Hiap Hoe Limited
(Registration No. : 199400676Z)

UNAUDITED FINANCIAL STATEMENTS FOR THE THIRD QUARTER ENDED 30 SEPTEMBER 2014

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

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

	The Group					
	3 months ended			9 months ended		
	30-Sep-14 $'000	30-Sep-13 $'000	%	30-Sep-14 $'000	30-Sep-13 $'000	%
Revenue	58,002	81,095	(28.5)	117,014	191,744	(39.0)
Cost of sales	(18,512)	(42,985)	(56.9)	(40,531)	(101,390)	(60.0)
Gross profit	39,490	38,110	3.6	76,483	90,354	(15.4)
Other items of income						
Other income	(3,743)	3,390	(210.4)	3,030	3,976	(23.8)
Financial income	179	163	9.8	670	423	58.4
Negative goodwill arising from acquisitions	-	-	-	147,544	-	NM
Gain on remeasurement of investment in joint venture company to fair value upon business combination achieved in stages	-	-	-	200,353	-	NM
Other items of expenses						
Distribution and selling expenses	(540)	(833)	(35.2)	(1,035)	(2,892)	(64.2)
Administrative expenses	(22,936)	(2,099)	992.7	(51,402)	(5,568)	823.2
Other expenses	(4,955)	(178)	2,683.7	(5,591)	(575)	872.3
Financial expenses	(2,871)	(634)	352.8	(11,992)	(1,680)	613.8
Share of results of joint venture	-	813	(100.0)	(2)	1,749	(100.1)
Profit before tax	4,624	38,732	(88.1)	358,058	85,787	317.4
Income tax expense	(4,040)	(5,783)	(30.1)	(8,954)	(14,049)	(36.3)
Net profit for the period	584	32,949	(98.2)	349,104	71,738	386.6
Attributable to :						
Owners of the Company	581	33,269	(98.3)	349,254	72,785	379.8
Non-controlling interests	3	(320)	(100.9)	(150)	(1,046)	(85.7)
Total	584	32,949		349,104	71,739	

Statement of Comprehensive Income for the Group for the Third Quarter ended 30 September 2014

	The Group			
	3 months ended		9 months ended	
	30-Sep-14	30-Sep-13	30-Sep-14	30-Sep-13
	$'000	$'000	$'000	$'000
Profit for the period	584	32,949	349,104	71,738
Foreign currency translation	(4,420)	-	(643)	-
Fair value gain on net Investment hedge	(3,210)	-	(934)	-
Total other comprehensive income	(7,046)	32,949	347,527	71,738
Total comprehensive (loss)/ income for the period	(7,046)	32,949	347,527	71,738
Attributable to :				
Owners of the Company	(7,049)	33,269	347,677	72,785
Non-controlling interests	3	(320)	(150)	(1,046)
Total comprehensive (loss)/ income for the period	(7,046)	32,949	347,527	71,739

Additional Information

The Group's profit before tax is arrived after charging/(crediting) :

	The Group					
	3 months ended			9 months ended		
	30-Sep-14	30-Sep-13		30-Sep-14	30-Sep-13	
	$'000	$'000	%	$'000	$'000	%
Depreciation of property, plant and equipment	2,689	46	57.5	8,505	176	47.3
Depreciation of investment properties	3,413	-	NM	5,204	-	NM
(Profit)/Loss on disposal of property, plant and equipment	(65)	-	NM	5	-	NM
Property, plant and equipment written off	1	-	NM	6	-	NM
Profit on disposal of quoted investment	-	-	-	(88)	-	NM
Amortisation of transaction costs	28	-	NM	82	-	NM
Dividend income, gross	(254)	(37)	5.9	(718)	(56)	11.8
Fair value (gain) / loss on financial instruments - unquoted investments held for trading	(4)	12	(1.3)	(147)	244	(1.6)
Fair value loss/ (gain) on financial instruments - quoted investments held for trading	5,061	(2,925)	(2.7)	4,807	(2,766)	(2.7)
Fair value change in derivatives instruments	(2,669)	-	NM	(1,105)	-	NM
Bad debts	4	-	NM	12	-	NM

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.

