

First Quarter Financial Statements And Dividend Announcement

The Board of Directors of Venture Corporation Limited wishes to make the following announcement:

Quarterly financial statements on consolidated results for the quarter ended March 31, 2009.
These figures have not been audited or reviewed.

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

		Group		
		3 months ended 31.03.2009 S\$'000	3 months ended 31.03.2008 S\$'000	% increase/ (decrease)
Revenue		725,519	939,137	(22.7)
Other operating income		395	145	172.4
Changes in inventories of finished goods and work in progress		(1,787)	20,905	n.m.
Raw materials and consumables used		(595,582)	(761,601)	(21.8)
Employee benefits expense		(52,182)	(76,554)	(31.8)
Depreciation and amortisation expense	(Note 1)	(15,644)	(15,290)	2.3
Research and development expense		(4,729)	(5,659)	(16.4)
Foreign currency exchange adjustment gain		9,089	4,137	119.7
Other expenses	(Note 2)	(37,188)	(49,356)	(24.7)
Investment revenue		2,026	5,430	(62.7)
Finance costs (interest on bank borrowings)		(987)	(2,335)	(57.7)
Share of loss of associates		(1,134)	(28)	3,950.0
Profit before tax		27,796	58,931	(52.8)
Income tax		(207)	(2,241)	(90.8)
Profit for the period		27,589	56,690	(51.3)
Attributable to:				
Equity holders of the company		27,728	56,334	(50.8)
Minority interests		(139)	356	n.m.
		27,589	56,690	(51.3)

Note 1

This includes amortisation of customer relationships amounting to S\$4.2million (March 31, 2008: S\$4.2million).

Note 2

This includes fair value loss on derivative financial instruments of S\$12.6million (March 31, 2008: S\$20.7million).

1.(a)(ii) **The profit after income tax includes the following (charges)/credits:**

	Group		% increase/ (decrease)
	3 months ended 31.03.2009 S\$'000	3 months ended 31.03.2008 S\$'000	
Underprovision of tax in respect of prior years	(407)	(92)	342.4
Gain on disposal of available-for-sale investments	-	16	n.m.
Allowance for doubtful trade receivables	-	(257)	n.m.
Bad debt written off	(152)	-	n.m.
Loss on disposal of property, plant and equipment, net	(21)	(78)	(73.1)
Fair value loss on derivative financial instruments	(12,575)	(20,747)	(39.4)
Allowance for inventories	-	(187)	n.m.
Inventories written off	(200)	-	n.m.
Impairment of plant and equipment	-	(17)	n.m.

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

	Group		Company	
	31.03.2009	31.12.2008	31.03.2009	31.12.2008
	S\$'000	S\$'000	S\$'000	S\$'000
ASSETS				
Current assets:				
Cash and cash equivalents	588,237	513,770	248,745	144,699
Available-for-sale investments	158,015	158,259	156,014	156,278
Trade receivables	464,296	537,296	96,724	112,225
Other receivables and prepayments	38,955	36,621	7,984	5,380
Inventories	520,798	538,734	67,708	80,248
Trade receivables due from subsidiaries	-	-	22,261	8,229
Other receivables due from subsidiaries	-	-	666	341
Total current assets	1,770,301	1,784,680	600,102	507,400
Non-current assets:				
Investments in subsidiaries	-	-	1,234,726	1,234,726
Investments in associates	113,063	113,616	89,661	89,661
Available-for-sale investments	47,518	42,994	41,629	37,110
Property, plant and equipment	196,643	196,036	11,047	11,716
Intangible assets	134,274	137,369	3,859	2,682
Goodwill	640,593	640,593	-	-
Deferred tax assets	1,075	1,038	-	-
Total non-current assets	1,133,166	1,131,646	1,380,922	1,375,895
Total assets	2,903,467	2,916,326	1,981,024	1,883,295
LIABILITIES AND EQUITY				
Current liabilities:				
Bank loans	234,303	201,680	228,939	187,740
Trade payables	380,395	436,855	59,681	74,132
Other payables and accrued expenses	84,045	95,988	23,300	23,776
Trade payables due to subsidiaries	-	-	22,370	18,955
Other payables due to subsidiaries	-	-	7,264	5,422
Trade payables due to associates	588	296	-	-
Income tax payable	1,313	1,258	2,191	2,114
Derivative financial instruments	145,048	132,473	145,048	132,473
Total current liabilities	845,692	868,550	488,793	444,612
Non-current liabilities:				
Bank loans	49,932	119,854	49,932	119,854
Deferred tax liabilities	28,436	29,074	-	-
Total non-current liabilities	78,368	148,928	49,932	119,854
Capital and reserves:				
Share capital	671,906	671,906	671,906	671,906
Share options reserve	32,255	31,805	31,303	30,853
Investments revaluation reserve	(10,502)	(15,611)	(9,511)	(14,777)
Translation reserve	(88,949)	(136,015)	-	-
Reserve fund	690	690	-	-
Accumulated profits	1,370,757	1,342,865	748,601	630,847
Equity attributable to equity holders of the company	1,976,157	1,895,640	1,442,299	1,318,829
Minority interests	3,250	3,208	-	-
Total equity	1,979,407	1,898,848	1,442,299	1,318,829
Total Liabilities and Equity	2,903,467	2,916,326	1,981,024	1,883,295

