

VENTURE CORPORATION LIMITED
Full Year Financial Statements And Dividend Announcement

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

Fourth quarter and year-to-date financial statements on consolidated results for the period ended December 31, 2013. These figures have not been audited or reviewed.

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

	Group			Group		
	3 months ended 31.12.2013 S\$'000	3 months ended 31.12.2012 S\$'000	% increase/ (decrease)	12 months ended 31.12.2013 S\$'000	12 months ended 31.12.2012 S\$'000	% increase/ (decrease)
Revenue	622,870	592,775	5.1	2,329,551	2,387,730	(2.4)
Other operating income	353	284	24.3	981	2,593	(62.2)
Changes in inventories of finished goods and work in progress	22,447	17,243	30.2	(29,953)	(4,329)	591.9
Raw materials and consumables used	(503,671)	(474,983)	6.0	(1,763,037)	(1,853,854)	(4.9)
Employee benefits expense	(63,012)	(60,956)	3.4	(247,233)	(242,844)	1.8
Depreciation and amortisation expense	(10,220)	(10,438)	(2.1)	(41,932)	(44,367)	(5.5)
Research and development expense	(5,799)	(4,776)	21.4	(28,169)	(24,268)	16.1
Foreign currency exchange adjustment gain (loss)	201	186	8.1	4,268	(159)	n.m.
Other expenses	(23,489)	(22,352)	5.1	(89,185)	(87,875)	1.5
Investment revenue	368	1,337	(72.5)	1,459	5,812	(74.9)
Finance costs (interest on bank borrowings)	(235)	(379)	(38.0)	(1,170)	(1,616)	(27.6)
Share of profit of associates	2,111	3,076	(31.4)	4,353	6,141	(29.1)
Profit before tax	41,924	41,017	2.2	139,933	142,964	(2.1)
Income tax	(4,003)	(3,254)	23.0	(8,992)	(3,919)	129.5
Profit for the period	37,921	37,763	0.4	130,941	139,045	(5.8)
Other comprehensive income:						
- Items may be reclassified subsequently to profit or loss						
Exchange differences arising on translation of foreign operations	9,121	(4,174)	n.m.	31,656	(56,956)	n.m.
(Loss) Gain on available-for-sale investments taken to equity	(204)	8	n.m.	(645)	(698)	(7.6)
Reclassification adjustment upon disposal of available-for-sale investments	-	(855)	(100.0)	-	(3,901)	(100.0)
Total comprehensive income for the period	46,838	32,742	43.1	161,952	77,490	109.0
Profit attributable to:						
Owners of the Company	38,005	37,972	0.1	131,134	139,650	(6.1)
Non-controlling interests	(84)	(209)	(59.8)	(193)	(605)	(68.1)
	37,921	37,763	0.4	130,941	139,045	(5.8)
Total comprehensive income attributable to:						
Owners of the Company	46,865	32,912	42.4	161,985	78,212	107.1
Non-controlling interests	(27)	(170)	(84.1)	(33)	(722)	(95.4)
	46,838	32,742	43.1	161,952	77,490	109.0

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

	Group			Group		
	3 months ended 31.12.2013 S\$'000	3 months ended 31.12.2012 S\$'000	% increase/ (decrease)	12 months ended 31.12.2013 S\$'000	12 months ended 31.12.2012 S\$'000	% increase/ (decrease)
(Under)Overprovision of tax in respect of prior years	(675)	895	n.m.	392	1,226	(68.0)
Allowance for doubtful trade receivables	-	(212)	(100.0)	(149)	(329)	(54.7)
Bad debt written off	-	(2)	(100.0)	-	(81)	(100.0)
Loss on disposal of property, plant and equipment, net	(394)	(136)	189.7	(434)	(155)	180.0
(Allowance) Reversal of allowance for inventories	(249)	204	n.m.	(1,169)	7	n.m.
Inventories written off	(338)	(277)	22.0	(692)	(838)	(17.4)
Gain on disposal of available-for-sale investments	-	1,012	(100.0)	-	4,232	(100.0)
Gain on disposal of an associate	-	-	n.m.	-	1,551	(100.0)

Note:

