



Y VENTURES GROUP LTD.
(Company Registration No. 201300274R)

UNAUDITED FINANCIAL STATEMENTS ANNOUNCEMENT FOR THE FULL YEAR ENDED 31 DECEMBER 2017

Y Ventures Group Ltd. (the “Company”) was listed on Catalist of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) on 11 July 2017. The initial public offering (the “IPO”) of the Company was sponsored by RHT Capital Pte. Ltd. (the “Sponsor” or “RHTC”).

This announcement has been prepared by the Company and its contents have been reviewed by the Sponsor for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

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Background

The Company was incorporated in Singapore on 2 January 2013 under the Companies Act (Chapter 50) of Singapore as a private company limited by shares under the name of Y Ventures Group Pte. Ltd.. On 6 June 2017, the Company was converted into a public company limited by shares and our name was changed to Y Ventures Group Ltd.. The Company and its subsidiaries (the “Group”), were formed pursuant to a restructuring exercise which was conducted to rationalise the Group’s structure (the “**Restructuring Exercise**”) prior to the Company’s IPO and listing on Catalist of the SGX-ST. Please refer to the Company’s offer document dated 30 June 2017 for further details on the Restructuring Exercise.

The Group is a data analytics driven, e-commerce retailer and distributor specialising in online retail data analytics, marketing, distribution and sale of a wide range of merchandises, under third party brands and the Group’s private label, mainly under the product categories of (i) books publishing; (ii) home and décor; and (iii) fast moving consumer goods.

To support the e-commerce retail and distribution business, the Group works closely with third party logistics companies and last-mile fulfilment service providers for its warehousing and order fulfilment requirements and from time to time provides logistics and freight forwarding services to third party customers. Further, the Group also provides waste management services in Singapore.

For the purpose of this announcement, the financial results of the Group for the financial year ended 31 December 2017 and the comparative results of the Group for the financial year ended 31 December 2016 have been prepared on the assumption that the Group’s structure pursuant to the Restructuring Exercise had been in place since 1 January 2016.

PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF FULL YEAR RESULTS

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

COMBINED STATEMENT OF COMPREHENSIVE INCOME

	The Group		Increase / (Decrease) %
	Unaudited	Audited	
	FY2017 US\$	FY2016 US\$	
Revenue	14,211,531	12,106,773	17.4
Cost of sales	(8,269,511)	(6,789,075)	21.8
Gross profit	5,942,020	5,317,698	11.7
Other income	256,138	167,407	53.0
Selling and distribution expenses	(3,349,948)	(1,968,181)	70.2
Administrative expenses	(3,800,140)	(1,650,588)	130.2
Finance costs	(20,321)	(22,878)	(11.2)
(Loss)/profit before tax	(972,251)	1,843,458	NM
Tax expense	(22,005)	(197,554)	(88.9)
(Loss)/profit for the year ⁽³⁾	(994,256)	1,645,904	NM
Other comprehensive income/(loss) for the period, net of tax			
<i>Items that are or may be reclassified subsequently to profit or loss</i>			
Currency translation differences arising from consolidation	16,608	(15,740)	NM
Total comprehensive (loss)/income for the period	(977,648)	1,630,164	NM
(Loss)/profit attributable to:			
Equity holders of the company	(876,491)	1,531,438	NM
Non-controlling interests	(117,765)	114,466	NM
	(994,256)	1,645,904	NM
Total comprehensive (loss)/income attributable to:			
Equity holders of the company	(859,803)	1,517,151	NM
Non-controlling interests	(117,845)	113,013	NM
	(977,648)	1,630,164	NM

Notes:

(1) NM - Not Meaningful

(2) FY denotes financial period from 1 January to 31 December

(3) The Group recorded a loss for FY2017 due to US\$907,288 of IPO expenses incurred and the impairment loss of property, plant and equipment (“PPE”) of US\$180,495. Without taking into account the IPO expenses and impairment loss, the Group would have recorded a profit for the year of US\$93,527 for FY2017.

