

## **VICOM LTD**

Company Registration No. : 198100320K

## Financial Statements and Dividend Announcement for the year ended 31 December 2010

The Board of Directors announces the audited results of the Group for the year ended 31 December 2010.

## 1 GROUP INCOME STATEMENT

	Group			
	FY 2010 FY 2009 Incr/ (De			
	\$'000	\$'000	%	
Revenue	83,978	77,953	7.7	
Staff costs	(36,039)	(33,975)	6.1	
Depreciation expense	(5,388)	(5,199)	3.6	
Repairs and maintenance	(1,440)	(1,246)	15.6	
Materials and consumables	(2,723)	(2,132)	27.7	
Contract services	(3,816)	(3,678)	3.8	
Premises costs	(2,737)	(2,331)	17.4	
Insurance	(151)	(146)	3.4	
Other operating expenses	(4,788)	(4,695)	2.0	
Total operating expenses	(57,082)	(53,402)	6.9	
Operating profit	26,896	24,551	9.6	
Net income from investments	26	-	N.M.	
Interest income	162	149	8.7	
Share of loss in associate	(10)	-	N.M.	
Profit before taxation	27,074	24,700	9.6	
Taxation	(4,725)	(4,361)	8.3	
Profit after taxation	22,349	20,339	9.9	
Attributable to:				
Shareholders of the Company	22,165	20,037	10.6	
Non-controlling interests	184	302	(39.1)	
-	22,349	20,339	9.9	
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N.M. - Not meaningful

## 2 STATEMENTS OF FINANCIAL POSITION

	Group		Comp	mpany	
	31 Dec	31 Dec	31 Dec	31 Dec	
	2010	2009	2010	2009	
	\$'000	\$'000	\$'000	\$'000	
<u>ASSETS</u>					
Current assets					
Cash and bank balances	49,083	42,377	46,987	40,001	
Trade receivables	6,935	6,553	1,468	1,302	
Other receivables and prepayments	1,498	861	887	633	
Inventories	10	25			
Total current assets	57,526	49,816	49,342	41,936	
Non-current assets					
Subsidiaries	-	-	26,187	26,196	
Associate	40	-	-	-	
Other receivables and prepayments	103	26	-	-	
Club memberships	315	315	315	315	
Vehicles, premises and equipment	48,876	43,297	33,445	27,792	
Goodwill	11,325	11,325		_	
Total non-current assets	60,659	54,963	59,947	54,303	
Total assets	118,185	104,779	109,289	96,239	
LIABILITIES AND EQUITY					
Current liabilities					
Trade and other payables	18,745	18,707	41,086	36,560	
Income tax payable	4,392	4,133	1,499	1,347	
Total current liabilities	23,137	22,840	42,585	37,907	
Non-current liability					
Deferred tax liabilities	1,728	1,168	375	160	
Capital, reserves and non-controlling					
interests	24.255	20.200	24.255	20.200	
Share capital	31,355	30,296	31,355	30,296	
Capital reserves	3,263	3,144	3,284	3,175	
Accumulated profits	57,372	45,800	31,690	24,701	
Equity attributable to shareholders of the					
Company	91,990	79,240	66,329	58,172	
Non-controlling interests	1,330	1,531	-		
Total equity	93,320	80,771	66,329	58,172	
Total liabilities and equity	118,185	104,779	109,289	96,239	