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

	Group		Company	
	31.12.2013	31.12.2012	31.12.2013	31.12.2012
	S\$'000	S\$'000	S\$'000	S\$'000
ASSETS				
Current assets:				
Cash and cash equivalents	390,889	453,424	207,762	82,533
Trade receivables	520,282	433,831	78,069	51,893
Other receivables and prepayments	41,603	29,225	5,833	3,185
Inventories	527,923	497,352	49,489	46,393
Trade receivables due from subsidiaries	-	-	28,012	34,251
Other receivables due from subsidiaries	-	-	6,926	7,788
Trade receivables due from associates	4	2	-	-
Income tax recoverable	62	234	-	-
Total current assets	1,480,763	1,414,068	376,091	226,043
Non-current assets:				
Investments in subsidiaries	-	-	1,227,849	1,228,711
Investments in associates	75,160	70,492	51,300	51,300
Available-for-sale investments	25,733	25,840	16,309	16,209
Property, plant and equipment	152,644	138,568	2,017	2,556
Intangible assets	60,889	78,651	8,235	10,089
Goodwill	639,708	639,708	-	-
Deferred tax assets	6,885	5,315	-	-
Total non-current assets	961,019	958,574	1,305,710	1,308,865
Total assets	2,441,782	2,372,642	1,681,801	1,534,908
LIABILITIES AND EQUITY				
Current liabilities:				
Bank loans	161,795	167,402	68,337	117,388
Trade payables	335,124	288,592	45,002	34,828
Other payables and accrued expenses	99,538	95,665	24,250	18,388
Trade payables due to subsidiaries	-	-	4,150	8,484
Other payables due to subsidiaries	-	-	21,356	191
Income tax payable	6,098	7,601	1,030	685
Total current liabilities	602,555	559,260	164,125	179,964
Non-current liabilities:				
Deferred tax liabilities	9,981	13,580	-	-
Total non-current liabilities	9,981	13,580	-	-
Capital and reserves:				
Share capital	678,370	673,223	678,370	673,223
Treasury shares	(2,081)	(569)	(2,081)	(569)
Share-based awards reserve	41,719	41,190	41,052	40,523
Investments revaluation reserve	(40,546)	(39,901)	(38,349)	(37,704)
Translation reserve	(246,180)	(277,676)	-	-
Reserve fund	1,592	1,592	-	-
Capital reserve	17	42	-	-
Accumulated profits	1,393,938	1,399,451	838,684	679,471
Equity attributable to owners of the Company	1,826,829	1,797,352	1,517,676	1,354,944
Non-controlling interests	2,417	2,450	-	-
Total equity	1,829,246	1,799,802	1,517,676	1,354,944
Total liabilities and equity	2,441,782	2,372,642	1,681,801	1,534,908

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 31.12.2013		As at 31.12.2012		As at 31.12.2013		As at 31.12.2012	
Secured	Unsecured	Secured	Unsecured	Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
-	161,795	-	167,402	-	68,337	-	117,388

(b) Amount repayable after one year
Not applicable.