	The Group		The Company	
	30-Sep-14	31-Dec-13	30-Sep-14	31-Dec-13
	$'000	$'000	$'000	$'000
Non-Current Assets				
Property, plant and equipment	712,684	29,642	118	154
Investment properties	320,893	137,906	-	-
Investment in subsidiaries	-	-	160,952	163,700
Investments in joint ventures	-	6,729	-	-
Trade and other receivables	50	16	-	-
Deferred tax assets	352	356	-	-
	1,033,979	174,649	161,070	163,854
Current Assets				
Cash and short-term deposits	76,939	115,932	31,677	33,342
Other investments [1]	33,223	24,640	-	-
Trade and other receivables	132,525	12,202	-	-
Other assets	1,410	10,352	1	1
Prepaid operating expenses	1,619	613	17	8
Derivatives assets	1,742	934	-	-
Due from subsidiaries (trade)	-	-	1,640	1,139
Due from subsidiaries (non-trade)	-	-	347,656	267,793
Due from related companies (trade)	30	622	-	-
Due from joint ventures (trade)	135	12,202	5	166
Due from joint ventures (non-trade)	-	1,951	-	1,915
Due from an associate (non-trade)	-	3	-	3
Development properties	89,596	254,972	-	-
Properties held for sale	313,910	217,882	-	-
Inventories	2,147	-	-	-
	653,276	652,305	380,996	304,367
Current Liabilities				
Trade and other payables	13,249	16,278	16	101
Other liabilities	31,567	28,355	622	2,351
Derivatives liabilities	1,086	515	-	-
Due to subsidiaries (non-trade)	-	-	150,297	68,503
Due to related companies (trade)	528	346	-	-
Due to related companies (non-trade)	19	42,075	-	1
Due to joint venture (non-trade)	-	130	-	-
Interest-bearing loans and borrowings	323,890	147,930	-	-
Tax payable	18,056	10,224	66	144
	388,395	245,853	151,001	71,100
Net Current Assets	**264,881**	**406,452**	**229,995**	**233,267**
Non-Current Liabilities				
Trade and other payables	1,833	1,946	-	-
Other liabilities	-	1,643	-	-
Interest-bearing loans and borrowings	369,916	70,300	-	-
Other financial liabilities [2]	114,772	114,689	114,772	114,689
Deferred taxation	91,425	19,653	-	-
	577,946	208,231	114,772	114,689
Net Assets	**720,914**	**372,870**	**276,293**	**282,432**
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY				
Share capital	84,445	84,445	84,445	84,445
Treasury shares	(1,101)	(1,101)	(1,101)	(1,101)
Reserves	633,282	291,192	192,949	199,088
	716,626	374,536	276,293	282,432
Non-controlling Interests	4,288	(1,666)	-	-
Total Equity	**720,914**	**372,870**	**276,293**	**282,432**

Notes to the statement of financial position of the Group:

(1) This included short-term commercial papers and quoted investments.

(2) Other financial liabilities comprised Fixed Rate Notes of $115m issued from $500m Multicurrency Medium Term Notes Programme due in 2016, net of issuance costs.

1(b)(ii) Aggregate amount of Group's borrowings and debts securities.

- **Amount repayable in one year or less, or on demand**

As at 30 Sep 14		As at 31 Dec 13	
Secured $'000	Unsecured $'000	Secured $'000	Unsecured $'000
323,890	-	147,930	1,766

- **Amount repayable after one year**

As at 30 Sep 14		As at 31 Dec 13	
Secured $'000	Unsecured (1) $'000	Secured $'000	Unsecured (1) $'000
369,916	114,772	70,300	114,689

Details of any collateral

The above borrowings are from financial institutions and are secured by the following:

1) legal mortgages on the Group's property, plant and equipment, investment properties and properties held for sale;
2) first legal mortgage over development properties;
3) first legal assignment of all rights and benefits under sales & purchase agreements and / or tenancy agreements;
4) assignment of proceeds of the Project Accounts and the rental account maintained with the bank;
5) the building contracts of the certain development properties;
6) assignment of all insurance policies for certain development properties;
7) deed of subordination to subordinate all loans and advances from the Company to the facilities; and
8) corporate guarantees given by the Group.

Notes:

(1) Unsecured borrowings repayable after one year refers to the drawdown of $115m from $500m Multicurrency Medium Term Notes Programme due in 2016, net of issuance costs.

