

**PRIVATE & CONFIDENTIAL**

**Proforma Full Year Financial Statement And Dividend Announcement**

The Board of Directors of Venture Manufacturing (Singapore) Ltd. wishes to make the following announcement:

Full-year financial statement on consolidated results for the year ended 31 December 2001. These figures have not been audited.

	GROUP			COMPANY			
	31/12/01 S\$'000	31/12/00 S\$'000	+/- %	31/12/01 S\$'000	31/12/00 S\$'000	+/- %	
1 a	Turnover	1,430,862	1,456,390	(1.8)	963,138	620,743	55.2
1 b	Investment income	712	1,379	(48.4)	-	-	-
1 c	Other income including interest income	18,303	18,388	(0.5)	15,894	15,486	2.6
2 a	Operating profit before income tax, minority interests, extraordinary items, interest on borrowings, depreciation and amortization, foreign exchange gain/(loss) and exceptional items	164,088	131,731	24.6	104,177	80,434	29.5%
2 b i	Interest on borrowings	(329)	(9)	3555.6	(13)	(3)	333.3
2 b ii	Depreciation and amortization	(28,169)	(19,926)	41.4	(7,626)	(7,583)	0.6
2 b iii	Foreign exchange gain/(loss)	8,145	4,097	98.8	4,295	432	894.2
2 c	Exceptional items	-	-	-	-	-	-
2 d	Operating profit before income tax, minority interests and extraordinary items but after interest on borrowings, depreciation and amortization, foreign exchange gain/(loss) and exceptional items	143,735	115,893	24.0	100,833	73,280	37.6
2 e	Income derived from associated companies	-	-	-	-	-	-
2 f	Less income tax	(9,186)	(10,735)	(14.4)	(3,273)	(3,433)	(4.7)
2 g i	Operating profit after tax before deducting minority interests	134,549	105,158	27.9	97,560	69,847	39.7
2 g ii	Less minority interests	132	(31)	(525.8)	-	-	-

**PRIVATE & CONFIDENTIAL**

	GROUP			COMPANY			
	31/12/01 S\$'000	31/12/00 S\$'000	+/- %	31/12/01 S\$'000	31/12/00 S\$'000	+/- %	
2 h	Operating profit after tax attributable to members of the company	134,681	105,127	28.1	97,560	69,847	39.7
2 i i	Extraordinary items	-	-	-	-	-	-
2 i ii	Less minority interests	-	-	-	-	-	-
2 i iii	Extraordinary items attributable to members of the company	-	-	-	-	-	-
2 i iv	Transfer to/from Exchange Reserve	-	-	-	-	-	-
2 i v	Transfer to Capital Reserve	-	-	-	-	-	-
2 i vi	Transfer to Reserve Fund	-	-	-	-	-	-
2 j	Operating profit after tax and extraordinary items attributable to members of the company	134,681	105,127	28.1	97,560	69,847	39.7

		Group Figures	
		Latest period 31/12/01	Previous period 31/12/00
3 a	Operating profit [2(g)(I) above] as a percentage of turnover [1(a) above]	9.40%	7.22%
b	Operating profit [2(h) above] as a percentage of issued capital and reserves at end of year	20.24%	19.66%
c	Earnings per ordinary share based on 2(h) above after deducting any provision for preference dividends:-		
3 c i	Based on existing issued share capital of 230,983,867 shares (weighted average)	58.3 cts	45.7 cts
3 c ii	On a fully diluted basis	57.7 cts	45.3 cts
3 d	Net tangible asset backing per ordinary share	277.0 cts	225.4 cts

Note: The comparative figures for the previous period (31/12/00) in respect of items 3b and 3d have been adjusted to incorporate changes in accounting standards (SAS 10 and SAS 34).