(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 31.12.2013 S\$'000	3 months ended 31.12.2012 S\$'000	12 months ended 31.12.2013 S\$'000	12 months ended 31.12.2012 S\$'000
Operating activities:				
Profit before tax	41,924	41,017	139,933	142,964
Adjustments for:				
Share of profit of associates	(2,111)	(3,076)	(4,353)	(6,141)
(Reversal of) Allowance for inventories	249	(204)	1,169	(7)
Inventories written off	338	277	692	838
Depreciation expense	5,898	6,123	24,634	27,015
Bad debt written off	-	2	-	81
Allowance for doubtful trade receivables	-	212	149	329
Amortisation of intangible assets	5,443	5,509	20,909	22,944
Interest income	(368)	(325)	(1,459)	(1,580)
Dividend income	(372)	(678)	(776)	(1,333)
Interest expense	235	379	1,170	1,616
Share-based payments expense	(1,303)	797	1,336	2,878
Write off of investment in associate	114	-	456	-
Gain on disposal of an associate	-	-	-	(1,551)
Gain on disposal of available-for-sale investments	-	(1,012)	-	(4,232)
Loss on disposal of plant and equipment, net	394	136	434	155
Operating profit before working capital changes	50,441	49,157	184,294	183,976
Trade receivables	(62,355)	(19,692)	(72,462)	22,415
Other receivables and prepayments	(2,481)	(502)	(11,187)	(6,159)
Inventories	44,449	30,420	(15,521)	(13,119)
Amount due from associates	(3)	(76)	(2)	(424)
Trade payables	(1,028)	(21,263)	36,532	(26,174)
Other payables and accrued expenses	1,427	(2,437)	1,230	(23,388)
Cash generated from operations	30,450	35,607	122,884	137,127
Interest paid	(222)	(401)	(1,089)	(1,513)
Income tax paid	(3,088)	(1,495)	(15,296)	(6,760)
Net cash from operating activities	27,140	33,711	106,499	128,854
Investing activities:				
Interest received	368	326	1,459	1,627
Dividend received from associates	-	-	1,050	742
Dividend received from other equity investments	372	678	776	1,333
Purchase of property, plant and equipment	(5,438)	(20,962)	(34,891)	(29,552)
Proceeds on disposal of plant and equipment	432	35	996	210
Addition of intangible assets	(286)	(1,804)	(3,032)	(5,250)
Proceeds on disposal of an available-for-sale investments	-	11,110	193	40,820
Purchase of an available-for-sale investment	(218)	-	(744)	(552)
Proceeds on disposal of an associate	-	-	-	5,867
Net cash (used in) from investing activities	(4,770)	(10,617)	(34,193)	15,245
Financing activities:				
Dividends paid	-	-	(137,456)	(150,918)
Refund of unclaimed dividends	2	3	2	3
Repayment of bank loans	(21,503)	(50,594)	(142,854)	(83,054)
Proceeds from new bank loans	49,887	48,882	131,667	49,267
Proceeds from issue of shares	-	-	5,147	-
Purchase of treasury shares	(188)	(569)	(1,512)	(569)
Net cash from (used in) financing activities	28,198	(2,278)	(145,006)	(185,271)
Net increase (decrease) in cash and cash equivalents	50,568	20,816	(72,700)	(41,172)
Cash and cash equivalents at beginning of period	337,234	433,563	453,424	513,218
Effect of foreign exchange rate changes on the balance of cash held in foreign currencies	3,087	(955)	10,165	(18,622)
Cash and cash equivalents at end of period	390,889	453,424	390,889	453,424
Cash and cash equivalents at end of period includes the following:				
Cash	324,335	434,289	324,335	434,289
Fixed deposits	66,554	19,135	66,554	19,135
Cash and cash equivalents at the end of the period	390,889	453,424	390,889	453,424

1.(d)(i) Statement of changes in equity for the period ended December 31, 2012

	Share capital S\$'000	Treasury shares S\$'000	Share-based awards reserve S\$'000	Investments revaluation reserve S\$'000	Translation reserve S\$'000	Reserve fund S\$'000	Capital reserve S\$'000	Accumulated profits S\$'000	Equity attributable to owners of the Company S\$'000	Non-controlling interests S\$'000	Total equity S\$'000
The Group											
Balance at January 1, 2012	673,223	-	39,404	(35,302)	(220,837)	1,589	(142)	1,409,627	1,867,562	3,172	1,870,734
Total comprehensive income for the period	-	-	-	(679)	(27,765)	-	-	35,506	7,062	(200)	6,862
Recognition of share-based payments	-	-	754	-	-	-	-	-	754	-	754
Share options lapsed	-	-	(222)	-	-	-	-	222	-	-	-
Share of associate's reserves	-	-	-	-	-	3	-	(3)	-	-	-
Balance at March 31, 2012	673,223	-	39,936	(35,981)	(248,602)	1,592	(142)	1,445,352	1,875,378	2,972	1,878,350
Total comprehensive income for the period	-	-	-	(3,355)	10,014	-	-	33,614	40,273	(115)	40,158
Final tax exempt dividend paid in respect of the previous financial year	-	-	-	-	-	-	-	(150,918)	(150,918)	-	(150,918)
Recognition of share-based payments	-	-	696	-	-	-	-	-	696	-	696
Share options lapsed	-	-	(353)	-	-	-	-	353	-	-	-
Share of associate's reserves	-	-	-	-	-	-	239	-	239	-	239
Balance at June 30, 2012	673,223	-	40,279	(39,336)	(238,588)	1,592	97	1,328,401	1,765,668	2,857	1,768,525
Total comprehensive income for the period	-	-	-	282	(34,875)	-	-	32,558	(2,035)	(237)	(2,272)
Recognition of share-based payments	-	-	631	-	-	-	-	-	631	-	631
Share options lapsed	-	-	(156)	-	-	-	-	156	-	-	-
Share of associate's reserves	-	-	-	-	-	-	(52)	-	(52)	-	(52)
Balance at September 30, 2012	673,223	-	40,754	(39,054)	(273,463)	1,592	45	1,361,115	1,764,212	2,620	1,766,832
Total comprehensive income for the period	-	-	-	(647)	(4,213)	-	-	37,972	32,912	(170)	32,742
Refund of unclaimed dividends	-	-	-	-	-	-	-	3	3	-	3
Recognition of share-based payments	-	-	797	-	-	-	-	-	797	-	797
Share options lapsed	-	-	(361)	-	-	-	-	361	-	-	-
Purchase of treasury shares	-	(569)	-	-	-	-	-	-	(569)	-	(569)
Share of associate's reserves	-	-	-	-	-	-	(3)	-	(3)	-	(3)
Balance at December 31, 2012	673,223	(569)	41,190	(39,901)	(277,676)	1,592	42	1,399,451	1,797,352	2,450	1,799,802