## 3 AGGREGATE AMOUNT OF GROUP'S BORROWINGS

NIL

# **Details of any collateral**

NIL

## 4 GROUP CASH FLOW STATEMENT

	Group	
	FY 2010	FY 2009
	\$'000	\$'000
Operating activities		
Profit before taxation Adjustments for:	27,074	24,700
Depreciation expense	5,388	5,199
Interest income	(162)	(149)
Loss (Gain) on disposal of vehicles, premises and equipment	29	(15)
Share-based payment expense	140	`58
Write-back for doubtful trade receivables	(20)	(71)
Share of loss in associate	10	· · ·
Net income from investments	(26)	
Operating cash flows before movements in working capital	32,433	29,722
Changes in working capital	(1,018)	3,831
Cash generated from operations	31,415	33,553
Income tax paid	(3,906)	(4,075)
Net cash from operating activities	27,509	29,478
Investing activities		
Purchase of vehicles, premises and equipment	(11,092)	(7,915)
Funding from Land Transport Authority for Vehicle Emission Test	00	4.050
Laboratory	98	1,859 24
Proceeds from disposal of vehicles, premises and equipment Investment in an associate	20 (50)	24
Interest received	167	132
Net cash used in investing activities	(10,857)	(5,900)
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	Group		
	FY 2010	FY 2009	
	\$'000	\$'000	
Financing activities			
Proceeds from exercise of share options	1,028	231	
Dividends paid to non-controlling interests	(385)	(520)	
Dividends paid	(10,593)	(8,603)	
Net cash used in financing activities	(9,950)	(8,892)	
Net effect of exchange rate changes in consolidating subsidiaries	4	-	
Net increase in cash and cash equivalents	6,706	14,686	
Cash and cash equivalents at beginning of year	42,377	27,691	
Cash and cash equivalents at end of year	49,083	42,377	

# 5 GROUP COMPREHENSIVE INCOME STATEMENT

	Grou	Group		
	FY 2010	FY 2009		
	\$'000	\$'000		
Profit after taxation	22,349	20,339		
Exchange differences arising on translation of				
foreign operations	10	(1)		
Other comprehensive income (expense) for the year	10	(1)		
Total comprehensive income for the year	22,359	20,338		
Total comprehensive income attributable to:				
Shareholders of the Company	22,175	20,036		
Non-controlling interests	184	302		
	22,359	20,338		

## 6 STATEMENTS OF CHANGES IN EQUITY

Consolidated Statement of Changes in Equity for the year ended 31 December 2010:

			Grou	ıp		
	Attributa	ible to share	eholders of the C	ompany	Non- controlling interests	Total equity
	Share	Capital	Accumulated			
	capital	reserves	profits	Total		
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at 1 January 2009	30,056	3,096	34,366	67,518	1,749	69,267
Total comprehensive (expense) income						
for the year	-	(1)	20,037	20,036	302	20,338
Exercise of share options	240	(9)	-	231	-	231
Recognition of share-based payments	-	58	-	58	-	58
Payment of dividends	-	-	(8,603)	(8,603)	-	(8,603)
Payment of dividends to non-controlling						
interests	-	-	-	-	(520)	(520)
Balance at 31 December 2009	30,296	3,144	45,800	79,240	1,531	80,771
Total comprehensive income for the		40	00.405	00.475	404	00.050
year	4.050	10	22,165	22,175	184	22,359
Exercise of share options	1,059	(31)	-	1,028	-	1,028
Recognition of share-based payments	-	140	(40.500)	140	-	140
Payment of dividends	-	-	(10,593)	(10,593)	-	(10,593)
Payment of dividends to non-controlling					(2.2.7)	()
interests	-	-	-	-	(385)	(385)
Balance at 31 December 2010	31,355	3,263	57,372	91,990	1,330	93,320

Statement of Changes in Equity of the Company for the year ended 31 December 2010:

_	Company				
	Share capital	Capital reserves	Accumulated profits	Total equity	
	\$'000	\$'000	\$'000	\$'000	
Balance at 1 January 2009	30,056	3,126	17,144	50,326	
Total comprehensive income for the year	-	-	16,160	16,160	
Exercise of share options	240	(9)	-	231	
Recognition of share-based payments	-	58	-	58	
Payment of dividends	-	-	(8,603)	(8,603)	
Balance at 31 December 2009	30,296	3,175	24,701	58,172	
Total comprehensive income for the year	-	-	17,582	17,582	
Exercise of share options	1,059	(31)	-	1,028	
Recognition of share-based payments	-	140	-	140	
Payment of dividends	-	-	(10,593)	(10,593)	
Balance at 31 December 2010	31,355	3,284	31,690	66,329	

#### 7 CHANGES IN COMPANY'S SHARE CAPITAL

#### **Share Capital**

Since 30 September 2010, the Company issued 8,000 new ordinary shares following the exercise of share options under the 2001 VICOM Share Option Scheme.

