(128)	1,040	n/m
(Loss)/Profit for the period	(325)	452	n/m	(819)	2,606	n/m
Other comprehensive income						
Foreign currency translation differences – foreign operation	131	11	n/m	143	30	n/m
Total comprehensive (expense)/income for the period	(194)	463	n/m	(676)	2,636	n/m

1(a)(i) A statement of comprehensive income (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year (cont'd)

	Actual			Actual		
	2 nd Quarter ended		Change	Half Year ended		Change
	30 June 2012	30 June 2011 (Restated)		30 June 2012	30 June 2011 (Restated)	
	S\$'000	S\$'000	%	S\$'000	S\$'000	%
(Loss)/Profit attributable to:						
Owners of the Company	(325)	165	n/m	(819)	2,319	n/m
Non-controlling interests	-	287	n/m	-	287	n/m
Profit for the period	(325)	452	n/m	(819)	2,606	n/m
Total comprehensive (expense)/income attributable to:						
Owners of the Company	(194)	158	n/m	(676)	2,331	n/m
Non-controlling interests	-	305	n/m	-	305	n/m
Total comprehensive (expense)/income for the period	(194)	463	n/m	(676)	2,636	n/m

n/m – not meaningful

1(a)(ii) Notes to consolidated statement of comprehensive income

The statement of comprehensive income is arrived after charging/(crediting) the following:

	Actual			Actual		
	2 nd Quarter ended		Change	Half Year ended		Change
	30 June 2012	30 June 2011		30 June 2012	30 June 2011	
	S\$'000	S\$'000	%	S\$'000	S\$'000	%
Amortisation of deferred income	(30)	(30)	-	(60)	(60)	-
Bad debts written off	-	1	n/m	5	1	n/m
Depreciation of property, plant and equipment	-	41	n/m	-	74	n/m
Depreciation of investment property	8	9	(11.1)	16	17	(5.9)
Interest income	(1)	(2)	(50.0)	(1)	(3)	(66.7)
Impairment loss on trade receivables reversed, net	-	(259)	n/m	-	(259)	n/m
Impairment loss on non-trade receivables reversed, net	-	-	-	(34)	-	n/m

n/m – not meaningful

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

	Actual Group		Actual Company	
	As at 30 June 2012 S\$'000	As at 31 December 2011 S\$'000	As at 30 June 2012 S\$'000	As at 31 December 2011 S\$'000
Assets				
Investment property	1,367	1,410	-	-
Deposit pledged with bank	2,493	2,454	2,493	2,454
Non-current assets	<u>3,860</u>	<u>3,864</u>	<u>2,493</u>	<u>2,454</u>
Trade and other receivables	269	437	262	439
Cash and cash equivalents	1,531	2,465	1,444	2,240
Assets held for sale	111	252	-	-
Current assets	<u>1,911</u>	<u>3,154</u>	<u>1,706</u>	<u>2,679</u>
Total assets	<u>5,771</u>	<u>7,018</u>	<u>4,199</u>	<u>5,133</u>
Equity				
Share capital	59,318	59,313	59,318	59,313
Accumulated losses	(54,856)	(54,037)	(56,063)	(55,665)
Foreign currency translation reserve	280	137	-	-
Equity attributable to owners of the Company	<u>4,742</u>	<u>5,413</u>	<u>3,255</u>	<u>3,648</u>
Non-controlling interests	-	-	-	-
Total equity	<u>4,742</u>	<u>5,413</u>	<u>3,255</u>	<u>3,648</u>
Liabilities				
Deferred tax liabilities	43	42	-	-
Deferred income	40	100	40	100
Non-current liabilities	<u>83</u>	<u>142</u>	<u>40</u>	<u>100</u>
Trade and other payables	813	1,297	784	1,265
Current tax payable	5	5	-	-
Deferred income	120	120	120	120
Liabilities held for sale	8	41	-	-
Current liabilities	<u>946</u>	<u>1,463</u>	<u>904</u>	<u>1,385</u>
Total liabilities	<u>1,029</u>	<u>1,605</u>	<u>944</u>	<u>1,485</u>
Total equity and liabilities	<u>5,771</u>	<u>7,018</u>	<u>4,199</u>	<u>5,133</u>

1(b)(ii) Aggregate amount of the Group's borrowing and debt securities

The Group has no borrowing and debt securities as at 30 June 2012 and 31 December 2011.