1.(d)(i) Statement of changes in equity for the period ended December 31, 2013

	Share capital S\$'000	Treasury shares S\$'000	Share-based awards reserve S\$'000	Investments revaluation reserve S\$'000	Translation reserve S\$'000	Reserve fund S\$'000	Capital reserve S\$'000	Accumulated profits S\$'000	Equity attributable to owners of the Company S\$'000	Non-controlling interests S\$'000	Total equity S\$'000
The Group											
Balance at January 1, 2013	673,223	(569)	41,190	(39,901)	(277,676)	1,592	42	1,399,451	1,797,352	2,450	1,799,802
Issue of shares	1,691	-	-	-	-	-	-	-	1,691	-	1,691
Purchase of treasury shares	-	(207)	-	-	-	-	-	-	(207)	-	(207)
Total comprehensive income for the period	-	-	-	115	13,489	-	-	28,012	41,616	(29)	41,587
Recognition of share-based payments	-	-	951	-	-	-	-	-	951	-	951
Share options lapsed	-	-	(70)	-	-	-	-	70	-	-	-
Balance at March 31, 2013	674,914	(776)	42,071	(39,786)	(264,187)	1,592	42	1,427,533	1,841,403	2,421	1,843,824
Issue of shares	3,456	-	-	-	-	-	-	-	3,456	-	3,456
Purchase of treasury shares	-	(740)	-	-	-	-	-	-	(740)	-	(740)
Total comprehensive income for the period	-	-	-	(623)	14,451	-	-	30,063	43,891	61	43,952
Final tax exempt dividend paid in respect of the previous financial year	-	-	-	-	-	-	-	(137,456)	(137,456)	-	(137,456)
Recognition of share-based payments	-	-	892	-	-	-	-	-	892	-	892
Share options lapsed	-	-	(367)	-	-	-	-	367	-	-	-
Balance at June 30, 2013	678,370	(1,516)	42,596	(40,409)	(249,736)	1,592	42	1,320,507	1,751,446	2,482	1,753,928
Purchase of treasury shares	-	(377)	-	-	-	-	-	-	(377)	-	(377)
Total comprehensive income for the period	-	-	-	67	(5,508)	-	-	35,054	29,613	(38)	29,575
Recognition of share-based payments	-	-	796	-	-	-	-	-	796	-	796
Share options lapsed	-	-	(70)	-	-	-	-	70	-	-	-
Balance at September 30, 2013	678,370	(1,893)	43,322	(40,342)	(255,244)	1,592	42	1,355,631	1,781,478	2,444	1,783,922
Purchase of treasury shares	-	(188)	-	-	-	-	-	-	(188)	-	(188)
Total comprehensive income for the period	-	-	-	(204)	9,064	-	-	38,005	46,865	(27)	46,838
Refund of unclaimed dividends	-	-	-	-	-	-	-	2	2	-	2
Recognition of share-based payments	-	-	(1,303)	-	-	-	-	-	(1,303)	-	(1,303)
Share options lapsed	-	-	(300)	-	-	-	-	300	-	-	-
Share of associate's reserves	-	-	-	-	-	-	(25)	-	(25)	-	(25)
Balance at December 31, 2013	678,370	(2,081)	41,719	(40,546)	(246,180)	1,592	17	1,393,938	1,826,829	2,417	1,829,246