**PRIVATE & CONFIDENTIAL**

	GROUP			COMPANY		
	31/12/01 S\$'000	31/12/00 S\$'000	+/- %	31/12/01 S\$'000	31/12/00 S\$'000	+/- %
4 a Sales reported for first half year	682,214	595,143	14.6	396,536	244,220	62.4
4 b Operating profit [2(g)(I) above] reported for first half year	55,378	39,499	40.2	35,634	26,810	32.9
4 c Sales reported for second half year	748,648	861,247	(13.1)	566,602	376,523	50.5
4 d Operating profit [2(g)(I) above] reported for second half year	79,171	65,659	20.6	61,926	43,037	43.9
5 a	Amount of any adjustment for under or overprovision of tax in respect of prior years					
	There were adjustments for net underprovision of tax in respect of the Group's and Company's tax charge of prior years of S\$294,000 and S\$Nil respectively.					
5 b	Amount of any pre-acquisition profits					
	Nil					
5 c	Amount of profits on any sale of investments and/or properties					<u>Profit/(Loss)</u>
	<u>Sale of investments/properties</u>					<u>S\$'000</u>
	Disposal of remaining 20% shareholding in Venture Meto International Pte Ltd					28
5 d	Any other comments relating to Paragraph 5					
	Nil					
6	<b><u>Segmental Results</u></b>					
		Turnover		Profit Before Tax		
		2001	2000	2001	2000	
		S\$'000	S\$'000	S\$'000	S\$'000	
	<u>By Geographical Segments</u>					
	Singapore operations	1,212,851	1,107,238	115,313	77,314	
	Rest of Asia operations	190,026	331,482	32,865	37,281	
	USA operations	27,985	17,670	(4,443)	1,298	
	Total	1,430,862	1,456,390	143,735	115,893	

**PRIVATE & CONFIDENTIAL**

7 a **Review of the performance of the company and its principal subsidiaries**

The Group achieved a turnover of S\$1.43 billion in financial year 2001. The Group experienced some softness in the areas of computer peripheral as well as in the low-end communications products. However, in the areas of printing and imaging and niche products, the Group was able to register growth.

Profit after tax increased to a new record high of S\$135 million. This represents a growth of 28% compared to the same period last year. The profit growth was achieved through an increase in higher value-added activities, as well as growth in the Low Volume-High Mix (LVHM) business and increased shipment of mid to high-end products.

7 b **Subsequent events**

On the date of this announcement, the Company entered into a Memorandum of Understanding to acquire a 67% equity interest in Univac Precision Engineering Pte Ltd (Univac). In addition, the Company has a call option to buy and each of the shareholders of Univac has a put option to require the Company to purchase the remaining equity stake in Univac exercisable at any time after the audited accounts of the Company for the financial year ending 31 December 2002 have been approved at an annual general meeting of the Company but no later than the date falling three years after the date of such annual general meeting (unless extended by mutual agreement). The proposed acquisition is not expected to have any significant impact on the net tangible assets per share or earnings per share of the Company for the financial year ending 31 December 2002. Details of the proposed acquisition are covered under a separate announcement on the day of this announcement.

In the opinion of the Directors, save as disclosed above, no item, transaction or event of a material or unusual nature that would affect substantially the results of the operations of the Group and the Company for the period under review has occurred between the end of the financial year and the date of this announcement.

8 **Commentary on current year prospects**

Going forward, the Group has new opportunities to grow its businesses on a global basis. With an increasing range of services, the Group is well positioned to provide superior end-to-end supply chain management solutions worldwide. In addition to the continued expansion of our high value-added activities, the Group will focus on growing the high volume business activities. The continued growth in all lines of businesses of the Group will further enhance our global presence in the major regions of the world. We expect to accelerate our growth in capabilities and technologies through organic growth as well as strategic alliances and/or acquisitions. The Group will intensify its efforts to develop new technologies for strategic components as well as expand its Original Design Manufacturing (ODM) business into new product areas.

Organizationally, the Group will remain highly customer focused. We will continue to strive to exceed our customers' expectations through flawless execution, coupled with great agility and responsiveness.

In view of the above and barring any unforeseen circumstances, the Directors expect Group performance to continue to improve in the current financial year.

**PRIVATE & CONFIDENTIAL**

9 **Dividend**

a	Latest Period		
	<u>Name of Dividend</u>	<u>Ordinary</u>	<u>Ordinary</u>
	Dividend Type	Proposed Final	Proposed Bonus
	Dividend	10%	10%
	Par Value of Shares	S\$0.25	S\$0.25
	Tax Rate	Exempt	Exempt

b	Previous Corresponding Period		
	<u>Name of Dividend</u>	<u>Ordinary</u>	<u>Ordinary</u>
	Dividend Type	Proposed Final	Proposed Bonus
	Dividend	10%	10%
	Par Value of Shares	S\$0.25	S\$0.25
	Tax Rate	Exempt	Exempt

c	Total Annual Dividend		
		Latest Year 31/12/01	Previous Year 31/12/00
	Ordinary	11,555,131	11,540,580
	Preference	0	0
	Total	11,555,131	11,540,580

d Date payable

Date of payment of dividend will be announced at a later date.

e Books closing date

Notice of book closure will be announced at a later date.

f Any other comments relating to Paragraph 9

The proposed final and bonus dividends per 9(a) above are subject to shareholders' approval at the forthcoming Annual General Meeting.