1(a)(ii) Notes to Combined Statements of Comprehensive Income

The Group’s net (loss)/profit was arrived after charging/(crediting) the following:

	The Group		Increase / (Decrease) %
	Unaudited	Audited	
	FY2017	FY2016	
	US\$	US\$	
Rental expense on operating lease	79,150	62,075	27.5
Depreciation of property, plant and equipment	87,939	102,228	(14.0)
IPO expenses	907,288	78,330	1,058.3
Impairment loss of property, plant and equipment	180,495	-	NM
Interest expenses	20,321	22,878	(11.2)
Foreign exchange loss/(gain)	281,473	(5,043)	NM
Amortisation of intangible assets	36,404	-	NM
Interest income	(9,207)	-	NM
Write-back of allowance for doubtful debts (non-trade)	(129,562)	-	NM

NM – Not Meaningful



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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.

COMBINED STATEMENTS OF FINANCIAL POSITION

	Group		Company	
	31 Dec 17	31 Dec 16	31 Dec 17	31 Dec 16
	US\$	US\$	US\$	US\$
ASSETS				
Current assets				
Inventories	6,060,250	2,631,667	-	-
Trade and other receivables	1,204,055	819,539	6,087,829	268
Cash and bank balances	882,608	937,535	429,399	45,868
	8,146,913	4,388,741	6,517,228	46,136
Non-current assets				
Property, plant and equipment	1,342,362	1,524,631	-	-
Intangible assets	213,432	-	-	-
Investments in subsidiaries	-	-	2,567,068	-
	1,555,794	1,524,631	2,567,068	-
Total assets	9,702,707	5,913,372	9,084,296	46,136
LIABILITIES				
Current liabilities				
Trade and other payables	1,933,671	1,609,154	2,287,543	102,993
Amounts due to directors (non-trade)	-	307,821	-	-
Tax payable	400,353	406,873	-	-
Borrowing	36,834	25,293	-	-
	2,370,858	2,349,141	2,287,543	102,993
Non-current liabilities				
Borrowing	942,602	939,237	-	-
Deferred tax liabilities	30,686	15,882	-	-
	973,288	955,119	-	-
Total liabilities	3,344,146	3,304,260	2,287,543	102,993
NET ASSETS / (LIABILITIES)	6,358,561	2,609,112	6,796,753	(56,857)

EQUITY

Share capital	7,941,947	307,942	7,941,947	51,723
Currency translation reserve	(7,478)	(24,166)	-	-
Merger reserve ⁽¹⁾	(2,455,477)	-	-	-
Retained earnings / (Accumulated losses) ⁽²⁾	601,890	2,078,381	(1,145,194)	(108,580)
Equity attributable to equity holders of the Company	6,080,882	2,362,157	6,796,753	(56,857)
Non-controlling interests	277,679	246,955	-	-
Total equity	6,358,561	2,609,112	6,796,753	(56,857)

Notes:

- (1) The merger reserve represents the difference between consideration paid by the Company and the share capital of the subsidiaries acquired under common control.
(2) The accumulated losses of the Company resulted from the listing expenses incurred in connection with the IPO.

1(b)(ii) Aggregate amount of group's borrowings and debt securities, specify the following as at the end of the current financial period reported on with comparative figures as at the end of the immediately preceding financial year.

Amount repayable in one year or less, or on demand

As at 31 Dec 2017		As at 31 Dec 2016	
Secured	Unsecured	Secured	Unsecured
US\$	US\$	US\$	US\$
36,834	-	25,293	-

Amount repayable after one year

As at 31 Dec 2017		As at 31 Dec 2016	
Secured	Unsecured	Secured	Unsecured
US\$	US\$	US\$	US\$
942,602	-	939,237	-

Details of any collateral

As at the balance sheet date, the total borrowing of the Group is secured by way of a first legal mortgage over the Group's freehold property at 46 East Coast Road Unit #09-06 and joint and several guarantees from certain directors of the Group.