1.(d)(i) Statement of changes in equity for the period ended December 31, 2012

	Share capital S\$'000	Treasury shares S\$'000	Share-based awards reserve S\$'000	Investments revaluation reserve S\$'000	Accumulated profits S\$'000	Total equity S\$'000
<u>The Company</u>						
Balance at January 1, 2012	673,223	-	38,737	(33,186)	761,907	1,440,681
Total comprehensive income for the period	-	-	-	(679)	33,245	32,566
Recognition of share-based payments	-	-	754	-	-	754
Share options lapsed	-	-	(222)	-	222	-
Balance at March 31, 2012	673,223	-	39,269	(33,865)	795,374	1,474,001
Total comprehensive income for the period	-	-	-	(3,275)	27,300	24,025
Final tax exempt dividend paid in respect of the previous financial year	-	-	-	-	(150,918)	(150,918)
Recognition of share-based payments	-	-	696	-	-	696
Share options lapsed	-	-	(353)	-	353	-
Balance at June 30, 2012	673,223	-	39,612	(37,140)	672,109	1,347,804
Total comprehensive income for the period	-	-	-	282	2,232	2,514
Recognition of share-based payments	-	-	631	-	-	631
Share options lapsed	-	-	(156)	-	156	-
Balance at September 30, 2012	673,223	-	40,087	(36,858)	674,497	1,350,949
Total comprehensive income for the period	-	-	-	(846)	4,610	3,764
Refund of unclaimed dividends	-	-	-	-	3	3
Recognition of share-based payments	-	-	797	-	-	797
Share options lapsed	-	-	(361)	-	361	-
Purchase of treasury shares	-	(569)	-	-	-	(569)
Balance at December 31, 2012	673,223	(569)	40,523	(37,704)	679,471	1,354,944

1.(d)(i) Statement of changes in equity for the period ended December 31, 2013

	Share capital S\$'000	Treasury shares S\$'000	Share- based awards reserve S\$'000	Investments revaluation reserve S\$'000	Accumulated profits S\$'000	Total equity S\$'000
<u>The Company</u>						
Balance at January 1, 2013	673,223	(569)	40,523	(37,704)	679,471	1,354,944
Issue of shares	1,691	-	-	-	-	1,691
Purchase of treasury shares	-	(207)	-	-	-	(207)
Total comprehensive income for the period	-	-	-	115	155,995	156,110
Recognition of share-based payments	-	-	951	-	-	951
Share options lapsed	-	-	(70)	-	70	-
Balance at March 31, 2013	674,914	(776)	41,404	(37,589)	835,536	1,513,489
Issue of shares	3,456	-	-	-	-	3,456
Purchase of treasury shares	-	(740)	-	-	-	(740)
Total comprehensive income for the period	-	-	-	(623)	101,113	100,490
Final tax exempt dividend paid in respect of the previous financial year	-	-	-	-	(137,456)	(137,456)
Recognition of share-based payments	-	-	892	-	-	892
Share options lapsed	-	-	(367)	-	367	-
Balance at June 30, 2013	678,370	(1,516)	41,929	(38,212)	799,560	1,480,131
Purchase of treasury shares	-	(377)	-	-	-	(377)
Total comprehensive income for the period	-	-	-	67	15,375	15,442
Recognition of share-based payments	-	-	796	-	-	796
Share options lapsed	-	-	(70)	-	70	-
Balance at September 30, 2013	678,370	(1,893)	42,655	(38,145)	815,005	1,495,992
Purchase of treasury shares	-	(188)	-	-	-	(188)
Total comprehensive income for the period	-	-	-	(204)	23,377	23,173
Refund of unclaimed dividends	-	-	-	-	2	2
Recognition of share-based payments	-	-	(1,303)	-	-	(1,303)
Share options lapsed	-	-	(300)	-	300	-
Balance at December 31, 2013	678,370	(2,081)	41,052	(38,349)	838,684	1,517,676

1.(d)(ii) Share capital and treasury shares

As at December 31, 2013, the total number of ordinary shares in issue was 275,011,577 (December 31, 2012: 274,396,577), of which 275,000 were treasury shares (December 31, 2012: 74,000).