As at 31 December 2010, the total number of issued shares was 86,358,000 (31 December 2009: 85,663,500).

#### Outstanding Shares - The 2001 VICOM Share Option Scheme

As at 31 December 2010, options to subscribe for 2,310,000 ordinary shares (31 December 2009: 2,181,500) remained outstanding under the 2001 VICOM Share Option Scheme.

#### 8 AUDIT

The financial statements have been audited in accordance with the Singapore Standards on Auditing.

#### 9 AUDITORS' REPORT

#### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF VICOM LTD

Report on the Financial Statements

We have audited the financial statements of VICOM Ltd (the "Company") and its subsidiaries (the "Group") which comprise the statements of financial position of the Group and the Company as at 31 December 2010, the income statement, comprehensive income statement, statement of changes in equity and cash flow statement of the Group and the statement of changes in equity of the Company for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act, Cap. 50 (the "Act") and Singapore Financial Reporting Standards and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair profit and loss accounts and balance sheets and to maintain accountability of assets.

## Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial statements that give a true and fair view in order to design audit procedures

that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Opinion

In our opinion, the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the state of affairs of the Group and of the Company as at 31 December 2010 and of the results, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiaries incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

Deloitte & Touche LLP Public Accountants and Certified Public Accountants Singapore

10 February 2011

## 10 ACCOUNTING POLICIES

The Group has applied accounting policies and methods of computation in the financial statements for the current reporting year consistent with those of the audited financial statements for the year ended 31 December 2009.

In the current financial year, the Group has adopted all the revised Financial Reporting Standards ("FRSs") that are relevant to its operations and effective for annual periods beginning on 1 January 2010. The adoption of these revised FRSs has no material effect on the amounts reported for the current or prior years.

#### 11 CHANGES IN ACCOUNTING POLICIES AND ESTIMATES

Not applicable.

# 12 GROUP EARNINGS PER ORDINARY SHARE AND GROUP EARNINGS BEFORE INTEREST, TAXATION, DEPRECIATION AND AMORTISATION (EBITDA)

## Earnings per ordinary share

	Group		
	FY 2010	FY 2009	
(i) Based on weighted average number of ordinary shares in issue - cents	25.76	23.41	
(ii) On a fully diluted basis (detailing any adjustments made to the earnings) - cents	25.59	23.33	

#### **EBITDA**

	Group	<b>o</b>
	FY 2010	FY 2009
(i) EBITDA (\$'000)	32,284	29,750
(ii) EBITDA margin (%)	38.4	38.2

#### 13 NET ASSET VALUE PER ORDINARY SHARE

	Group		Company	
	31 Dec 2010	31 Dec 2009	31 Dec 2010	31 Dec 2009
Net asset value per ordinary share based on issued share capital - cents	106.52	92.50	76.81	67.91

#### 14 REVIEW OF GROUP PERFORMANCE

#### **Performance Review**

#### Revenue

The Group's total revenue for 2010 was \$84.0 million, \$6.0 million or 7.7 % more than the year before due mainly to higher revenue from the core businesses of vehicle inspection and test & inspection services.

## **Operating Expenses**

The Group's operating expenses rose by about \$3.7 million or 6.9% in 2010 to \$57.1 million. This increase was due mainly to the higher expenses to generate the increased revenue and from the withdrawal of Jobs Credit, property tax and rental rebates.

#### **Operating Profit**

The Group's operating profit increased by \$2.3 million or 9.6% to \$26.9 million in 2010 due mainly to higher revenue.

Operating profit in 2010 for the vehicle inspection business and test & inspection services were higher by \$1.5 million and \$1.0 million respectively, mainly from the increase in revenue.

Group profit before tax for 2010 increased by \$2.4 million or 9.6% to \$27.1 million.

Taxation for the Group of \$4.7 million for 2010 was \$0.4 million higher due mainly to the higher profits.

Profit after tax attributable to shareholders of the Company for 2010 was \$22.2 million, which was 10.6% higher than the year before.