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

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

Group				Company			
As at 31.03.2009		As at 31.12.2008		As at 31.03.2009		As at 31.12.2008	
Secured	Unsecured	Secured	Unsecured	Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
-	234,303	-	201,680	-	228,939	-	187,740

(b) Amount repayable after one year

Group				Company			
As at 31.03.2009		As at 31.12.2008		As at 31.03.2009		As at 31.12.2008	
Secured	Unsecured	Secured	Unsecured	Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
-	49,932	-	119,854	-	49,932	-	119,854

(c) Details of any collateral
Not applicable.

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

	3 months ended 31.03.2009	3 months ended 31.03.2008
	S\$'000	S\$'000
Operating activities:		
Profit before tax	27,796	58,931
Adjustments for:		
Share of loss of associates	1,134	28
Amortisation of bond premium	48	-
Allowance for inventories	-	187
Inventories written off	200	-
Depreciation expense	10,757	10,368
Bad debt written off	152	-
Allowance on doubtful trade receivables	-	257
Amortisation of intangible assets	4,887	4,922
Impairment loss on plant and equipment	-	17
Interest income	(2,026)	(5,430)
Interest expense	987	2,335
Share-based payments expense	614	2,028
Fair value loss on derivative financial instruments	12,575	20,747
Gain on disposal of available-for-sale investments	-	(16)
Loss on disposal of plant and equipment, net	21	78
Operating profit before working capital changes	57,145	94,452
Trade receivables	92,367	(12,176)
Other receivables and prepayments	(269)	1,173
Inventories	39,618	(67,357)
Amount due from (to) associates	259	(759)
Trade payables	(73,731)	21,347
Other payables and accrued expenses	(14,244)	(25,177)
Cash generated from operations	101,145	11,503
Interest paid	(772)	(1,876)
Income tax paid	(1,279)	(4,005)
Net cash from operating activities	99,094	5,622
Investing activities:		
Interest received	2,026	5,430
Purchase of property, plant and equipment	(2,264)	(8,247)
Proceeds on disposal of plant and equipment	392	111
Addition of intangible assets	(1,772)	(175)
Proceeds on disposal of available-for-sale investments	5,000	3,060
Purchase of available-for-sale investments	(4,075)	-
Net cash (used in) from investing activities	(693)	179
Financing activities:		
Repayment of bank loans	(38,199)	(69,305)
Net cash used in financing activities	(38,199)	(69,305)
Net increase (decrease) in cash and cash equivalents	60,202	(63,504)
Cash and cash equivalents at beginning of period	513,770	493,326
Effect of foreign exchange rate changes on the balance of cash held in foreign currencies	14,265	(15,242)
Cash and cash equivalents at end of period	588,237	414,580
Cash and cash equivalents at end of period include the following:		
Cash	244,245	197,938
Fixed Deposits	343,992	216,642
Cash and cash equivalents at the end of the period	588,237	414,580