The Company purchased 25,000 ordinary shares during Q4 2013 (Q4 2012: 74,000).

These are held as treasury shares which can, in accordance with the Companies Act, be sold for cash, transferred for the purposes of or pursuant to an employee's share-based scheme; transferred as consideration for the acquisition of shares in or assets of another company or assets of a person; or cancelled.

There were no sales, transfers, disposal, cancellation and/or use of treasury shares during the period.

	No. of ordinary shares in issue	S\$'000
As at January 1, 2013	274,396,577	673,223
Add: No. of share options exercised in Q1 2013	202,000	1,691
As at March 31, 2013	<u>274,598,577</u>	<u>674,914</u>
Add: No. of share options exercised in Q2 2013	413,000	3,456
As at June 30, 2013	<u>275,011,577</u>	<u>678,370</u>
Add: No. of share options exercised in Q3 2013	-	-
As at September 30, 2013	<u>275,011,577</u>	<u>678,370</u>
Add: No. of share options exercised in Q4 2013	-	-
As at December 31, 2013	<u><u>275,011,577</u></u>	<u><u>678,370</u></u>

	No. of treasury shares	S\$'000
As at January 1, 2013	74,000	569
Add: No. of treasury shares repurchased in Q1 2013	26,000	207
As at March 31, 2013	<u>100,000</u>	<u>776</u>
Add: No. of treasury shares repurchased in Q2 2013	100,000	740
As at June 30, 2013	<u>200,000</u>	<u>1,516</u>
Add: No. of treasury shares repurchased in Q3 2013	50,000	377
As at September 30, 2013	<u>250,000</u>	<u>1,893</u>
Add: No. of treasury shares repurchased in Q4 2013	25,000	188
As at December 31, 2013	<u><u>275,000</u></u>	<u><u>2,081</u></u>

	No. of shares	S\$'000
Issued shares excluding treasury shares as at January 1, 2013	<u>274,322,577</u>	<u>672,654</u>
Issued shares excluding treasury shares as at March 31, 2013	<u>274,498,577</u>	<u>674,138</u>
Issued shares excluding treasury shares as at June 30, 2013	<u>274,811,577</u>	<u>676,854</u>
Issued shares excluding treasury shares as at September 30, 2013	<u>274,761,577</u>	<u>676,477</u>
Issued shares excluding treasury shares as at December 31, 2013	<u><u>274,736,577</u></u>	<u><u>676,289</u></u>

1.(d)(iii) Share-based awards

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

Since the end of the previous financial quarter, 3,363,000 options were granted to 1 director and 505 employees of the Group at the following subscription prices payable during different exercise periods in accordance with the 2004 scheme which was adopted by the Company during an Extraordinary General Meeting held on April 30, 2004.

<u>Exercise period</u>	<u>Exercise price</u>
September 16, 2014 to September 15, 2015	S\$9.50
September 16, 2015 to September 15, 2016	S\$8.36
September 16, 2016 to September 15, 2017	S\$7.98
September 16, 2017 to September 15, 2018	S\$7.60

The options are exercisable during the period commencing twelve months from the date of offer and expiring at the end of five years from the date of offer.

Since the end of the previous financial quarter, no options were exercised (December 31, 2012: Nil). As at December 31, 2013, there were 13,050,000 unissued shares of the Company under options in the 2004 Scheme (December 31, 2012: 12,794,000).

Since the end of the previous financial quarter, 365,000 options (December 31, 2012: 279,000) have lapsed.

1.(d)(iii) **Share-based awards (cont'd)**

Venture Corporation Restricted Share Plan ("RSP")

The RSP has a 5-year vesting period and is subject to the rules of the RSP. As at Q4 2013, the number of RSP shares remained unchanged at 270,000.