A breakdown by Business Segment is provided under item 19.

#### **Statement of Financial Position**

Total Equity increased by \$12.5 million from \$80.8 million as at 31 December 2009 to \$93.3 million as at 31 December 2010 due mainly to profits generated from operations, partially offset by dividend payments.

Total Assets increased by \$13.4 million to \$118.2 million as at 31 December 2010 due to an increase in Current Assets by \$7.7 million and Non-Current Assets by \$5.7 million. The increase in Current Assets was due mainly to the increases in Cash and Bank Balances by \$6.7 million and Other Receivables and Prepayments by \$0.6 million. This arose mainly from the GST receivable for the lump sum payment of the land lease renewal at Sin Ming. The renewal of the land lease for \$7.3 million was included in Vehicles, Premises and Equipment, resulting in an increase in Non-Current Assets.

Total Liabilities increased by \$0.9 million to \$24.9 million as at 31 December 2010 due to an increase in Current Liabilities by \$0.3 million and Non-Current Liability by \$0.6 million.

#### **Cash Flow**

The net cash inflow in 2010 was \$6.7 million after dividend payments.

# 15 ANY VARIANCE BETWEEN PROSPECT STATEMENT PREVIOUSLY DISCLOSED AND THE ACTUAL RESULTS

No forecast or prospect statement was previously disclosed.

#### 16 GROUP OUTLOOK

Given the current high cost of COE, the rate of vehicle de-registration for 2011 is expected to remain depressed, resulting in more vehicles being due for inspection.

The test & inspection business will continue to face competitive pressures.

#### 17 DIVIDEND

## (a) Current Financial Period Reported On

#### Proposed final dividend

Name of Dividend	Final	Special
Dividend Type	Cash	Cash
Dividend Amount per ordinary share	6.6 cents	3.2 cents
Tax Rate	Exempt one-tier	Exempt one-tier

## Declared interim dividend

Name of Dividend	Interim
Dividend Type	Cash
Dividend Amount per ordinary share	6.3 cents
Tax Rate	Exempt one-tier

#### (b) Corresponding Period of the Immediate Preceding Financial Year

#### Declared final dividend

Name of Dividend	Final
Dividend Type	Cash
Dividend Amount per ordinary share	6.0 cents
Tax Rate	Exempt one-tier

#### Declared interim dividend

Name of Dividend	Interim
Dividend Type	Cash
Dividend Amount per ordinary share	5.8 cents
Tax Rate	Exempt one-tier

## (c) Date payable

The Directors have proposed a tax-exempt one-tier final dividend of 6.6 cents per ordinary share and a tax-exempt one-tier special dividend of 3.2 cents per ordinary share. The final and special dividends, if approved by the shareholders at the Thirtieth Annual General Meeting of the Company to be held on 26 April 2011, will be payable on 13 May 2011.

#### (d) Books closure date

NOTICE IS HEREBY GIVEN that the Transfer Books and Register of Members of the Company will be closed on 4 May 2011 for the purposes of determining shareholders' entitlements to the proposed final and special dividends.

Duly completed and stamped transfers received by the Company's Share Registrars, B.A.C.S. Private Limited, 63 Cantonment Road, Singapore 089758 up to 5.00 p.m. on 3 May 2011 will be registered before shareholders' entitlements to the final and special dividends are determined.

Shareholders (being depositors) whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares as at 5.00 p.m. on 3 May 2011 will be entitled to the proposed final and special dividends.

## 18 IF NO DIVIDEND HAS BEEN DECLARED/RECOMMENDED, A STATEMENT TO THAT EFFECT

Not applicable.