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

COMBINED STATEMENTS OF CASH FLOWS

	FY2017	FY2016
	US\$	US\$
Cash flows from operating activities:		
(Loss)/profit before tax	(972,251)	1,843,458
<u>Adjustments for:</u>		
Depreciation of property, plant and equipment	87,939	102,228
Impairment loss of property, plant and equipment	180,495	-
Amortisation of intangible assets	36,404	-
Interest income	(9,207)	-
Interest expense	20,321	22,878
IPO expenses	907,288	-
Unrealised exchange loss/(gain)	50,448	(3,047)
Operating cash flows before movements in working capital	301,437	1,965,517
<u>Working capital changes:</u>		
Inventories	(3,428,583)	(1,594,520)
Receivables	(384,409)	919,689
Payables	324,517	1,331,946
Currency translation adjustments	(5,947)	(11,736)
Cash (used in)/generated from operations	(3,192,985)	2,610,896
Income tax paid	(15,142)	(10,851)
Interest received	9,207	-
Net cash (used in)/from operating activities	(3,198,920)	2,600,045
Cash flows from investing activities:		
Purchases of property, plant and equipment	(85,586)	(54,829)
Addition of intangible assets	(249,836)	-
Net cash used in investing activities	(335,422)	(54,829)



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Cash flows from financing activities:

Repayments of borrowing
 Proceeds from issuance of shares
 Subscription for shares in subsidiary by a non-controlling interests
 Payment of initial public offering related expenses
 Net decrease of amounts due to related parties
 Net decrease of amounts due to directors
 Interest paid
 Dividends paid to shareholders before Restructuring Exercise
Net cash from/(used in) financing activities

	(35,542)	(33,069)
	5,530,304	143,262
	148,569	20,000
	(1,259,064)	-
	-	(5,803)
	(307,821)	(7,780)
	(20,321)	(22,878)
	(600,000)	(2,432,119)
	3,456,125	(2,338,387)
	(78,217)	206,829
	937,535	732,734
	22,290	(2,028)
	882,608	937,535

Net (decrease)/increase in cash and cash equivalents

Cash and cash equivalents at beginning of financial year
 Effects of exchange rates changes in cash and cash equivalents
Cash and cash equivalents at end of financial year



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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.

COMBINED STATEMENTS OF CHANGES IN EQUITY

The Group	Share capital US\$	Currency translation reserve US\$	Retained profits US\$	Merger reserve US\$	Equity attributable to equity holders of the Company US\$	Non- controlling interests US\$	Total equity US\$
At 1 January 2017	307,942	(24,166)	2,078,381	-	2,362,157	246,955	2,609,112
Loss for the year	-	-	(876,491)	-	(876,491)	(117,765)	(994,256)
Other comprehensive income							
Currency translation differences on consolidation	-	16,688	-	-	16,688	(80)	16,608
Total comprehensive loss for the year	-	16,688	(876,491)	-	(859,803)	(117,845)	(977,648)
Issuance of ordinary shares pursuant to the Restructuring Exercise	2,564,790	-	-	-	2,564,790	-	2,564,790
Dividends paid before Restructuring Exercise	-	-	(600,000)	-	(600,000)	-	(600,000)
Adjustments pursuant to the Restructuring Exercise	(256,219)	-	-	(2,455,477)	(2,711,696)	-	(2,711,696)
Issuance of ordinary shares pursuant to the initial public offering	5,677,210	-	-	-	5,677,210	-	5,677,210
Share issuance expenses	(351,776)	-	-	-	(351,776)	-	(351,776)
Acquisition of a subsidiary	-	-	-	-	-	148,532	148,532
Incorporation of a subsidiary	-	-	-	-	-	37	37
At 31 December 2017	7,941,947	(7,478)	601,890	(2,455,477)	6,080,882	277,679	6,358,561



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COMBINED STATEMENTS OF CHANGES IN EQUITY (CONT'D)

The Group	Share capital US\$	Currency translation reserve US\$	Retained profits US\$	Equity attributable to equity holder of the Company US\$	Non- controlling interests US\$	Total equity US\$
At 1 January 2016	164,680	(9,879)	2,979,062	3,133,863	113,942	3,247,805
Profit for the year	-	-	1,531,438	1,531,438	114,466	1,645,904
Other comprehensive loss						
Currency translation differences on consolidation	-	(14,287)	-	(14,287)	(1,453)	(15,740)
Total comprehensive income for the year	-	(14,287)	1,531,438	1,517,151	113,013	1,630,164
Issue of ordinary shares on incorporation of subsidiary	143,262	-	-	143,262	20,000	163,262
Dividends paid before Restructuring Exercise	-	-	(2,432,119)	(2,432,119)	-	(2,432,119)
At 31 December 2016	307,942	(24,166)	2,078,381	2,362,157	246,955	2,609,112