	No. of RSP shares awarded	Lapsed shares	No. of RSP shares net of lapsed shares
May 2012 Award	180,000	(30,000)	150,000
May 2013 Award	120,000	-	120,000
	300,000	(30,000)	270,000

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, 2012.

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**

	3 months ended 31.12.2013	3 months ended 31.12.2012	12 months ended 31.12.2013	12 months ended 31.12.2012
(a) Based on the weighted average number of ordinary shares on issue (cents)	13.8	13.8	47.7	50.9
(b) On a fully diluted basis (cents) (detailing any adjustments made to the earnings)	13.8	13.8	47.7	50.8

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

	Group		Company	
	31.12.2013	31.12.2012	31.12.2013	31.12.2012
Net asset value per ordinary share based on the total number of issued shares excluding treasury shares at the end of the financial period reported on (cents)	664.9	655.2	552.4	493.9

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.**

FY 2013 PERFORMANCE

For the financial year ended 31 December 2013, Venture Corporation Limited ("Venture" or the "Group") registered sequential improvement in quarterly revenue to report a full year revenue of S\$2,329.6 million, marginally lower than revenue of the prior year. As anticipated, revenue contribution from customers won in the prior year gained momentum quarter-on-quarter, especially in the second half of the year. During the year, the Group also managed to increase its market share and win new programmes from many of its existing customers. However, business volume of a few customers declined, including customers affected by M&A (merger and acquisition).

The Group recorded quarter-on-quarter improvement in profitability to yield a full year profit of S\$131.1 million attributable to owners of the Company ("net profit") for the financial year ended 31 December 2013. This translates to a full year net margin of 5.6% (FY 2012: 5.8%). At a pre-tax level, profitability stood at S\$139.9 million with PBT (profit before tax) margin of 6.0%, on par with margin of the prior year. The Group recorded an income tax expense of S\$9.0 million (FY2012: S\$3.9 million) after taking into account various changes in tax incentives granted to the Company's subsidiaries.

Diluted Earnings Per Share for FY 2013 was 48 cents (FY 2012: 51 cents).

The Group recorded S\$184.3 million of operating profit before working capital changes (FY 2012: S\$184.0 million) and generated cash from operations of S\$122.9 million (FY2012: S\$137.1 million) for the twelve months ended 31 December 2013. The working capital of the Group was S\$713.1 million as at 31 December 2013. This comprised S\$520.3 million Trade Receivables (FY 2012: S\$433.8 million) and S\$335.1 million of Trade Payables (FY 2012: S\$288.6 million). As at the end of 31 December 2013, Inventories stood at S\$527.9 million (FY 2012: S\$497.4 million). The increase in Inventories is primarily to meet customers' requirements and programmes.

The Group had cash and cash equivalent balances of S\$390.9 million and remained net cash positive at S\$229.1 million at the end of the year. Cash used in investing activities included S\$34.9 million of investments in property, plant and equipment to support customers' new programmes.

For the year ended 31 December 2013, Other Receivables and Prepayments amounted to S\$41.6 million (FY 2012: S\$29.2 million) due to an increase in property prepayments.

As at 31 December 2013, equity attributable to owners of the Company was S\$1,826.8 million (FY 2012: S\$1,797.4 million) and the Net Asset Value per share was S\$6.65 (FY 2012: S\$6.55).

4Q 2013 PERFORMANCE

Revenue for the quarter ended 31 December 2013 was S\$622.9 million, an increase of 5.1% year-on-year. It is the highest quarterly revenue for the year.

The Group registered a net profit of S\$38.0 million for the quarter ended 31 December 2013 (4Q 2012: S\$38.0 million). Similarly, profitability for this reported quarter with net margin of 6.1% was the highest for the year.

Diluted Earnings Per Share was 13.8 cents for the quarter ended 31 December 2013 (FY 2012: 13.8 cents).

For the quarter ended 31 December 2013, the Group registered operating profit before working capital changes of S\$50.4 million, marginally higher than the corresponding quarter of the prior year at S\$49.2 million. Net of working capital changes, cash generated from operations was S\$30.5 million, slightly lower by about five million compared to the corresponding quarter in 2012.

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

Several sectors in the industry have shown early signs of recovery. However the pace of recovery in some other sectors remains unclear. The Group expects to gain traction with several strategic customers, as well as benefit from growing revenue contribution from customers won in recent years.

