

SciGen Limited

ASX (Appendix 4E) Preliminary Final Report

For the Twelve Months Ended 31 December 2016

(ABRN 101 318 852)

This Preliminary Final Report is provided to the Australian Stock Exchange (ASX) under ASX Listing Rule 4.3A.

Current Reporting Period: Twelve months ended 31 December 2016

Previous Corresponding Period: Twelve months ended 31 December 2015

Results For Announcement To The Market For The Year Ended 31 December 2016

Revenue and Net Loss

The table below allows a comparison of the business performance for the 12 months ended 31 December 2016 with the 12 months ended 31 December 2015.

	Curr financia 12 Mo end 31 Dece 201 US\$ '	al year nths ed ember 6	Previous financial year 12 Months ended 31 December 2015 US\$ '000	
Revenue from ordinary activities Profit from ordinary activities after related income tax Profit for the year attributable to members		29,138 2,056 2,056	23,527 1,268 1,268	
,		Percentage Change	·	<u>Amount</u> <u>US\$ '000</u>
Revenue from ordinary activities Profit from ordinary activities after related income tax Profit for the year attributable to members	Down Down Up	23.8% 62.1% 62.1%	To To To	29,138 2,056 2,056

Revenue

Revenue of SciGen group ("Group") grew by 23.8% to reach US\$29,138,000 for the year ended 31 December 2016. Growth was primarily driven by our subsidiary in Korea, followed by profit sharing income derived from sales of insulin to China. Revenue in our Korean subsidiary registered a significant expansion of 62% year-on-year, with successful listing of human growth hormones and Thymosin alpha 1 products at additional hospitals during the year. Growth in our subsidiary in Australia was minimal at 3%, however, new products were successfully introduced into the Group's portfolio, in an effort to replace products which distribution contracts expired in 2015. In Philippines and Thailand, sales to our distributors declined as competition for hospital tenders remained intense.

New products marketed by the Group this year include a Gonadotropin releasing hormone agonist for treatment of central precocious puberty, electrotherapy device for relief of migraine pain and oral treatment of Parkinson's disease. The new products cumulatively contributed 8% of the Group revenue. For existing products, sterling performance in the promotion of Thymosin alpha 1, human growth hormones and paediatric supplements resulted in revenue growth of 35% for these products and constituted 67% of Group revenue for the year. Profit sharing income from our ultimate holding company, Bioton S.A. ("Bioton") rose by 42%, attributable to higher sales volumes of insulin to China and Vietnam.

Results For Announcement To The Market For The Year Ended 31 December 2016

Trading Results

Gross margin improved marginally from 52% to 53% for the current year and coupled with the increase in revenue, resulted in 25% increase in gross profit. Profit before interest and tax was US\$4,065,000 compared to preceding year of US\$3,174,000.

After net finance expense of US\$905,000 (2015 : US\$896,000) and income tax expense of US\$1,104,000 (2015 : US\$1,010,000), the Group posted profit for the year amounting to US\$2,056,000 (2015 : US\$1,268,000). Income tax expense for the year included deferred tax expense of US\$208,000 (2015 : US\$568,000).

During the year, business development activities were intensified in collaboration with Bioton, whilst respective sales teams pressed on in their promotions of existing products. Although a few products will be introduced in 2017, the coming year will remain challenging in view of entry of several competitors in Thymosin alpha 1 market in Korea and pricing pressure in most territories.

Dividend

No dividends were paid during the year ended 31 December 2016 and directors do not recommend that a payment be made for the year ended 31 December 2016.

Consolidated Statement of Financial Position As At 31 December 2016

ASSETS	<u>Note</u>	31 December 2016 <u>US\$ '000</u>	31 December 2015 <u>US\$ '000</u>
Current Assets			
Cash and cash equivalents		4,581	3,579
Trade and other receivables	3	6,063	15,344
Income tax receivable			119
Inventories	-	2,588	2,257
Total current assets	_	13,232	21,299
Non-Current Assets			
Property, plant and equipment	4	96	98
Intangible assets	5	3,823	4,064
Deferred tax assets	_	6,147	6,355
Total non-current assets	_	10,066	10,517
Total assets	=	23,298	31,816
LIABILITIES AND EQUITY			
Current Liabilities			
Trade and other payables		3,106	2,347
Income tax payable	_	632	315
Total current liabilities	=	3,738	2,662
Non-Current Liabilities			
Loans from ultimate holding company	6	64,580	74,527
Other payables	7	10,749	12,014
Total non-current liabilities	_	75,329	86,541
Capital, reserves and non-controlling interests			
Share capital		42,530	42,530
Translation reserves		(1,855)	(1,417)
Accumulated losses		(96,444)	(98,500)
Capital deficiency	=	(55,769)	(57,387)
•	_	23,298	31,816
Total liabilities and equity	=	23,290	31,010