The Company	Share capital US\$	Accumulated losses US\$	Total US\$
At 1 January 2017	51,723	(108,580)	(56,857)
Net loss and comprehensive income for the year	-	(1,036,614)	(1,036,614)
Issuance of ordinary shares pursuant to the Restructuring Exercise	2,564,790	-	2,564,790
Share issuance expenses	(351,776)	-	(351,776)
Issue of ordinary shares pursuant to the IPO	5,677,210	-	5,677,210
At 31 December 2017	7,941,947	(1,145,194)	6,796,753
At 1 January 2016	1	(15)	(14)
Net loss and comprehensive income for the year	-	(108,565)	(108,565)
Issuance of new shares	51,722	-	51,722
At 31 December 2016	51,723	(108,580)	(56,857)

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 for any other purpose since the end of the previous period reported on. State the number of shares that may be issued on conversion of all the outstanding convertibles, if any, against the total number of issued shares excluding treasury shares and subsidiary holdings 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. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed 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 of the Company	Number of shares	Resultant issued and paid-up share capital S\$
As at 1 January 2017	70,000	70,000
Issuance of shares pursuant to the Restructuring Exercise	2,930,000	3,498,100
Balance as at 30 June 2017 - Resultant issued and paid-up share capital before the IPO (including sub-division)	165,000,000	3,498,100
Issuance of new shares on 11 July 2017 pertaining to the IPO	35,000,000	11,198,100
Balance as at 31 December 2017	200,000,000	11,198,100⁽¹⁾

Note:

- (1) Based on the gross proceeds raised pursuant to the IPO, before taking into account the capitalisation of approximately S\$0.5 million, being a portion of the expenses incurred in relation to the IPO.

The Company did not have any outstanding options, convertibles or treasury shares as at 31 December 2017 and 31 December 2016.

The Company did not have any subsidiary holdings as at 31 December 2017 and 31 December 2016.

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 Company's total number of issued and paid up share capital as at 31 December 2017 was 200,000,000 ordinary shares (31 December 2016: 70,000 ordinary shares).

There were no treasury shares as at the end of the current financial period and as at the end of the immediately preceding financial year.

1(d)(iv) A statement showing all sales, transfers, disposals, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

Not applicable. The Company did not have any treasury shares during and as at the end of the current financial period reported on.

1(d)(v) A statement showing all sales, transfers, cancellation and/or use of subsidiary holdings as at the end of the financial period reported on.

Not applicable. The Company did not have any subsidiary holdings during and as at the end of the current financial year reported on.

2. Whether the figures have been audited or reviewed, and in accordance with which auditing standard or practice.

The figures have not been audited or reviewed by the auditor of the Company.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).

Not applicable. The figures have not been audited or reviewed by the Company's auditor.

4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.

Save as disclosed in Section 5 below, the Group has applied the same accounting policies and methods of computation in the Group's financial statements for the current financial year compared to the audited financial statements for the financial year ended 31 December 2016.

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.

The Group and the Company have adopted all new and revised Singapore Financial Reporting Standards ("FRSs") and Interpretations of FRS ("INT FRSs") that are relevant to its operations and effective for the financial period on or after 1 January 2017, where applicable. The adoption of these new and revised FRSs and INT FRSs from the effective date is not expected to result in any material adjustments to the financial statements of the Group and the Company for the current financial reporting period.

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.

Earnings per ordinary share ("EPS")	The Group	
	FY2017	FY2016
(Loss)/profit attributable to equity holders of the Company (US\$)	(876,491)	1,531,438
Pre-invitation number of ordinary shares ⁽¹⁾ Basic and diluted EPS based on pre-invitation number of ordinary shares (cents) ⁽²⁾	(0.53)	0.93
Post-invitation number of ordinary shares ⁽¹⁾ Basic and diluted EPS based on post-invitation number of ordinary shares (cents) ⁽²⁾	(0.44)	0.77

Notes:

- (1) For comparison and illustrative purposes, the calculation for the basic and diluted EPS for the respective financial years are based on the pre-IPO and post-IPO share capital of 165,000,000 and 200,000,000 respectively.
(2) The basic and diluted EPS were the same as the Company and the Group did not have any potentially dilutive instruments for the respective financial years.