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

	The Group			
	3 months ended		9 months ended	
	30-Sep-14	30-Sep-13	30-Sep-14	30-Sep-13
	$'000	$'000	$'000	$'000
Cash flows from operating activities				
(Loss)/profit before tax	4,624	38,732	358,058	85,787
Adjustments for:				
Translation difference	(8,208)	-	(11,463)	-
Depreciation of property, plant and equipment	2,689	46	8,505	176
Depreciation of investment properties	3,413	-	5,204	-
Amortisation of transaction costs	28	-	82	-
Loss on disposal of property, plant and equipment	(65)	-	5	5
Profit on disposal of quoted investment	-	-	(88)	-
Property, plant and equipment written off	1	-	6	-
Interest expense	2,871	634	11,992	1,680
Interest income	(179)	(163)	(670)	(423)
Dividend income from quoted investments	(254)	(38)	(718)	(56)
Fair value (gain)/loss on financial instruments - quoted investments held for trading	5,061	(2,925)	4,807	(2,766)
Fair value (gain)/loss on financial instruments - unquoted investments held for trading	(4)	17	(147)	249
Share of joint ventures' results	-	(813)	2	(1,749)
Negative goodwill arising from acquisitions	-	-	(147,544)	-
Gain on remeasurement of investment in joint venture company to fair value upon business combination achieved in stages	-	-	(200,353)	-
Operating cash flows before changes in working capital	**9,977**	**35,490**	**27,678**	**82,903**
Changes in working capital				
(Increase) / decrease in :				
Development properties	125,089	(11,464)	108,000	(26,937)
Properties held for sale	-	20,312	1,812	42,936
Inventories	(2)	-	(2)	-
Trade and other receivables	(122,683)	4,693	(116,196)	(11,144)
Other assets	63	(71,904)	10,193	(71,819)
Prepaid operating expenses	(816)	-	(717)	(25)
Due from associate (non-trade)	-	-	43,145	-
Due from related company (trade)	-	(26)	593	(57)
Due from related company (non-trade)	8	-	9	2
Due from a joint venture (trade)	-	3,536	15,967	(15,828)
Due from a joint ventures (non-trade)	-	(835)	9,068	(766)
Due from a hotel operators (other)	-	-	194	-
Increase / (decrease) in :				
Trade and other payables	1,499	(3,772)	(7,204)	(2,490)
Other liabilities	(3,379)	(4,897)	(8,327)	5,120
Due to a joint venture (non-trade)	-	(942)	(48,305)	(3,399)
Due to related companies (trade)	211	(185)	(16,133)	(512)
Due to related companies (non-trade)	11	8	(127)	8
	9,978	**(29,986)**	**19,648**	**(2,008)**
Income tax paid	(7,261)	(3,275)	(14,459)	(7,708)
Net cash flows generated from operating activities	**2,717**	**(33,261)**	**5,189**	**(9,716)**
Cash flows from investing activities				
Interest income received	179	163	670	353
Dividend income received	254	37	718	56
Repayment of loan from / (Loan to) joint ventures	-	-	-	(1,117)
Proceeds from disposal of investment properties	2	-	2	3,520
Proceeds from disposal of quoted investments	-	-	276	-
Purchase of property, plant and equipment	-	(7)	(1,442)	(321)
Purchase of investment properties	-	-	(105,721)	-
Purchase of quoted investments	(2,245)	(16,457)	(2,605)	(17,511)
Purchase of unquoted investments	-	-	-	(2,005)
Net cash outflow on acquisitions of subsidiaries (1)	-	-	(197,216)	-
Net cash flows used in investing activities	**(1,810)**	**(16,264)**	**(305,318)**	**(17,025)**

	The Group			
	3 months ended		9 months ended	
	30-Sep-14	30-Sep-13	30-Sep-14	30-Sep-13
	$'000	$'000	$'000	$'000
Cash flow from financing activities				
Interest paid	(6,408)	(658)	(12,820)	(1,909)
Proceeds from loans and borrowings	412,590	22,397	703,157	55,397
Proceeds from other financial liabilities	-	40,000	-	40,000
Repayment of bank borrowings	(402,150)	-	(425,387)	(60,123)
Repayment of lease obligations	(8)	(57)	(50)	(19)
Loan from /(Repayment of loan to) joint venture partner	-	-	-	-
Loan from /(Repayment of loan to) related companies	-	384	-	8,944
Dividend paid	-	(5,646)	(3,764)	(7,991)
Net cash flows generated from / (used in) financing activities	**4,024**	**56,420**	**261,136**	**34,299**
Net (decrease)/increase in cash and cash equivalents	**4,931**	**6,895**	**(38,993)**	**7,558**
Cash and cash equivalents at beginning of period	**72,008**	**21,263**	**115,932**	**20,600**
Cash and cash equivalents at end of period	**76,939**	**28,158**	**76,939**	**28,158**
Cash and bank balances	57,847	11,858	57,847	11,858
Fixed deposits	19,092	16,300	19,092	16,300
	76,939	28,158	76,939	28,158

Notes to the consolidated statement of cash flows of the Group:

(1) Acquisitions of subsidiaries and joint ventures

The fair value of the identifiable assets and liabilities of SuperBowl, Goodluck View and HH Properties Pte Ltd ("HHP") as at the acquisition date on 28 February 2014 were:

	Fair value of identifiable assets and liabilities $'000
Cash and cash equivalents	39,473
Trade and other receivables	54,118
Inventories	2,145
Other current assets	1,548
Other investments	10,799
Property, plant and equipment	722,826
Investment properties	87,750
Other non-current assets	38
Total assets	918,697
Trade and other payables	34,819
Current income tax liabilities	2,085
Deferred income tax liabilities	83,621
Interest-bearing loans and borrowings	197,785
Total liabilities	318,310
Identifiable net assets acquired	600,387
Fair value of equity interest in GLV held by the Group immediately before the acquisition	(6,728)
Negative goodwill arising from acquisition	(147,544)
Gain on remeasurement of investment in joint venture company to fair value upon business combination achieved in stages	(200,353)
Fair value of consideration	245,762
Fair value of non-controlling interest	(1,619)
Acquisition date fair value	244,143
Unpaid portion of purchase consideration	(7,454)
Cash consideration paid	236,689
Cash and cash equivalents in subsidiaries acquired	(39,473)
Net cash outflow on acquisitions	197,216