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes, the Report and Financial Statements for the twelve months ended 31 December 2016 and any public announcements made by SciGen Ltd in accordance with the continuous disclosure requirements.

Consolidated Statement of Profit or Loss and Other Comprehensive Income For The Year Ended 31 December 2016

	<u>Note</u>	12 Months Ended 31 December 2016 <u>US\$ '000</u>	12 Months Ended 31 December 2015 US\$ '000
Revenue		29,138	23,527
Other income (net) Changes in inventories of finished goods Purchases Staff costs Depreciation of property, plant and equipment Amortisation of intangible assets Write-off of intangible assets Write-off of inventories Other expenses Profit before interest and tax		74 478 (14,184) (3,686) (39) (340) (17) (53) (7,306)	220 (190) (10,988) (3,381) (48) (384) - (8) (5,574)
Finance income	8	9	10
Finance expense	8	(914)	(906)
Profit before income tax		3,160	2,278
Income tax expense Profit for the year		(1,104) 2,056	(1,010) 1,268
Items that may be reclassified subsequently to profit or loss: Exchange differences on translating foreign operations, representing other comprehensive income for the year, net of tax Total comprehensive profit for the year		(438)	(76)
Profit for the year attributable to: Equity holders of the Company Non-controlling interest Profit for the year		2,056 - 2,056	1,268 - 1,268
Total comprehensive profit attributable to: Equity holders of the Company Non-controlling interest		1,618 - 1,618	1,192
Total comprehensive profit for the year		1,010	1,192
Earnings per share : Basic and diluted earnings per share (cents)	9	0.372	0.230

Note: There is no tax effect on the component indicated in other comprehensive income.

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes, the Report and Financial Statements for the twelve months ended 31 December 2016 and any public announcements made by SciGen Ltd in accordance with the continuous disclosure requirements.

Consolidated Statement of Changes in Equity For The Year Ended 31 December 2016

	Share capital US\$'000	Translation reserve US\$'000	Accumulated losses US\$'000	Net capital deficiency US\$'000
Balance at 1 January 2015	42,530	(1,341)	(99,768)	(58,579)
Profit for the year	-	-	1,268	1,268
Other comprehensive loss for the year	-	(76)	-	(76)
Balance at 31 December 2015	42,530	(1,417)	(98,500)	(57,387)
Balance at 1 January 2016	42,530	(1,417)	(98,500)	(57,387)
Profit for the year	-	-	2,056	2,056
Other comprehensive loss for the year	-	(438)	-	(438)
Balance at 31 December 2016	42,530	(1,855)	(96,444)	(55,769)

Consolidated Statement of Cash Flows For The Year Ended 31 December 2016

	12 Months to 31 December 2016 <u>US\$ '000</u>	12 Months to 31 December 2015 <u>US\$ '000</u>
Operating Activities Profit before income taxes	3,160	2,278
Adjustments for: Depreciation of property, plant and equipment Amortization of intangible assets Write-off of intangible assets Write-off of inventories Allowance for doubtful debts Finance income Finance expense Net foreign exchange losses Operating cash flow before working capital changes Decrease/(Increase) in working capital Inventories Trade and other receivables (Note A) Trade and other payables (Note A) Cash from operations Income taxes paid	39 340 17 53 (17) (9) 866 48 1,337 4,497 (384) 9,297 (11,616) 1,794 (436)	48 384 - 8 15 (10) 656 250 1,351 3,629 260 31 (2,408) 1,512 (561)
Net cash inflow from operating activities Investing Activities Interest received Purchase of property, plant & equipment Purchase of intangible assets Net cash outflow from investing activities	1,358 9 (38) (100) (129)	951 10 (18) (30) (38)
Financing Activities Interest paid Net cash outflow from financing activities	(25) (25) 1,204	(1) (1) 912
Net increase in cash and cash equivalents Cash and cash equivalents at beginning of the year Effect of exchange rate fluctuation on cash and cash equivalents Cash and cash equivalents at end of the year	3,579 (202) 4,581	2,759 (92) 3,579

Note A:

During the year ended 31 December 2016, proceeds from disposal of asset held for sale amounting to US\$11,280,000 was utilised to reduce the loan and loan interest owing to the ultimate holding company.