7. Net asset value (for the issuer and group) per ordinary share based on the total number of issued share excluding treasury shares of the issuer at the end of the:

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

Net asset value ("NAV") per ordinary share	Group		Company	
	31 Dec 17	31 Dec 16	31 Dec 17	31 Dec 16
NAV attributable to equity holders of the Company (US\$)	6,080,882	2,362,157	6,796,753	(56,857)
Number of ordinary shares	200,000,000	200,000,000	200,000,000	200,000,000
NAV per ordinary share based on issued share capital (cents)	3.04	1.18	3.40	(0.03)

The NAV per share of the Group and the Company as at 31 December 2016 is calculated based on the NAV divided by the total number of ordinary shares in issue, adjusted for the Restructuring Exercise and issuance and allotment of new shares pursuant to the IPO (as detailed in Section 1(d) (ii) above).

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.

REVIEW OF FINANCIAL PERFORMANCE (COMBINED STATEMENT OF COMPREHENSIVE INCOME)

Revenue

Our revenue increased by approximately US\$2.1 million or 17.4% from US\$12.1 million in FY2016 to US\$14.2 million in FY2017. The increase was mainly due to an increase from the sales of goods on online marketplaces.

The breakdown of revenue is as follows:

	The Group	
	FY2017	FY2016
	US\$	US\$
Revenue		
Sales of goods	13,703,568	11,582,381
Service income	507,963	524,392
	14,211,531	12,106,773

Cost of sales

The costs of sales increased by US\$1.5 million or 21.8% from US\$6.8 million in FY2016 to US\$8.3 million in FY2017 mainly due to the increase in costs of products, logistics, freight and handling charges (that includes inbound freight and handling charges incurred for goods earmarked for sale in first quarter of FY2018). This increase in costs of sales was in tandem with the increased in revenue from the sales of goods.

Gross profits

Our gross profits increased by US\$0.6 million or 11.7% from US\$5.3 million in FY2016 to US\$5.9 million in FY2017. The gross profit margin for FY2017 and FY2016 were approximately 41.8% and 43.9% respectively.

Other income

The other income increased by 53.0% in FY2017 mainly due to write back of allowance for doubtful debts as compared to FY2016.

Selling and distribution expenses

The selling and distribution expenses increased by US\$1.4 million or 70.2% from about US\$2.0 million in FY2016 to US\$3.3 million in FY2017. This was mainly due to the increase in marketplace fees, fees to third party logistics providers and inventory & inbound services fees due to the increase in sales of goods sold online.

Administrative expenses

Administrative expenses increased by US\$2.2 million or 130.2% from US\$1.7 million in FY2016 to US\$3.8 million in FY2017 largely due to the one-off impairment loss of PPE and IPO expenses incurred, as well as higher professional fees, marketing & promotional expenses, staff-related costs and exchange losses (the increase in expenses also includes expenses incurred for projects and products with revenue recognition in FY2018).

Finance costs

Finance costs remains relatively similar at US\$0.02 million for FY2016 and FY2017.

Loss after tax

The losses after tax in FY2017 of approximately US\$1.0 million was mainly due to the one-off impairment loss of PPE and IPO expenses incurred. Without taking into account these expenses, the Group would have recorded a profit after tax for the year.

REVIEW OF FINANCIAL POSITION (COMBINED STATEMENTS OF FINANCIAL POSITION)**Current assets**

The current assets increased by 85.6% or US\$3.7 million from US\$4.4 million as at 31 December 2016 to US\$8.1 million as at 31 December 2017 mainly due to the increase in inventories and trade and other receivables offset by the decrease in cash and bank balances.

Non-current assets

Non-current assets increased by approximately 2.0% or US\$0.03 million as at 31 December 2017 as compared to 31 December 2016 due to the addition of intangible assets offset by the impairment loss of the Group's property and depreciation of the property, plant and equipment.

Current liabilities

The current liabilities increased by approximately 0.9% or US\$0.02 million from US\$2.3 million as at 31 December 2016 to US\$2.4 million as at 31 December 2017. The increase was mainly due to increase in trade and other payables offset by the settlement of amounts due to directors.

Working capital

The group had working capital of US\$6.4 million as at 31 December 2017 as compared to US\$2.6 million as at 31 December 2016. The increase is attributable to higher inventories and trade and other receivables, offset by the increase in trade and other payables.