1(d)(i) **A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.**

Statement of changes in equity for the period from 1 July 2014 to 30 September 2014 and 1 July 2013 to 30 September 2013

The Group	Attributable to equity holders of the Company												
	Share capital $'000	Treasury shares $'000	Accumulated profits $'000	Dividend reserve $'000	Capital reserve $'000	Foreign currency reserve $'000	Hedging reserve $'000	Gain on reissuance of treasury shares $'000	Other reserve $'000	Total reserves $'000	Total $'000	Non-controlling interests $'000	Total equity $'000
At 1 July 2014	84,445	(1,101)	646,742	-	(7,672)	(178)	3,210	52	(1,823)	640,331	723,675	4,285	727,960
Loss for the period	-	-	581	-	-	-	-	-	-	581	581	3	584
Fair Value gain on net investment hedge	-	-	-	-	-	-	(3,210)	-	-	(3,210)	(3,210)	-	(3,210)
Foreign currency translation	-	-	-	-	-	(4,420)	-	-	-	(4,420)	(4,420)	-	(4,420)
Other Comprehensive Income net of tax	-	-	-	-	-	(4,420)	(3,210)	-	-	(7,630)	(7,630)	-	(7,630)
Total comprehensive income for the period	-	-	581	-	-	(4,420)	(3,210)	-	-	(7,049)	(7,049)	3	(7,046)
Contributions by and distributions to owners													
Dividends on ordinary shares	-	-	-	-	-	-	-	-	-	-	-	-	-
Premium for acquisition of non-controlling interest	-	-	-	-	-	-	-	-	-	-	-	-	-
Non-controlling interest's share of acquiree's net tangible assets	-	-	-	-	-	-	-	-	-	-	-	-	-
Total contributions by and distributions to owners	-	-	-	-	-	-	-	-	-	-	-	-	-
At 30 September 2014	84,445	(1,101)	647,323	-	(7,672)	(4,598)	-	52	(1,823)	633,282	716,626	4,288	720,914
At 1 July 2013	84,445	(1,101)	261,392	5,647	(7,671)	-	-	52	-	259,420	342,764	(1,000)	341,764
Profit for the period	-	-	33,269	-	-	-	-	-	-	33,269	33,269	(320)	32,949
Fair Value gain on net investment hedge	-	-	-	-	-	-	-	-	-	-	-	-	-
Foreign currency translation	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Comprehensive Income net of tax	-	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income for the period	-	-	33,269	-	-	-	-	-	-	33,269	33,269	(320)	32,949
Contributions by and distributions to owners													
Dividends on ordinary shares	-	-	1	(5,647)	-	-	-	-	-	(5,646)	(5,646)	-	(5,646)
Transfer from unappropriated profit to dividend reserve	-	-	-	-	-	-	-	-	-	-	-	-	-
Total contributions by and distributions to owners	-	-	1	(5,647)	-	-	-	-	-	(5,646)	(5,646)	-	(5,646)
At 30 September 2013	84,445	(1,101)	294,662	-	(7,671)	-	-	52	-	287,043	370,387	(1,320)	369,067

Statement of changes in equity for the period from 1 January 2014 to 30 September 2014 and 1 January 2013 to 30 September 2013