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

	Actual Half Year ended	
	30 June 2012	30 June 2011
	S\$'000	S\$'000
Cash flows from operating activities:		
(Loss)/Profit for the period	(819)	2,606
Adjustments for:		
Amortisation of deferred income	(60)	(60)
Bad debts written off	5	1
Depreciation of investment property	16	17
Depreciation of property, plant and equipment	-	74
Interest income	(1)	(3)
Impairment loss on non-trade receivables reversed, net	(34)	-
Impairment loss on trade receivables reversed	-	(259)
Loss on disposal of a subsidiary	146	-
Tax (credit)/expense	(13)	4
	<u>(760)</u>	<u>2,380</u>
Changes in working capital:		
Inventories	-	178
Trade and other receivables	204	594
Trade and other payables	(522)	(388)
Cash (used in)/generated from operating activities	<u>(1,078)</u>	<u>2,764</u>
Income tax paid	(13)	(7)
Net cash (used in)/generated from operating activities	<u>(1,091)</u>	<u>2,757</u>
Cash flows from investing activities:		
Interest received	1	3
Purchase of plant and equipment	-	(460)
Disposal of a subsidiary, net of cash disposed	(14)	(46)
Net cash generated from/(used in) investing activities	<u>(13)</u>	<u>(503)</u>
Cash flows from financing activities:		
Increase in share capital	5	-
Payment of finance lease liabilities	-	(74)
Increase in deposits pledged with bank	(39)	-
Net cash used in financing activities	<u>(34)</u>	<u>(74)</u>
Net (decrease)/increase in cash and cash equivalents	(1,138)	2,180
Cash and cash equivalents at beginning of period	2,492	1,673
Effect of exchange rate fluctuations on cash held	177	52
Cash and cash equivalents at end of period	<u>1,531</u>	<u>3,905</u>

Note: The cash and cash equivalents as at 30 June 2012 include the cash and bank balances of Ultro Resources Pte Ltd and PT Ultro Sumber Indonesia amounting to approximately S\$27,000, which are included in assets held for sale.

1(d)(i) A statement 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

Actual Group	Share capital S\$'000	Accumulated losses S\$'000	Foreign currency translation reserve S\$'000	Equity attributable to owners of the Company S\$'000	Non-controlling interests S\$'000	Total S\$'000
At 1 January 2011	59,313	(51,489)	209	8,033	691	8,724
Total comprehensive income for the period						
Profit for the period	-	2,319	-	2,319	287	2,606
Other comprehensive income						
Foreign currency translation differences	-	-	12	12	18	30
Total other comprehensive income for the period	-	-	12	12	18	30
Total comprehensive income	-	2,319	12	2,331	305	2,636
Transactions with owners recognized directly in equity						
Disposal of a subsidiary/Total transactions with owners	-	-	-	-	(46)	(46)
At 30 June 2011	59,313	(49,170)	221	10,364	950	11,314
At 1 January 2012	59,313	(54,037)	137	5,413	-	5,413
Total comprehensive expense for the year						
Loss for the period	-	(819)	-	(819)	-	(819)
Other comprehensive income						
Foreign currency translation differences	-	-	143	143	-	143
Total other comprehensive income for the period	-	-	143	143	-	143
Total comprehensive (expense)/income	-	(819)	143	(676)	-	(676)
Transactions with owners recognized directly in equity						
Issue of shares by way of exercise of warrants/ Total Transactions with owners	5	-	-	5	-	5
At 30 June 2012	59,318	(54,856)	280	4,742	-	4,742

1(d)(i) A statement 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 (cont'd)

Actual Company	Share Capital S\$'000	Accumulated losses S\$'000	Total S\$'000
At 1 January 2011	59,313	(51,295)	8,018
Total comprehensive income for the period			
Profit for the period/ Total comprehensive income	-	1,559	1,559
At 30 June 2011	<u>59,313</u>	<u>(49,736)</u>	<u>9,577</u>
At 1 January 2012	59,313	(55,665)	3,648
Total comprehensive expense for the period			
Loss for the period/Total comprehensive expense	-	(398)	(398)
Transactions with owners recognized directly in equity			
Issue of shares by way of exercise of warrants/ Total Transactions with owners	5	-	5
At 30 June 2012	<u>59,318</u>	<u>(56,063)</u>	<u>3,255</u>