10 **Balance Sheet**

	GROUP		COMPANY	
	31/12/01	31/12/00	31/12/01	31/12/00
	S\$'000	S\$'000	S\$'000	S\$'000
Fixed Assets	114,260	105,753	32,637	25,087
Investments	20,848	21,472	-	-
Interest in Subsidiaries	-	-	16,329	16,238
Investment in Associates	-	472	-	-
Intangible Assets	25,154	14,586	-	-
<b>CURRENT ASSETS</b>				
Cash & Deposits	314,116	199,768	238,586	138,329
Trade Debtors	240,748	178,222	174,841	96,166
Inventory	151,274	227,419	85,596	108,434
Other Debtors & Subsidiaries	19,584	11,916	38,863	125,596
	725,722	617,325	537,886	468,525

**PRIVATE & CONFIDENTIAL**

	GROUP		COMPANY	
	31/12/01	31/12/00	31/12/01	31/12/00
<b>CURRENT LIABILITIES</b>				
Trade & Other Creditors	194,777	213,737	97,203	107,220
Overdrafts & Short-term Loans	14,846	1,173	-	-
Tax	6,344	5,463	648	1,000
	<b>215,967</b>	<b>220,373</b>	<b>97,851</b>	<b>108,220</b>
Deferred Tax	4,188	3,645	-	-
Minority Interest	441	741	-	-
<b>Net Assets</b>	<b>665,388</b>	<b>534,849</b>	<b>489,001</b>	<b>401,630</b>
Share Capital	57,776	57,703	57,776	57,703
Share Premium	126,547	125,260	126,547	125,260
Revenue Reserves	480,492	357,360	304,678	218,667
Translation Reserves	522	(5,525)	-	-
Reserve on Consolidation	51	51	-	-
<b>Total Shareholders' Equity</b>	<b>665,388</b>	<b>534,849</b>	<b>489,001</b>	<b>401,630</b>

Note: The comparative figures for the previous period (31/12/00) have been adjusted to incorporate changes in accounting standards (SAS 10 and SAS 34).

11 **Details of any changes in the company's issued share capital**

Venture Manufacturing Executive Share Option Scheme ("The Scheme")

Since the end of the previous half-year, options were granted in respect of 22,282,000 unissued shares of S\$0.25 each in the capital of the Company to 3 directors and 477 employees of the Group at a subscription price of S\$8.05 per share in accordance with the Scheme. The options are exercisable during the period commencing twelve (12) months from the date of grant and expiring at the end of five (5) years from the date of the grant.

Since the end of the previous half-year, 79,000 ordinary shares of S\$0.25 each were issued to holders of options who exercised 79,000 of their options under the scheme. As at 31 December 2001, there were 33,901,300 unissued shares of the Company under option (30 June 2001: 12,284,791).

Since the end of the previous half-year, 586,491 options to take up ordinary shares (30 June 2001: Nil) of S\$0.25 each in the capital of the Company have lapsed.

Share Capital

As at 31 December 2001, the issued and paid up capital of the Company was S\$57,775,654 divided into 231,102,617 shares of S\$0.25 each.

Subsequent to the end of the financial year to the date of the announcement, 20,000 shares were issued for options exercised, hence the issued and paid up capital of the Company was increased to S\$57,780,654 divided into 231,122,617 shares of S\$0.25 each.

**PRIVATE & CONFIDENTIAL**

12 **Comparative figures of the group's borrowings and debt securities**

12a Amount repayable in one year or less, or on demand

As at 31/12/01		As at 30/06/01	
Secured	Unsecured	Secured	Unsecured
-	\$14,846,000	-	\$4,338,000

12b Amount repayable after one year

As at 31/12/01		As at 30/06/01	
Secured	Unsecured	Secured	Unsecured
-	-	-	-

12c Any other comments relating to Paragraph 12

NIL

**BY ORDER OF THE BOARD**

Yvonne Choo  
Company Secretary  
Date: 1 March 2002