The Group	Attributable to equity holders of the Company												
	Share capital $'000	Treasury shares $'000	Accumulated profits $'000	Dividend reserve $'000	Capital reserve $'000	Foreign currency reserve $'000	Hedging reserve $'000	Gain on reissuance of treasury shares $'000	Other reserve $'000	Total reserves $'000	Total $'000	Non-controlling interests $'000	Total equity $'000
At 1 January 2014	84,445	(1,101)	298,069	3,764	(7,672)	(3,955)	934	52	-	291,192	374,536	(1,666)	372,870
Profit for the period	-	-	349,254	-	-	-	-	-	-	349,254	349,254	(150)	349,104
Fair Value gain on net investment hedge	-	-	-	-	-	-	(934)	-	-	(934)	(934)	-	(934)
Foreign currency translation	-	-	-	-	-	(643)	-	-	-	(643)	(643)	-	(643)
Other Comprehensive Income net of tax	-	-	-	-	-	(643)	(934)	-	-	(1,577)	(1,577)	-	(1,577)
Total comprehensive income for the period	-	-	349,254	-	-	(643)	(934)	-	-	347,677	347,677	(150)	347,527
Contributions by and distributions to owners													
Dividends on ordinary shares	-	-	-	(3,764)	-	-	-	-	-	(3,764)	(3,764)	-	(3,764)
Premium for acquisition of non-controlling interest	-	-	-	-	-	-	-	-	(1,823)	(1,823)	(1,823)	1,835	12
Transfer from unappropriated profit to dividend reserve	-	-	-	-	-	-	-	-	-	-	-	-	-
Non-controlling interest's share of acquiree's net tangible assets	-	-	-	-	-	-	-	-	-	-	-	4,269	4,269
Total contributions by and distributions to owners	-	-	-	(3,764)	-	-	-	-	(1,823)	(5,587)	(5,587)	6,104	517
At 30 September 2014	84,445	(1,101)	647,323	-	(7,672)	(4,598)	-	52	(1,823)	633,282	716,626	4,288	720,914
At 1 January 2013	84,445	(1,101)	227,516	2,353	(7,671)	-	-	52	-	222,250	305,594	(274)	305,320
Profit for the period	-	-	72,785	-	-	-	-	-	-	72,785	72,785	(1,046)	71,739
Fair Value gain on net investment hedge	-	-	-	-	-	-	-	-	-	-	-	-	-
Foreign currency translation	-	-	-	-	-	-	-	-	-	-	-		-
Other Comprehensive Income net of tax	-	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income for the period	-	-	72,785	-	-	-	-	-	-	72,785	72,785	(1,046)	71,739
Contributions by and distributions to owners													
Dividends on ordinary shares	-	-	8	(8,000)	-	-	-	-	-	(7,992)	(7,992)	-	(7,992)
Transfer from unappropriated profit to dividend reserve	-	-	(5,647)	5,647	-	-	-	-	-	-	-	-	-
Total contributions by and distributions to owners	-	-	(5,639)	(2,353)	-	-	-	-	-	(7,992)	(7,992)	-	(7,992)
At 30 September 2013	84,445	(1,101)	294,662	-	(7,671)	-	-	52	-	287,043	370,387	(1,320)	369,067

Statement of changes in equity for the period from 1 July 2014 to 30 September 2014 and 1 July 2013 to 30 September 2013

The Company	Share capital $'000	Treasury shares $'000	Accumulated profits $'000	Dividend reserve $'000	Gain on reissuance of treasury shares $'000	Total reserves $'000	Total equity $'000
At 1 July 2014	84,445	(1,101)	192,831	-	52	192,883	276,227
Loss for the period	-	-	66	-	-	66	66
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income for the period	-	-	66	-	-	66	66
Contributions by and distributions to owners							
Transfer from unappropriated profits to dividend reserve	-	-	-	-	-	-	-
Dividends on ordinary shares	-	-	-	-	-	-	-
Total contributions by and distribution to owners	-	-	-	-	-	-	-
At 30 September 2014	84,445	(1,101)	192,897	-	52	192,949	276,293
At 1 July 2013	84,445	(1,101)	76,983	5,647	52	82,682	166,026
Loss for the period	-	-	(337)	-	-	(337)	(337)
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income for the period	-	-	(337)	-	-	(337)	(337)
Contributions by and distributions to owners							
Transfer from unappropriated profits to dividend reserve	-	-	-	-	-	-	-
Dividends on ordinary shares	-	-	1	(5,647)	-	(5,646)	(5,646)
Total contributions by and distribution to owners	-	-	1	(5,647)	-	(5,646)	(5,646)
At 30 September 2013	84,445	(1,101)	76,647	-	52	76,699	160,043

Statement of changes in equity for the period from 1 January 2014 to 30 September 2014 and 1 January 2013 to 30 September 2013

The Company	Share capital $'000	Treasury shares $'000	Accumulated profits $'000	Dividend reserve $'000	Gain on reissuance of treasury shares $'000	Total reserves $'000	Total equity $'000
At 1 January 2014	84,445	(1,101)	195,271	3,765	52	199,088	282,432
Loss for the period	-	-	(2,374)	-	-	(2,374)	(2,374)
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income for the period	-	-	(2,374)	-	-	(2,374)	(2,374)
Contributions by and distributions to owners							
Transfer from unappropriated profits to dividend reserve	-	-	-	-	-	-	-
Dividends on ordinary shares	-	-	-	(3,765)	-	(3,765)	(3,765)
Total contributions by and distribution to owners	-	-	-	(3,765)	-	(3,765)	(3,765)
At 30 September 2014	84,445	(1,101)	192,897	-	52	192,949	276,293
At 1 January 2013	84,445	(1,101)	82,751	2,353	52	85,156	168,500
Loss for the period	-	-	(465)	-	-	(465)	(465)
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income for the period	-	-	(465)	-	-	(465)	(465)
Contributions by and distributions to owners							
Transfer from unappropriated profits to dividend reserve	-	-	(5,647)	5,647	-	-	-
Dividends on ordinary shares	-	-	8	(8,000)	-	(7,992)	(7,992)
Total contributions by and distribution to owners	-	-	(5,639)	(2,353)	-	(7,992)	(7,992)
At 30 September 2013	84,445	(1,101)	76,647	-	52	76,699	160,043

1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or 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.