## 19 SEGMENT INFORMATION

# **Business Segments**

<u>Group</u> 2010	Vehicle Inspection <u>Business</u> \$'000	Vehicle <u>Assessment</u> \$'000	Test & Inspection Services \$'000	Rental Income \$'000	Other Related <u>Business</u> \$'000	Elimination \$'000	<u>Total</u> \$'000
REVENUE	\$ 000	\$ 000	\$ 000	\$ 000	\$ 000	\$ 000	\$ 000
External sales Inter-segment sales Total	25,517 2 25,519	1,858 - 1,858	51,295 109 51,404	1,792 6,706 8,498	3,516 787 4,303	(7,604) (7,604)	83,978 - 83,978
RESULT							
Operating profit (loss) Net income from investments Interest income Share of loss in associate Profit before taxation	9,544	(354)	9,830	5,261	2,615	- -	26,896 26 162 27,084 (10) 27,074
Taxation Profit after taxation Non-controlling interests Profit attributable to shareholders of the Company						-	(4,725) 22,349 (184) 22,165
OTHER INFORMATION							
Additions to vehicles, premises and equipment Depreciation expense	8,071 2,396	12 10	2,672 2,771	-	255 211	- - -	11,010 5,388
ASSETS	OSITION						
Segment assets Goodwill Unallocated corporate assets Consolidated total assets	49,262 2,057	621 -	44,454 9,268	-	12,208	- - - -	106,545 11,325 315 118,185
LIABILITIES							
Segment liabilities Unallocated corporate liabilities Consolidated total liabilities	2,714	132	13,986	-	1,913		18,745 6,120 24,865

<u>Group</u> 2009	Vehicle Inspection <u>Business</u> \$'000	Vehicle <u>Assessment</u> \$'000	Test & Inspection <u>Services</u> \$'000	Rental Income \$'000	Other Related <u>Business</u> \$'000	Elimination \$'000	<u>Total</u> \$'000
REVENUE	<b>V</b> 555	<b>V</b> 555	<b>¥</b> ****	<b>+</b> • • • •	<b>V</b> 000	*****	<b>V</b> 000
External sales Inter-segment sales Total	23,042 2 23,044	2,105 - 2,105	47,686 108 47,794	1,729 6,416 8,145	3,391 722 4,113	(7,248) (7,248)	77,953 - 77,953
RESULT							
Operating profit (loss) Interest income Profit before taxation Taxation Profit after taxation Non-controlling interests Profit attributable to shareholders of the Company  OTHER INFORMATION	8,060	(198)	8,789	5,314	2,586	- - - -	24,551 149 24,700 (4,361) 20,339 (302) 20,037
Additions to vehicles, premises and equipment Depreciation expense	197 2,459	13 22	3,045 2,604	-	2,787 114	- 	6,042 5,199
ASSETS	Comon						
Segment assets Goodwill Unallocated corporate assets Consolidated total assets	42,827 2,057	987 -	39,798 9,268	-	9,527 -	- - -	93,139 11,325 315 104,779
LIABILITIES							
Segment liabilities Unallocated corporate liabilities Consolidated total liabilities	2,708	144	13,952	-	1,903	- - -	18,707 5,301 24,008

Certain comparative figures have been reclassified to conform to current year's presentation.

## Geographical segmental information for FY 2010

Please refer to item 14 for commentaries relating to changes in performance of business segment.

The Group operates predominantly in Singapore.

#### 20 BREAKDOWN OF REVENUE

	Group	Group	
	2010	2009	Increase/(decrease)
	\$'000	\$'000	%
Revenue reported for first half year	41,418	38,567	7.4
Operating profit after tax before			
deducting non-controlling interests			
reported for first half year	10,956	10,133	8.1
Revenue reported for second half			
year	42,560	39,386	8.1
Operating profit after tax before			
deducting non-controlling interests			
reported for second half year	11,393	10,206	11.6

## 21 BREAKDOWN OF TOTAL ANNUAL DIVIDEND (IN DOLLAR VALUE)

	FY 2010	FY 2009
	\$'000	\$'000
Ordinary shares (tax-exempt one-tier)		
,	F 400	4 000
- Interim	5,439	4,966
- Final (proposed)	5,700	5,154
- Special (proposed)	2,763	0
Total:	13,902	10,120

## 22 INTERESTED PERSON TRANSACTIONS

There is no Shareholders' mandate for interested person transactions pursuant to Rule 920 of the Listing Manual.

#### BY ORDER OF THE BOARD

Chan Wan Tak, Wendy Company Secretary

10 February 2011