1(d)(ii) Details of any changes in the company's share capital arising from right issues, bonus issue, share buy-back, exercise of share option 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 second quarter ended 30 June 2012, 50,000 shares were issued pursuant to the conversion of warrants. As at 30 June 2012, the Company's issued and paid-up share capital was S\$59,318,320 (31/12/2011: S\$59,313,320). There was no treasury shares held by the Company.

On 24 July 2012, the Company consolidated every ten (10) ordinary shares in the capital of the Company into one (1) consolidated share.

On 25 July 2012, the Company issued 392,857,141 consolidated shares in satisfaction of the consideration of S\$110,000,000 for the acquisition of the LC Group:

On 3 August 2012, the Company issued 57,625,000 new shares in the capital of the Company upon completion of the compliance placement.

The Company issued 143,952,885 warrants in June 2010 and these warrants were listed on the SGX-ST on 17 June 2010. Each warrant entitles the warrant holder to subscribe for 1 new share in the share capital of the Company at an exercise price of S\$0.10 in cash during the exercise period. During the second quarter ended 30 June 2012, 50,000 warrants have been converted. The outstanding warrants as at 30 June 2012 were 143,902,885.

Pursuant to the Deed Poll amendments and consolidation of shares subsequent to the Acquisition, the warrants have been consolidated in the ratio of every 10 warrants into one Consolidated Warrant, vide our announcement dated 24 July 2012. Therefore, the outstanding warrants subsequent to the consolidation were 14,390,289.

On 13 July 2012, the shareholders of the Company approved (a) the reduction of the issued and paid up share capital of the Company by \$1,999,737 and that such reduction be effected and satisfied by returning to Shareholders \$0.00463 for each share held by shareholders; (b) reduction of \$56,018,498 by cancelling the issued and paid-up share capital which is unrepresented by available assets; and (c) cancellation of accumulated losses of the Company to the extent of \$56,018,498. The capital reductions were effected on 30 August 2012, pursuant to the lodgement of the relevant documents with the Accounting and Corporate Regulatory Authority of Singapore. As at the date of this announcement, the Company's issued and paid-up share capital was S\$124,193,523 divided into 493,672,996 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 the end of the immediately preceding year.**

Actual	30 June 2012	30 June 2011
Total number of issued shares excluding treasury shares	431,908,656	431,858,656

- 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 standards 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 adopted the following new and revised Financial Reporting Standard (FRS) which came into effect on or after 1 January 2012:

- Amendments to FRS 107 Disclosures – Transfers of Financial Assets
- Amendments to FRS 12 Deferred Tax: Recovery of Underlying Assets

Other than those FRS mentioned above, there were no changes in accounting policies and methods of computation adopted in financial statements for the current reporting period as compared to the most recent audited annual financial statements for the period ended 31 December 2011.

- 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.**

The adoption of the new and revised FRS and interpretation to FRS is assessed to have no material impact on the results of the Group and of the Company for the financial period ended 30 June 2012.

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.

(Loss)/Earning per share (EPS)	Actual 2 nd Quarter ended		Actual Half Year ended	
	30 June 2012	30 June 2011	30 June 2012	30 June 2011
Continuing operations				
EPS based on weighted average number of ordinary shares on issue (cents)	(0.73)	(0.30)	(1.60)	3.63
EPS based on a fully diluted basis	(0.73)	(0.30)	(1.60)	3.63
Discontinued operations				
EPS based on weighted average number of shares (cents)	(0.03)	1.35	(0.30)	2.41
EPS based on a fully diluted basis	(0.03)	1.35	(0.30)	2.41
Weighted average number of shares (after Share Consolidation)	43,187,267	43,185,866	43,187,267	43,185,866

On 24 July 2012, the Company consolidated every 10 ordinary shares into one consolidated share ("Share Consolidation").

As at the reporting period, warrants were excluded from the diluted weighted average number of ordinary shares calculation as their effect would have been anti-dilutive. The average market value of the Company's shares for the purposes of calculating the dilutive effect of warrants was based on quoted market prices for the period during which the warrants were outstanding.