Ordinary Shares (excluding Treasury Shares)

	Number of Ordinary Shares
Balance at 1 July and 30 September	470,557,541

Treasury Shares

	Number of Treasury Shares
Balance at 1 July and 30 September	3,999,850

During the period ended 30 September 2014, there was no change to the issued share capital of the Company.

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.

The number of issued shares as at 30 September 2014 is 470,557,541 (31 December 2013: 470,557,541).

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.

Except as disclosed in Note 5, the Group and the Company have adopted the same accounting policies and methods of computation for the current financial period as those for the financial year ended 31 December 2013.

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.**

In the current financial period, the Group and the Company adopted the new Financial Reporting Standards ("FRS") and Amendments to FRS that are effective for annual periods beginning on or after 1 January 2014.

The adoption of the new FRSs and Amendments to FRSs did not result in any substantial change to the Group and the Company's accounting policies nor any material impact on the financial statements of the Group.

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.**

	The Group			
	3 months ended		9 months ended	
	30-Sep-14	30-Sep-13	30-Sep-14	30-Sep-13
Earnings per share (cents)				
Basic (1)	0.12	7.07	74.22	15.47
Diluted (1)	0.12	7.07	74.22	15.47
Weighted average number of shares				
Basic	470,557,541	470,557,541	470,557,541	470,557,541
Diluted	470,557,541	470,557,541	470,557,541	470,557,541

Earnings per share is calculated based on the net profit attributable to ordinary shareholders divided by the weighted average number of shares.

Notes:
(1) The increase for 9M2014 was mainly due to the following:
- Negative goodwill arising from the acquisition of SuperBowl. The negative goodwill was the excess of net acquisition-date amounts of the identifiable fair value assets acquired and the liabilities assumed over the amount of consideration transferred. (refer to note 1 on page 1)
- The Group recognised a gain of $200.4m as a result of measuring at fair value its 50% equity interest in HHP held before the business combination. (refer to note 2 on page 1)

7. **Net asset value (for the issuer and group) per ordinary share based on issued share capital of the issuer at the end of the:-**

(a) current financial period reported on; and
(b) immediately preceding financial year

	The Group		The Company	
	30-Sep-14	31-Dec-13	30-Sep-14	31-Dec-13
Net assets value per share (cents) (1)	152.29	79.59	58.72	60.02
Net assets value per share is calculated based on:				
Based on number of shares	470,557,541	470,557,541	470,557,541	470,557,541

Net assets value per share is calculated based on the equity attributable to the equity holders of the parent excluding the non-controlling interests divided by the number of shares excluding treasury shares.

Notes:
(1) The increase was mainly due to the net assets acquired in connection with the acquisition of SuperBowl.

8. **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.

Consolidated Income Statement – third quarter ended 30 September 2014 ("3Q2014") performance

Revenue

	3 months ended 30-Sep-14		3 months ended 30-Sep-13		
	$'000	%	$'000	%	%
Development properties	34,480	59.4	81,095	100.0	(57.5)
Rental	9,890	17.1	-	-	NM
Hotel operations	11,375	19.6	-	-	NM
Leisure business	2,257	3.9	-	-	NM
	58,002	100.0	81,095	100.0	(28.5)

The Group recorded revenue of $58m in 3Q2014, a 28.5% decrease from $81m recorded in 3Q2013.

Sales income from development properties decreased by nearly $46.6m (58%) due to certain revenues recognised in 3Q2013 which did not recur in 3Q2014. This relates to sales revenue of $38m from residential projects, *Signature at Lewis* and *Skyline 360° at St Thomas Walk.* On a quarter to quarter comparison, the sales revenue from *Waterscape at Cavenagh* was lower by $8.6m in 3Q2014.

The above decrease was offset by the increase of $5.7m rental revenue generated from the investment properties in Australia which were acquired in 4Q2013 and 2Q2014, and from SuperBowl: $4.2m rental revenue, $11.4m from hotel operations and $2.5m revenue from leisure business.

Net Profit Before Tax

Net profit before tax decreased to $4.6m for 3Q2014, as compared to $38.7m in 3Q2013. This was mainly due to lower revenue and other income coupled with increases in administrative expenses, other expenses and financial expenses.

The decrease in other income was mainly due to the unrealised loss on foreign exchange which arose from the weakening of the Australian Dollar against the Singapore Dollar.