Shareholders' equity

The merger reserve of about US\$2.5 million was resulted from the completion of the Group's Restructuring Exercise on the share swap.

REVIEW OF CASH POSITION (COMBINED STATEMENTS OF CASH FLOWS)

Net cash outflow from operating activities for FY2017 was US\$3.2 million, which was a result of operating profit before working capital changes of US\$0.3 million, adjusted for working capital outflows of US\$3.4 million. The working capital outflow was due to decrease in trade and other receivables of US\$0.4 million, and inventories of US\$3.4 million offset by the increase in trade and other payables of US\$0.3 million. The net cash inflow from financing activities of US\$3.5 million was mainly from the proceeds from the issuance of shares, offset by the repayment of mortgage loan, IPO related expenses, dividends and payment of interest.

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

Not applicable. The Group has not issued any forecast or prospect statement to the shareholders.

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.

The Group expects the e-commerce market to remain generally competitive over the near future but promising in the long-run. Over the next 12 months, the Group expects to launch new projects & products and bring on additional brands. The Group also expects its new subsidiaries setup in FY2017 to begin contributing revenue in the coming financial year. The Group is devoting its new resources to seek new opportunities and expand its product mix, increase its overall operational capabilities, while remaining vigilant on cost and cash management.

The Group may also seek related opportunities to grow its business through joint ventures and strategic alliances with new brand partners to strengthen its revenue streams.

11. If a decision regarding dividend has been made:-**(a) Whether an interim (final) dividend has been declared (recommended); and**

None.

(b) (i) Amount per share in cents

Not applicable

(ii) Previous corresponding period in cents

Not applicable.

(c) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country where the dividend is derived. (If the dividend is not taxable in the hands of shareholders, this must be stated).

Not applicable.

(d) The date the dividend is payable

Not applicable.

(e) The date on which Registrable Transfers received by the company (up to 5.00pm) will be registered before entitlements to the dividend are determined.

Not applicable.

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

No dividend has been declared or recommended for the full year ended 31 December 2017.

13. If the Group has obtained a general mandate from shareholders for interested persons transactions ("IPT") 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 obtained a general mandate from shareholders for IPT. Save for the IPT disclosed in the Offer Document of the Company dated on 30 June 2017, there are no additional IPTs of S\$100,000 and above for FY2017.

14. Use of IPO and Placement Proceeds

The Company received gross IPO proceeds of S\$7.7million and the utilisation of the IPO proceeds as at the date of this announcement is as follows:

Use of IPO proceeds	Amount allocated S\$'000	Amount utilised S\$'000	Amount unused S\$'000
Business expansion through: <ul style="list-style-type: none"> • Research and development of data analytics capabilities • Expansion of product range • Expansion into new online marketplaces and new geographical locations • Advertising and promotion efforts 	4,554	4,554	-
General working capital	1,019	1,019	-
IPO expenses borne by the Company	2,127	2,127	-
	7,700	7,700	-

The Company also received proceeds of S\$1.2million from R3 Asian Gems as announced on 11 January 2018, 31 January 2018 and 5 February 2018 and the utilisation of the proceeds as at the date of this announcement is as follows:

Use of proceeds from R3 Asian Gems	Amount allocated S\$'000	Amount utilised S\$'000	Amount unused S\$'000
General working capital (comprising administrative expenses and purchase of products)	1,200	1,200	-
	1,200	1,200	-

15. Confirmation that the issuer has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7H under Rule 720(1))

The Company confirms that it has procured undertakings from all its directors and executive officers in the required format.

PART II - ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR RESULTS

16. **Segmented revenue and results for operating 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**

FY2017 (Unaudited):