7. Net assets 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

Net asset value (NAV)	Actual Group		Actual Company	
	As at 30 June 2012	As at 31 December 2011	As at 30 June 2012	As at 31 December 2011
NAV per ordinary share (cents)				
- Before Share Consolidation	1.10	1.25	0.75	0.84
- After Share Consolidation	11.00	12.50	7.50	8.40
Number of shares (before Share Consolidation)	431,908,656	431,858,656	431,908,656	431,858,656
Number of shares (after Share Consolidation)	43,190,866	43,185,866	43,190,866	43,185,866

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 earning of the group for the current financial period reported on, including (where applicable) seasonable or cyclical factors; and**
- (b) any material factors that affected the cash flow, working capital, assets and liabilities of the group during the current financial period reported on.**

The current reporting period was for the first half-year ended 30 June 2012 ("1HFY12"). The previous financial period consisted of the period from 1 July 2010 to 31 December 2011. The comparatives comprise the period from 1 January 2011 to 30 June 2011 of the previous financial year ("1HFY11").

The financial results of all the entities, except for the parent company, Ultron Technologies Ltd (now known as Ley Choon Group Holdings Limited), and the wholly owned subsidiary, Ranoda (M) Sdn Bhd, have been classified as Discontinued Operations in the statement of comprehensive income. The assets and liabilities of the Discontinued Operations is presented as "Assets" and "Liabilities" held for sale in the Statement of Financial Position. The previous year (comparative period) amounts were also reclassified accordingly, in line with the current period classification.

Note to the statement of comprehensive income

Revenue

There was no revenue for 1HFY12, as the Group was in the process of winding down the businesses.

Other income

Other income comprising rental income and miscellaneous income, decreased by 45.6% to S\$2.1 million in 1HFY12 compared to S\$3.9 million in 1HFY11 due to the decrease of one-off miscellaneous income (final dividend received from the former subsidiary CP Solutions Pte Ltd which was under liquidation in the previous year) in the current reporting period.

Administrative expenses

Administrative expenses have gone up by 11.6% to S\$2.6 million in 1HFY12 compared to S\$2.3 million in 1HFY11 (after adjusting for one time write-off of translation reserve of S\$ 2.5 million) due to higher rental related expenses.

Other expenses

Other expenses have gone up by \$0.2 million in 1HFY12 mainly due to the loss on disposal of a subsidiary.

Discontinued operations

The discontinued operations for 1HFY12 were Ultron Technologies Sdn Bhd ("UTM"), Ultron Resources Pte Ltd ("URPL") and PT Ultron Sumber Indonesia ("PTUSI"). The discontinued operations reported a net loss of S\$0.1 million for the period 1HFY12 as compared to a net income of S\$1.0 million in 1HFY11.

Net loss after tax

The Group reported a net loss after tax of S\$0.8 million in 1HFY12 compared to a net profit after tax of S\$2.6 million in 1HFY11 due to the various reasons explained above.

Note to the consolidated statement of financial position

The net assets of the Group reduced by 12.4% to S\$4.7 million as at 30 June 2012 compared to S\$5.4 million as at 31 December 2011, mainly attributable to, amongst others, decrease of bank balances due to the operating loss of the continuing operations.

Note to consolidated statement of cash flow

The Group's cash and cash equivalent stood at S\$1.5 million as at 30 June 2012.

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

No forecast or prospect statement has been previously disclosed.

10. A commentary at the date of 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 commentary of the significant trends and competitive conditions explained below pertains to the Group subsequent to the completion of the Acquisition and Disposal as set out in the Company's circular dated 21 June 2012 ("Circular"), which is more relevant, as the Acquisition of Ley Choon Constructions & Engineering Pte Ltd has been approved and completed on 25 July 2012. Subsequent to the completion of the Acquisition and Disposal on 25 July 2012, the Group comprises the Company, Ranoda (M) Sdn Bhd, Ley Choon Constructions & Engineering Pte Ltd and its subsidiaries (the "Enlarged Group").