Financial income was slightly higher for 3Q2014 as compared to 3Q2013 due to more funds placed in commercial papers and fixed deposits.

Distribution and selling expenses for 3Q2014 reduced by nearly $0.3m due to higher commission incurred in 3Q2013 for the sale of units at *Skyline 360° at St Thomas Walk.*

Administrative expenses for 3Q2014 soared by $20.8m as compared to 3Q2013. This was due to an increase in administrative expenses of $12.5m associated with the acquisition of SuperBowl, additional depreciation of $0.8m for the investment properties in Australia, and a provision of $7.5m for stamp duty in relation to the sale of residential property units to a related company to be leased out.

Other expenses of nearly $5m for 3Q2014 arose from negative fair valuation of the Group's investment in Ley Choon Group Holdings.

Financial expenses were higher than 3Q2013 due to interest expenses on the fixed rate notes as well as increase in bank borrowings.

Tax Expenses

Group taxation of $4m resulted mainly from the progressive revenue recognition for *Waterscape at Cavenagh*. This was slightly lower than 3Q2013 which included tax provisions for both *Waterscape at Cavenagh* and *Skyline 360° at St Thomas Walk*.

Consolidated Income Statement –ended 30 September 2014 performance

Revenue

	9 months ended 30-Sep-14 $'000	%	9 months ended 30-Sep-13 $'000	%	%
Development properties	62,033	53.0	191,744	100.0	(67.6)
Rental	24,749	21.2	-	-	NM
Hotel operations	24,526	21.0	-	-	NM
Leisure business	5,706	4.8	-	-	NM
	117,014	100.0	191,744	100.0	(39.0)

The Group recorded revenue of $117.0m for the nine months ended 30 September 2014 ("9M2014"), a 39% decrease from $192m recorded in the previous corresponding period ended 30 September 2013 ("9M2013").

The decrease was mainly due to the lower sales revenue from sale of residential properties. 9M2013 included sales revenue from *Waterscape at Cavenagh*, *Skyline 360° at St Thomas Walk* and *Signature at Lewis*, while the period ended 9M2014 was attributed to sales from *Waterscape at Cavenagh*.

The above decrease was offset by the increase of $14.8m rental revenue generated from the investment properties in Australia which were acquired in 4Q2013 and 2Q2014, and from SuperBowl: $9.8m rental revenue, $24.5m from hotel operations and $5.7m revenue from leisure business.

Net Profit Before Tax

Net profit before tax increased to $358.1m for 9M2014, as compared to $85.8m in 9M2013. This was mainly due to income of $347.9m from negative goodwill and gain on remeasurement, partially offset by increases in administrative expenses, other expenses and financial expenses.

Other income was slightly lower than 9M2013 due to unrealised foreign exchange loss recorded in 3Q2014.

Financial income was higher as compared to 9M2013 due to more funds placed in commercial papers and fixed deposits.

Following the acquisition of SuperBowl on 28 February 2014, the Group recognised a negative goodwill of $147.5m, and a gain of $200.4m on remeasurement of investment in HHP as a result of measuring at fair value its 50% equity interest in HHP held before the business combination.

The decrease in distribution and selling expenses of 64% was in line with the decrease in sales of development properties and project income.

The Group's administrative expenses for 9M2014 soared by $45.8m as compared to 9M2013. This increase resulted from a few factors:

- Acquisition of Superbowl which resulted in additional administrative expenses of approximately $27.8m.
- Stamp duty of $5.5m incurred on the acquisition of an investment property at Stirling Street, Australia.
- Acquisition of investment properties in Australia in Q4 of 2013 and April 2014, which gave rise to additional administrative expenses of $5m, mainly for depreciation and bank loan fees and interest.
- Provision for stamp duty of approximately $7.5m in relation to the sale of residential property units to a related company to be leased out.

Other expenses went up by $5m as compared to 9M2013 due to negative fair valuation of the Group's investment in Ley Choon Group Holdings.

The Group recorded an increase in financial expenses to $12m for 9M2014 as compared to $1.7m for 9M2013, primarily due to interest expenses on the fixed rate notes and increase in bank borrowings.

Tax Expenses

The lower tax expense for 9M2014 was in line with the decrease in sales revenue as compared to 9M2013.

Consolidated Statement of Financial Position as at 30 September 2014

Non-current assets

The increase in non-current assets of $859m from $175m as at 31 December 2013 to $1,034m as at 30 September 2014 was mainly attributed to:

- Increase in property, plant and equipment of $722m due to property, plant and equipment acquired in connection with the acquisition of SuperBowl.
- Increase in investment properties of $87.7m due to investment properties acquired in connection with the acquisition of SuperBowl, plus fair value adjustment.
- Increase in investment properties of $100m associated with the acquisition of an investment property at Stirling Street, Australia.
- Reclassification of $55.8m of investment properties under SuperBowl to current assets under properties held for sale.