1.(d)(i) Statement of changes in equity for the period ended March 31

	Share capital S\$'000	Share options reserve S\$'000	Investments revaluation reserve S\$'000	Translation reserves S\$'000	Reserve Fund S\$'000	Accumulated profits S\$'000	Attributable to equity holders of the company S\$'000	Minority interests S\$'000	Total equity S\$'000
The Group									
Balance at January 1, 2008	671,906	30,052	(3,067)	(123,588)	371	1,308,858	1,884,532	10,912	1,895,444
Exchange differences arising on translation of foreign operations	-	-	-	(50,610)	-	-	(50,610)	(85)	(50,695)
Profit for the period	-	-	-	-	-	56,334	56,334	356	56,690
Recognition of share-based payments	-	2,028	-	-	-	-	2,028	-	2,028
Share options lapsed	-	(1,753)	-	-	-	1,753	-	-	-
Share of an associate's share options reserve	-	285	-	-	-	-	285	-	285
Net fair value changes in available-for-sale investments	-	-	1,947	-	-	-	1,947	-	1,947
Balance at March 31, 2008	<u>671,906</u>	<u>30,612</u>	<u>(1,120)</u>	<u>(174,198)</u>	<u>371</u>	<u>1,366,945</u>	<u>1,894,516</u>	<u>11,183</u>	<u>1,905,699</u>
Balance at January 1, 2009	671,906	31,805	(15,611)	(136,015)	690	1,342,865	1,895,640	3,208	1,898,848
Exchange differences arising on translation of foreign operations	-	-	-	47,066	-	-	47,066	181	47,247
Profit for the period	-	-	-	-	-	27,728	27,728	(139)	27,589
Recognition of share-based payments	-	614	-	-	-	-	614	-	614
Share options lapsed	-	(164)	-	-	-	164	-	-	-
Net fair value changes in available-for-sale investments	-	-	5,128	-	-	-	5,128	-	5,128
Released on disposal of available-for-sale investment	-	-	(19)	-	-	-	(19)	-	(19)
Balance at March 31, 2009	<u>671,906</u>	<u>32,255</u>	<u>(10,502)</u>	<u>(88,949)</u>	<u>690</u>	<u>1,370,757</u>	<u>1,976,157</u>	<u>3,250</u>	<u>1,979,407</u>

1.(d)(i) **Statement of changes in equity for the period ended March 31**

	Share capital S\$'000	Share options reserve S\$'000	Investments revaluation reserves S\$'000	Accumulated profits S\$'000	Total equity S\$'000
The Company					
Balance at January 1, 2008	671,906	29,385	(2,483)	447,272	1,146,080
Profit for the period	-	-	-	53,763	53,763
Recognition of share-based payments	-	2,028	-	-	2,028
Share options lapsed	-	(1,753)	-	1,753	-
Net fair value changes in available-for-sale investments	-	-	1,748	-	1,748
Balance at March 31, 2008	<u>671,906</u>	<u>29,660</u>	<u>(735)</u>	<u>502,788</u>	<u>1,203,619</u>
Balance at January 1, 2009	671,906	30,853	(14,777)	630,847	1,318,829
Profit for the period	-	-	-	117,590	117,590
Recognition of share-based payments	-	614	-	-	614
Share options lapsed	-	(164)	-	164	-
Net fair value changes in available-for-sale investments	-	-	5,285	-	5,285
Released on disposal of available-for-sale investment	-	-	(19)	-	(19)
Balance at March 31, 2009	<u>671,906</u>	<u>31,303</u>	<u>(9,511)</u>	<u>748,601</u>	<u>1,442,299</u>

1.(d)(ii) **Details of any changes in the Company's issued share capital**

Venture Manufacturing (Singapore) Ltd Executives' Share Option Scheme ("The 1993 Scheme")

Since the end of the previous financial quarter, no option was exercised (March 31, 2008: Nil) and 2,466,000 options have expired (March 31, 2008: Nil). As at March 31, 2009, there were no unissued shares of the Company under options in the 1993 Scheme (March 31, 2008: 5,052,000).

Venture Corporation Executives' Share Option Scheme ("The 2004 Scheme")

Since the end of the previous financial quarter, no option was exercised (March 31, 2008: Nil). As at March 31, 2009, there were 9,709,000 unissued shares of the Company under options in the 2004 Scheme (March 31, 2008: 7,081,000).