Building Construction Authority ("BCA") estimated that the total construction demand in 2012 will be between \$21 billion and \$27 billion. The public sector is expected to be the key demand driver in 2012, contributing about 60% of the total construction demand (i.e. approximately \$13 billion to \$15 billion worth of construction demands).¹

Based on the above estimates published by BCA, we believe that the construction demand in the public sector will remain healthy in the next 12 months. The substantial part of the revenue and profitability of the group is generated from the public sector projects and the group will continue to actively participate in the tendering for the new projects.

As at the date of this announcement, the Group has a strong order book of S\$146 million, to be fulfilled over the next two years. The project pipeline includes a S\$45.0 million contract won from Penta Ocean Construction Co, Ltd. for the design and construction of a 6m diameter segmental tunnel with laying of twin 2200mm and twin 1200mm diameter pipelines from Jurong Island to Gul Road/Pioneer Road Junction, two contracts worth a total of S\$43.7 million awarded by Land Transport Authority ("LTA") for maintenance of roads, road-related facilities and road structures as well as

¹ The above information was extracted from the media release entitled "Public Sector Projects to Sustain Construction Demands in 2012" issued by BCA as published on BCA's website (http://www.bca.gov.sg/Newsroom/pr11012012_CD.html).

two contracts worth a total of S\$34.9 million awarded by Public Utilities Board ("PUB") for the laying of 2200mm diameter NEWater pipes. In July, the Group won another S\$5.0 million contract from LTA for expressway road resurfacing works.

11. Dividends

(a) Whether an interim (final) ordinary dividend has been declared (recommended); and

No interim dividend for the three months ended 30 June 2012 is recommended.

(b) (i) Amount per share: Nil

(ii) Previous corresponding period: Nil

(c) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country where the dividend is derived. (If the dividend is not taxable in the hands of the shareholders, this must be stated).

Not applicable

(d) The date the dividend is payable

Not applicable

(e) The date on which Registrable Transfers received by the company (up to 5.00 pm) will be registered before entitlements to the dividend are determined.

Not applicable

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

No dividend has been declared or recommended.

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.

Pursuant to the extraordinary general meeting held on 25 July 2012, the Group has obtained a general mandate for the recurrent interested/related person transactions entered into by the Group with Pan Asian Holdings Limited (formerly known as Pan Asia Water Solutions Limited), Hen Sheng Civil Engineering Pte. Ltd., Sing & San Construction Pte Ltd and their respective Associates (as defined in the Circular).

14. Confirmation pursuant to Rule 705(5) of the listing manual

On behalf of the Board of Directors of the Company, we, Toh Choo Huat and Koh Tiam Teng, being Directors of the Company, 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 unaudited financial statements for the six-months period ended 30 June 2012 to be false or misleading in any material aspect.

BY ORDER OF THE BOARD

Toh Choo Huat

Executive Chairman and Chief Executive Officer

12 September 2012

APPENDIX A - UNAUDITED PROFORMA CONSOLIDATED FINANCIAL INFORMATION FOR THE PERIOD ENDED 30 JUNE 2012

1(a)(i) **A statement of comprehensive income (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year**

Background

At the Extraordinary General Meeting of Ley Choon Group Holdings Limited (formerly known as Ultro Technologies Limited) (the "Company"), the shareholders approved, inter alia, the Acquisition (the acquisition of the entire issued and paid-up capital of Ley Choon Constructions and Engineering Pte Ltd and its subsidiaries (the "LC Group") for a consideration of \$110 million which was satisfied by the issue of Consideration Shares by the Company to the Vendors), the details of which are set out in the Circular dated 21 June 2012. In conjunction with the Acquisition, the Company is to dispose of its existing businesses and assets, save for a cash balance of S\$2.4 million, S\$0.6 million of current liabilities and the entire equity interests in Ranoda (M) Sdn Bhd, to third parties for cash consideration totalling \$2 million (the "Disposal"). Following the approval of the Acquisition and the satisfaction of the other conditions precedent to the Completion as set out in the Final SPA, the Disposal and the Acquisition (Reverse Takeover or "RTO") and the Completion were completed on 25 July 2012. Following the completion of the RTO, the Enlarged Group consists of the Ley Choon Group Holdings Limited, Ranoda (M) Sdn Bhd and LC Group.