Current assets

Current assets remained relatively unchanged as at 30 September 2014 as compared to 31 December 2013.

The decrease of $165m in development properties, mainly for *Waterscape at Cavenagh*, were offset by increases in trade receivables and properties held for sale, based on the progressive revenue recognition process.

The reclassification of $55.8m from investment properties to properties held for sale, was also offset by a lower cash balance due to acquisitions made in 2014, as well as a decrease of $14m in amounts due from joint ventures.

Current liabilities

Current liabilities increased by approximately $143m due to an increase in bank borrowings used to fund the acquisition of SuperBowl.

Non-current liabilities

Non-current liabilities increased by approximately $370m primarily due to an increase of $300m in bank borrowings, of which $120m was used to fund the acquisitions of investment properties in Australia. The remaining $180m is a long term loan secured against the integrated development at Zhongshan Park.

Deferred taxation increased by $72m mainly due to recognition of profits on *Waterscape at Cavenagh* units sold prior to its Temporary Occupation Permit being obtained and the deferred tax on the surplus value of property, plant and equipment.

Consolidated Statement of Cash Flows Position as at 30 September 2014

The Group recorded net cash of $2.7m and $5.2m from operating activities for 3Q2014 and 9M2014 respectively.

Net cash used in investing activities amounted to $305.3m for 9M2014 mainly due to the acquisition of SuperBowl and a new investment property in Stirling Street, Australia.

The Group recorded net cash generated from financing activities of $261m in 9M2014 mainly due to proceeds from the bank borrowings of $703m, offset by repayment of bank borrowings of $425m.

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

The results for the current period ended 30 September 2014 are in line with the commentary in part 10 of our previous second quarter ended 30 June 2014 results announcement released on 18 August 2014.

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.

Singapore Property Market

The market sentiments for property industry continue to show weakness in terms of consumer demand and pricing. Prices for private residential properties dropped by 0.7% in 3Q2014 following a 1% drop in 2Q2014.

As part of the Group's strategy to address the weakening property market, some unsold residential units at *Skyline 360° at St Thomas Walk* and *Signature at Lewis* have been transferred to HH Residences ("HHR") to be leased out. Out of the five vacant Skyline units transferred to HHR, three have since been rented out, generating a recurring income stream.

On the industrial development front, the Group's industrial project, HH @ Kallang, is expected to receive its temporary occupancy permit by end of 2015. The sales prices for industrial properties fell by 0.9% in 3Q2014.

Hospitality Industry

Based on the Q2 2014 report published by Singapore Tourism Board, tourism receipts for 1H2014 grew 2% year-on-year to $11.8b, even while international visitor arrivals dipped 3% to 7.5m over the same period. ARR remained stable at $255, while occupancy rates and RevPar decreased. Occupancy rate dropped by 2.1% to 84% on a year-to-year comparison, while RevPar showed a 2.6% decrease to $213.

Regional Expansion

On the regional front, the Group has launched its first mixed-development at Melbourne's Docklands, which included a 7-storey hotel "Four Points® by Sheraton" with 269 rooms, to be managed by Starwood Hotels & Resorts, and a residential property, Marina Tower comprising 461 units. This project is targeted for completion by end of 2017.

Approximately 80% of the residential units have been sold with a total sales value of $222m achieved.

11. Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on? No

(b) Corresponding Period of the immediately preceding financial year

Any dividend declared for the corresponding period of the immediately preceding financial year? No

(c) Date payable

Not applicable.

(d) Book closure date

Not applicable.

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

No dividend has been declared / recommended during the financial period.

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.

Name of interested person	**Aggregate value of all interested person transactions during the financial period under review (excluding transactions less than $100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)**		**Aggregate value of all interested person transactions conducted under the shareholders' mandate pursuant to Rule 920 (excluding transactions less than $100,000)**	
	3 months ended 30 September 2014	**9 months ended 30 September 2014**	**3 months ended 30 September 2014**	**9 months ended 30 September 2014**
Hiap Hoe & Co. Pte Ltd (A subsidiary of the ultimate holding company, Hiap Hoe Holdings Pte Ltd)	NIL	Provision of Project and Construction Management Service to the Company's wholly-owned subsidiary: - WestBuild Construction Pte. Ltd. (value of transactions amounting to $117,000)	NA	NA

14 CONFIRMATION PURSUANT TO RULE 705(5) OF THE LISTING MANUAL

We, on behalf of the directors of Hiap Hoe Limited, hereby confirm that, to the best of our knowledge, nothing has come to the attention of the board of directors of Hiap Hoe Limited which may render the unaudited financial results of Hiap Hoe Limited for the third quarter ended 30 September 2014 to be false or misleading in any material respect.

BY ORDER OF THE BOARD
Lai Foon Kuen
Company Secretary
6 November 2014