	E-commerce retail and distribution US\$	Logistics and freight forwarding services US\$	Waste management services US\$	Others US\$	Eliminations US\$	Total US\$
Revenue						
External customers	13,703,568	13,884	494,079	-	-	14,211,531
Intersegment Sales	-	694,419	-	-	(694,419)	-
Total revenue	13,703,568	708,303	494,079	-	(694,419)	14,211,531
Results:	151,389	7,758	49,881	(1,036,614)	-	(827,586)
Depreciation	78,062	7,758	2,119	-	-	87,939
Amortisation	36,404	-	-	-	-	36,404
Finance costs	20,321	-	-	-	-	20,321
Loss before tax						(972,251)
Income tax expense						(22,005)
Loss for the year						(994,256)
Assets						
Segment assets	1,550,825	768,568	755,620	9,084,296	(2,457,708)	9,701,600
Unallocated assets	1,107	-	-	-	-	1,107
Total assets:						9,702,707
Liabilities						
Segment liabilities	8,915,602	529,652	92,239	2,287,543	(6,624,376)	2,913,107
Unallocated liabilities	431,039	-	-	-	-	431,039
Total liabilities:						3,344,146
Capital Expenditure	270,033	-	65,389	-	-	335,422

FY2016 (Audited):

	E-commerce retail and distribution US\$	Logistics and freight forwarding services US\$	Waste management services US\$	Others US\$	Eliminations US\$	Total US\$
Revenue:						
External customers	11,582,381	86,921	437,471	-	-	12,106,773
Intersegment Sales	-	215,847	-	-	(215,847)	-
Total revenue	11,582,381	302,768	437,471	-	(215,847)	12,106,773
Results:						
	1,955,172	24,783	97,174	(108,565)	-	1,968,564
Depreciation	(94,719)	-	(7,509)	-	-	(102,228)
Finance costs	(22,878)	-	-	-	-	(22,878)
Profit before tax						1,843,458
Income tax expense						(197,554)
Profit for the year						1,645,904
Assets						
Segment assets	5,828,419	-	243,570	46,136	(204,753)	5,913,372
Unallocated assets						-
Total assets:						5,913,372
Liabilities						
Segment liabilities	2,937,099	50,016	-	102,993	(208,603)	2,881,505
Unallocated liabilities	422,755					422,755
Total liabilities:						3,304,260
Capital Expenditure	42,456	12,373	-	-	-	54,829

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

Revenue from external customers for e-commerce retail and distribution segment are generated from Hong Kong and online marketplaces.

Geographical information for online marketplaces is not available, due to the nature of e-commerce, the end-consumers on the online marketplaces in United States of America ("USA") may not necessarily be residing in USA.

Revenue from external customers for logistics and freight forwarding services and waste management services segments are contributed by Singapore.

Property, plant and equipment are located in Singapore.

Please refer to paragraph 8 and 17 for further information on segmented revenue of the Group.

18. A breakdown of sales as follows:

		The Group		Change %
		FY 2017	FY 2016	
		US\$'000	US\$'000	
First Half				
(a)	Sales reported for first half year	7,295,859	4,960,866	47.1
(b)	Operating profit/loss after tax before deducting minority interests reported for first half year	(129,232)	427,948	NM
Second Half				
(c)	Sales reported for second half year	6,915,672	7,145,907	(3.2)
(d)	Operating profit/loss after tax before deducting minority interests reported for second half year	(865,024)	1,217,956	NM

19. A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year as follows:

		The Group	
		FY 2017	FY 2016
		US\$'000	US\$'000
	Ordinary dividend	600,000⁽¹⁾	2,432,119

Note:

(1) Refers to the dividend declared in FY2016 and paid in FY2017.



Y VENTURES GROUP LTD.
(Company Registration No. 201300274R)

20. 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(10) in the format below. If there are no such persons, the issuer must make an appropriate negative statement.

Name	Age	Family relationship with any director, CEO and/or substantial shareholder	Current position and duties, and the year the position was first held	Details of changes in duties and position held, if any, during the year
Low Yik Sen	39	Sibling of Low Yik Jin (CEO and Executive Director)	Executive Chairman and Managing Director of the Group since 2017. He is responsible for overseeing the logistics arm of the Group, focusing on sourcing and procurement, freight forwarding as well as waste management services.	Not applicable
Low Yik Jin	37	Sibling of Low Yik Sen (Executive Chairman and Managing Director)	CEO and Executive Director of the Group since 2017. He is responsible for the overall day-to-day management of the Group including business strategy, online marketplace channel expansion, online sales and technology development.	Not applicable

On behalf of the Board
Y Ventures Group Ltd.

Low Yik Sen
Executive Chairman and Managing Director

Low Yik Jin
Chief Executive Offer and Executive Director

28 February 2018