The following unaudited proforma consolidated financial information of the Enlarged Group has been prepared based on certain assumptions after making certain adjustments, to show what:

- (a) the unaudited proforma financial position of the Company and its subsidiaries (the "Enlarged Group") as at 31 December 2011 and 30 June 2012 would have been if the RTO had occurred on 31 December 2011 and 30 June 2012 respectively;
- (b) the unaudited proforma financial results of the Enlarged Group for the three-month period ended and the six-month period ended 30 June 2012 would have been if the RTO had occurred on 1 January 2011; and
- (c) the unaudited proforma cash flows of the Enlarged Group for the six-month period ended 30 June 2011 and for the six-month period ended 30 June 2012 would have been if the RTO had occurred on 1 January 2011.

The unaudited proforma consolidated financial information, because of their nature, may not give a true picture of the actual financial position, financial results and cash flows of the Enlarged Group.

1(a)(i) A statement of comprehensive income (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year(cont'd)

	Proforma 2 nd Quarter ended			Proforma Half Year ended		
	30 June 2012	30 June 2011	Change	30 June 2012	30 June 2011	Change
	S\$'000	S\$'000	%	S\$'000	S\$'000	%
Continuing operations						
Revenue	34,758	32,267	7.7	62,952	54,881	14.7
Cost of sales	(29,013)	(24,856)	16.7	(49,587)	(43,512)	14.0
Gross profit	5,745	7,411	(22.5)	13,365	11,369	17.6
Other income	1,457	1,167	24.9	3,199	2,486	28.7
Distribution expenses	(125)	(100)	25.0	(217)	(183)	18.6
Administrative expenses	(3,976)	(3,542)	12.3	(7,897)	(7,165)	10.2
Other expenses	(363)	(9)	3933.3	(758)	(124)	511.3
Results from operating activities	2,738	4,927	(44.4)	7,692	6,383	20.5
Finance costs	(707)	(524)	34.9	(1,365)	(998)	36.8
Profit before tax	2,031	4,403	(53.9)	6,327	5,385	17.5
Tax expense	(406)	(780)	(47.9)	(1,248)	(715)	74.5
Profit from continuing operations	1,625	3,623	(55.1)	5,079	4,670	8.8
Other comprehensive income						
Foreign currency translation differences – foreign operation	17	-	n/m	(101)	-	n/m
Total comprehensive income	1,642	3,623	(54.7)	4,978	4,670	6.6
Profit attributable to:						
Owners of the Company	1,606	3,564	(54.9)	5,003	4,621	8.3
Non-controlling interests	19	59	(67.8)	76	49	55.1
Profit for the period	1,625	3,623	(55.1)	5,079	4,670	8.8
Total comprehensive income attributable to:						
Owners of the Company	1,623	3,564	(54.5)	4,902	4,621	6.1
Non-controlling interests	19	59	(67.8)	76	49	55.1
Total comprehensive income for the period	1,642	3,623	(54.7)	4,978	4,670	6.6

n/m – not meaningful

1(a)(ii) Notes to statement of comprehensive income

The statement of comprehensive income is arrived after charging/(crediting) the following:

	Proforma 2 nd Quarter ended			Proforma Half Year ended		
	30 June 2012 S\$'000	30 June 2011 S\$'000	Change %	30 June 2012 S\$'000	30 June 2011 S\$'000	Change %
Depreciation of property, plant and equipment	1,798	1,533	17.2	3,531	3,052	15.7
Gain on disposal of property, plant and equipment	(79)	(10)	690.0	(316)	(1)	31500.0
Finance costs	707	524	34.9	1,365	998	36.8
Interest income	(1)	(3)	(66.7)	(6)	(15)	(60.0)
Operating lease expenses in respect of land and building	594	506	17.4	1,090	947	15.1