Since the end of the previous financial quarter, 75,000 options (March 31, 2008: 287,000) have lapsed.

Share Capital

	31.03.2009	31.12.2008	31.03.2009	31.12.2008
	Number of ordinary shares		\$'000	
Issued and paid-up capital	<u>274,253,577</u>	<u>274,253,577</u>	<u>671,906</u>	<u>671,906</u>

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.

Please refer to 1.(d)(ii). There were no treasury shares as at March 31, 2009.

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**

These 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 same accounting policies and methods of computation in the financial statements for the current reporting period compared with the audited financial statements for the year ended December 31, 2008.

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**

There are no changes in accounting policies and methods of computation.

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**

- (a) Based on the weighted average number of ordinary shares on issue (cents)
- (b) On a fully diluted basis (cents)
(detailing any adjustments made to the earnings)

	3 months ended 31.03.2009	3 months ended 31.03.2008
(a)	10.1	20.5
(b)	10.1	20.5

7. **Net asset value per ordinary share**

Net asset value per ordinary share based on issued share capital at the end of the financial period reported on (cents)

Group		Company	
31.03.2009	31.12.2008	31.03.2009	31.12.2008
720.6	691.2	525.9	480.9

8. **A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:-**

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

Impacted by soft end-market demand, the revenue for the first quarter of 2009 was S\$725.5 million, a decline of 22.7% year-on-year. However, monthly sequential revenue improved during the quarter.

Whilst the decline in Group's revenue for the quarter was broad-based and relatively even across its key segments, revenue from the Printing and Imaging (P&I) segment increased by 6.0% year-on-year as a result of a shift to a full product configuration model by a major P&I customer.

For the quarter ended 31 March 2009, the Group's Profit After Tax of S\$27.6 million was 51.3% lower than the corresponding quarter of the prior year. The Group recognised a non-operational charge of S\$12.6 million related to fair value loss on its derivative financial instrument.

The balance sheet of the Group remained strong.

The Group had strong cash flow from operations with more than S\$101 million generated for the quarter ended 31 March 2009. It ended the first quarter of 2009 with S\$588.2 million in Cash and Cash Equivalents, up S\$173.7 million or 41.9% year over year. The Group registered further improvement in its working capital and closed the quarter with net cash of S\$304.0 million, an addition of S\$111.8 million over the preceding quarter ended 31 December 2008.

As at 31 March 2009, total shareholders' equity of the Group amounted to S\$1.98 billion.

The Net Asset Value per share of the Group rose to S\$7.21 at the end of the financial period reported on. The Group ended the quarter with Net Cash per share in excess of S\$1.10.

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**

2009 is expected to remain challenging given the uncertain state of the global economy. Whilst sentiment among the Group's customers remains cautious, improvements were observed in some customers' forecasts.

The Group will continue to pursue growth through addition of new customers, expansion of market share and spearheading new Original Design Manufacturing (ODM) projects. It will also continue to place strong emphasis on operational efficiency and excellence, cost discipline and judicious management of working capital.

11. **Dividend**

(a) Current Financial Period Reported On

Name of Dividend	Nil
Dividend Type	Nil
Dividend Amount per Share (in cents)	Nil
Dividend Rate	Nil
Par value of shares	Nil
Tax Rate	Nil

(b) Corresponding Period of the Immediately Preceding Financial Year

Name of Dividend	Nil
Dividend Type	Nil
Dividend Amount per Share (in cents)	Nil
Dividend Rate	Nil
Par value of shares	Nil
Tax Rate	Nil

(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 for the period ended March 31, 2009 is recommended or declared.

BY ORDER OF THE BOARD

Angeline Khoo
Company Secretary
April 30, 2009

VENTURE CORPORATION LIMITED
Company Registration Number 198402886H

CONFIRMATION BY THE BOARD PURSUANT TO RULE 705(4) 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 March 31, 2009 to be false or misleading.

On behalf of the Directors

(signed)
Wong Ngit Liong
Director

(signed)
Cecil Vivian Richard Wong
Director

April 30, 2009