The Group will continue to focus on sustaining operational excellence and providing strong support to its customers. It will also continue to place emphasis on productivity and working capital management. The Group will step up its efforts to develop and augment several of its centres of innovation and excellence.

11. Dividend

(a) Current Financial Period Reported On

Name of Dividend	Final
Dividend Type	Cash
Dividend Amount per Share (in cents)	50 cents per ordinary share
Tax Rate	Exempt

*Subject to shareholders' approval at the forthcoming AGM

(b) Corresponding Period of the Immediately Preceding Financial Year

Name of Dividend	Final
Dividend Type	Cash
Dividend Amount per Share (in cents)	50 cents per ordinary share
Tax Rate	Exempt
Payment Date	May 15, 2013

(c) Date payable

May 19, 2014

(d) Books closure date

5pm on May 7, 2014

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.

The Group has not sought a general mandate from shareholders for Interested Person Transactions.

14. Segmental revenue and results for business or geographical segments (of the group) in the form presented in the issuer's most recently audited annual financial statements, with comparative information for the immediately preceding year

Segmental Results

a) By Reportable Segments

	Electronic Services Provider S\$'000	Retail Store Solution & Industrial S\$'000	Components Technology S\$'000	Eliminations S\$'000	Group S\$'000
2013					
Revenue:					
External Sales	1,502,196	730,749	96,606	-	2,329,551
Inter-segment Sales	2,598	1,976	482	(5,056)	-
Total revenue	1,504,794	732,725	97,088	(5,056)	2,329,551
Results:					
Segment results	83,998	50,108	1,185	-	135,291
Investment revenue					1,459
Finance costs					(1,170)
Share of profit of associates					4,353
Profit before income tax					139,933
Income tax					(8,992)
Profit for the year					130,941

	Electronic Services Provider S\$'000	Retail Store Solution & Industrial S\$'000	Components Technology S\$'000	Eliminations S\$'000	Group S\$'000
2012					
Revenue:					
External Sales	1,563,755	733,627	90,348	-	2,387,730
Inter-segment Sales	3,961	1,655	7,290	(12,906)	-
Total revenue	1,567,716	735,282	97,638	(12,906)	2,387,730
Results:					
Segment results	90,149	43,993	(1,515)	-	132,627
Investment revenue					5,812
Finance costs					(1,616)
Share of profit of associates					6,141
Profit before income tax					142,964
Income tax					(3,919)
Profit for the year					139,045

b) By Product Segments

	2013 S\$'000	2012 S\$'000
Printing and Imaging	271,683	402,888
Networking and Communications	394,453	410,945
Retail Store Solutions	727,503	733,627
Computer Peripherals	291,144	259,386
Test and Measurement/Medical/Others	641,627	580,884
Life Science	3,141	-
	2,329,551	2,387,730

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

Please refer to item 8

16. A breakdown of sales as follows:-

	Group		
	Year Ended 31.12.2013 S\$'000	Year Ended 31.12.2012 S\$'000	% (Decrease) Increase
(a) Revenue reported for first half year	1,118,204	1,186,078	-5.7%
(b) Operating profit after income tax before deducting non-controlling interests reported for first half year	58,004	68,887	-15.8%
(c) Revenue reported for second half year	1,211,347	1,201,652	0.8%
(d) Operating profit after tax before deducting non-controlling interests reported for second half year	72,937	70,158	4.0%

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

	Latest Full Year (Proposed) S\$'000	Previous Full Year (Paid) S\$'000
Ordinary dividend for 2012	-	137,456
Proposed final ordinary dividend for 2013*	137,368	-
	<u>137,368</u>	<u>137,456</u>

*Based on 274,736,577 issued shares excluding treasury shares as at February 26, 2014

18. 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.

The Group has not sought a general mandate from shareholders for Interested Person Transactions.

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 prescribed format. If there are no such persons, the issuer must make an appropriate negative statement.

Pursuant to Rule 704(13) of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Company confirms that there is no person occupying a managerial position in the Company who is related to a director, chief executive officer or substantial shareholder of the Company.

BY ORDER OF THE BOARD

Angeline Khoo
Company Secretary
February 26, 2014