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

	Proforma Group	
	As at 30 June 2012	As at 31 December 2011
	S\$'000	S\$'000
Assets		
Investment property	1,478	1,410
Property, plant and equipment	58,457	48,554
Club membership	42	42
Non-current assets	<u>59,977</u>	<u>50,006</u>
Inventories	6,406	4,302
Trade and other receivables	19,333	15,209
Contracts work-in-progress	63,486	51,534
Financial assets designated at fair value through profit or loss	91	77
Cash and cash equivalents	18,847	27,408
Current assets	<u>108,163</u>	<u>98,530</u>
Total assets	<u><u>168,140</u></u>	<u><u>148,536</u></u>
Equity		
Share capital	43,229	43,229
Accumulated profits	19,866	13,730
Translation reserve	(101)	-
Equity attributable to owners of the Company	<u>62,994</u>	<u>56,959</u>
Non-controlling interests	<u>743</u>	<u>420</u>
Total equity	<u>63,737</u>	<u>57,379</u>
Liabilities		
Loans and borrowings	31,146	24,424
Deferred tax liabilities	4,136	3,893
Non-current liabilities	<u>35,282</u>	<u>28,317</u>
Loans and borrowings	41,818	34,159
Trade and other payables	25,274	26,591
Provisions	106	106
Current tax payable	1,923	1,984
Current liabilities	<u>69,121</u>	<u>62,840</u>
Total liabilities	<u>104,403</u>	<u>91,157</u>
Total equity and liabilities	<u><u>168,140</u></u>	<u><u>148,536</u></u>

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

	Proforma Half Year ended	
	30 June 2012	30 June 2011
	S\$'000	S\$'000
Cash flows from operating activities:		
Profit for the period	5,079	4,670
Adjustments for:		
Depreciation of property, plant and equipment	3,531	3,052
Gain on disposal of property, plant and equipment	(316)	(1)
Interest income	(6)	(15)
Finance costs	1,365	998
Tax expense	1,248	715
	<u>10,901</u>	<u>9,419</u>
Changes in working capital:		
Inventories	(2,104)	(241)
Contracts work-in-progress	(11,952)	(10,182)
Trade and other receivables	(4,124)	(2,612)
Trade and other payables	1,869	1,613
	<u>(5,410)</u>	<u>(2,003)</u>
Cash used in operating activities	<u>(5,410)</u>	<u>(2,003)</u>
Income tax paid	<u>(1,078)</u>	<u>(1,169)</u>
Net cash used in operating activities	<u>(6,488)</u>	<u>(3,172)</u>
Cashflows from investing activities:		
Interest received	6	15
Acquisition of property, plant and equipment	(11,755)	(3,327)
Proceeds from disposals of property, plant and equipment	472	98
Acquisition of financial assets at fair value through profit or loss	(14)	-
Effect of acquisition of a subsidiary	245	-
	<u>(11,046)</u>	<u>(3,214)</u>
Net cash used in investing activities	<u>(11,046)</u>	<u>(3,214)</u>
Cash flows from financing activities:		
Interest paid	(1,365)	(998)
Proceeds from bank borrowings	21,289	10,065
Repayment of bank borrowings	(8,098)	(5,937)
Payment of finance lease liabilities	(2,514)	(1,986)
Increase in deposits pledged with bank	(505)	(411)
Dividends paid	(4,000)	(3,000)
	<u>4,807</u>	<u>(2,267)</u>
Net cash generated from/(used in) financing activities	<u>4,807</u>	<u>(2,267)</u>
Net decrease in cash and cash equivalents	<u>(12,727)</u>	<u>(8,653)</u>
Cash and cash equivalents at beginning of period	22,280	13,369
Effect of exchange rate fluctuations on cash held	(101)	-
	<u>9,452</u>	<u>4,716</u>
Cash and cash equivalents at end of period	<u>9,452</u>	<u>4,716</u>
Cash and cash equivalents		
Cash at bank and on hand	11,640	8,116
Fixed deposits	7,207	7,097
	<u>18,847</u>	<u>15,213</u>
Bank overdrafts	(2,188)	(3,400)
Deposits pledged	(7,207)	(7,097)
Cash and cash equivalents in the unaudited proforma consolidated statements of cash flows	<u>9,452</u>	<u>4,716</u>

APPENDIX B – MANAGEMENT’S DISCUSSION AND ANALYSIS OF UNAUDITED PROFORMA CONSOLIDATED FINANCIAL INFORMATION FOR THE PERIOD ENDED 30 JUNE 2012

Note to consolidated statement of comprehensive income

Revenue

Revenue increased by approximately \$8.1 million or 14.7% from approximately \$54.9 million for 1HFY11 to approximately \$63.0 million for 1HFY12.

The increase was mainly due to an increase in the recognition of revenue from new contracts and projects on pipe laying works such as NEWater Infrastructure Plan Extension (NIPE) – NIPE Contract C6 – Supply, Delivery and Laying of 2200mm Diameter NEWater Pipeline along Pioneer Road from Shipyard Road to Sungei Lanchar Drainage Reserve, NIPE Contract 5 - Supply, Delivery and Laying of 2200mm Diameter NEWater Pipeline along Pioneer Road from Gul Road to Shipyard Road, Proposed 1400mm Diameter Water Pipeline from Seletar West Link to Sungei Punggol and Resurfacing of taxiways at Singapore Changi Airport.

Gross profit

Gross profit increased by approximately \$2.0 million or 17.6% from approximately \$11.4 million for 1HFY11 to approximately \$13.4 million for 1HFY12. This represented an increase in gross profit margin from approximately 20.7% for 1HFY11 to approximately 21.2% for 1HFY12.

This was because the increase in revenue is more than the proportionate increase in cost of sales for 1HFY12. There is also cost savings through using recycled materials for our reinstatement works.

Other income

The other income for 1HFY12 increased by approximately \$0.7 million or 28.7%, mainly due to gain on disposal of vehicles, increase in rental income and sale of scrap materials.

Administrative expenses

Administrative expenses for 1HFY12 increased by approximately \$0.7 million or 10.2%, mainly due to higher personnel related costs and increase in depreciation, partially offset by decrease in other administrative expenses such as annual staff dinner and office expenses.

Other expenses

Other expenses for 1HFY12 increased by approximately \$0.6 million or 511.3%, mainly due to increase in listing expense.

Finance costs

Finance costs for 1HFY12 increased by approximately \$0.4 million or 36.8%, mainly due to increase in bank borrowings.

Profit before tax

Profit before income tax for 1HFY12 increased by approximately \$0.9 million or 17.5%, mainly due to an increase in gross profit of approximately \$2.0 million which was offset by an increase in overall operating expenses and finance costs.

Income tax expenses

Income tax expense increased by approximately \$533,000 for 1HFY12 mainly due to the increase in profit before tax.

Note to consolidated statement of financial position

Non-current assets

Property, plant and equipment increased mainly due to the acquisition of a leasehold land at 3 Sungei Kadut Drive, Singapore 729556.

Inventories increased significantly mainly due to increases in material acquisitions for certain projects during the period.

Current assets

Contract work-in-progress increased mainly due to increase in the recognition of revenue from new contracts and projects that had yet to be billed to customers due to pending certification by consultants.

Liabilities

Loans and borrowings increased due to the increase in bank borrowings to finance working capital and capital expenditures.

Note to consolidated statement of cash flow

Cash and cash equivalents of the proforma group was \$9.5 million for 1HFY12 as compared to \$4.7 million for 1HFY11.

Net cash from operating activities

Net cash used in operating activities was approximately \$6.5 million which comprised operating cash flow before working capital changes of approximately \$10.9 million and offset by changes in working capital of approximately \$17.4 million.

The changes in working capital of approximately \$17.4 million were mainly due to:

- (a) an increase in inventories of approximately \$2.1 million mainly due to purchase of materials for new projects; and
- (b) an increase in contracts work-in-progress of approximately \$12.0 million due to increase in the recognition of revenue from new contracts and projects that had yet to be billed to customers due to pending certification by consultants; and
- (c) an increase in trade and other receivables of approximately \$4.1 million due to increase in billings raised for the period ended June 2012 in respect of our projects; and
- (d) income tax paid of approximately \$1.1 million;

and was partially offset by:

- (a) an increase in trade and other payables of approximately \$1.9 million due to increase in purchases of materials during the period.

Net cash used in investing activities

Net cash used in investing activities of approximately \$11.0 million was mainly due to acquisition of a leasehold land at 3 Sungei Kadut Drive, Singapore 729556 and was partially offset by the proceeds from the disposal of plant and equipment and effect of acquisition of a subsidiary.

Net cash used from financing activities

Net cash from financing activities of approximately \$4.8 million was mainly due to increase in the proceeds from bank borrowings for project financing purposes and was partially offset by repayment of bank borrowings and payment of dividends.