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes, the Report and Financial Statements for the twelve months ended 31 December 2016, and any public announcements made by SciGen Ltd in accordance with the continuous disclosure requirements.

- 1. GOING CONCERN
- 2. BASIS OF PREPARATION
- 3. TRADE AND OTHER RECEIVABLES
- 4. PROPERTY, PLANT AND EQUIPMENT
- 5. INTANGIBLE ASSETS
- 6. LOANS FROM ULTIMATE HOLDING COMPANY
- 7. OTHER PAYABLES
- 8. ADDITIONAL DISCLOSURE FOR STATEMENT OF COMPREHENSIVE INCOME
- 9. EARNINGS PER SHARE
- 10. NET TANGIBLE LIABILITIES PER SHARE
- 11. SEGMENT INFORMATION
- 12. CONTINGENT LIABILITIES
- 13. INFORMATION ON AUDIT OR REVIEW

Notes To The Consolidated Financial Information For The Year Ended 31 December 2016

1. Going Concern

The consolidated financial statements of SciGen Ltd (the "Company") and its subsidiaries (the "Group") have been prepared on a going concern basis as the Company has received an undertaking from its ultimate holding company, Bioton S.A. ("Bioton"), to continue to provide the Group with financial and other support as necessary for the next twelve months to enable the Group to continue as a going concern and to support their operating and investing activities.

During the year ended 31 December 2016, the Group generated profit of US\$2,056,000 (2015: US\$1,268,000) and had positive operating cash flow of US\$1,358,000 (2015: US\$951,000). At the year end the Group had net current assets of US\$9,494,000 (2015: US\$18,637,000) and net capital deficiency of US\$55,769,000 (2015: US\$57,387,000).

Repayment of loan to Bioton amounted to US\$9,947,000 (2015 : US\$Nil) during the year. As at 31 December 2016, the Company has loans owing to Bioton of US\$64,580,000 (2015 : US\$74,527,000).

2. Basis of Preparation

This preliminary final report has been prepared in accordance with Singapore Financial Reporting Standards.

The significant accounting policies adopted are consistent with those applied in the Group's consolidated financial statements for the year ended 31 December 2015, except that the Group has adopted all the new Financial Reporting Standards ("FRS") and Interpretation of FRS ("INT FRS") that are relevant to its operations and effective for annual period beginning 1 January 2016. The adoption of these new/revised FRSs and INT FRS does not result in changes to the Group accounting policies and has no material effects on the amounts reported for the current or prior years' financial statements.

At the date of release of Preliminary Final Report, the following FRSs and amendments to FRSs relevant to the Group were issued but not effective:

- FRS 109 Financial Instruments ²
- FRS 115 Revenue from Contracts with Customers (with clarifications issued) ²
- FRS 116 Leases ³
- Amendments to FRS 7 Statement of Cash Flows: Disclosure Initiative 1
- Amendments to FRS 12 Income Taxes: Recognition of Deferred Tax Assets for Unrealised Losses 1
- Amendments to FRS 110 Consolidated Financial Statements and FRS 28 Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 4
- ¹ Applies to annual periods beginning on or after January 1, 2017, with early application permitted.
- ² Applies to annual periods beginning on or after January 1, 2018, with early application permitted.
- ³ Applies to annual periods beginning on or after January 1, 2019, with earlier application permitted if FRS 115 is adopted.
- ⁴ Application has been deferred indefinitely, however, early application is still permitted.

The management anticipates that the adoption of the above FRSs, INT FRSs and amendments to FRS in future periods will not have a material impact on the financial statements of the Group and of the company in the period of their initial adoption.

Notes To The Consolidated Financial Information For The Year Ended 31 December 2016

The preliminary final report is expressed in United States dollars, which is the Company's functional currency and rounded to the nearest thousand, unless stated otherwise.

United States Dollars Presentation

Transactions in foreign currencies during the financial year are converted into United States dollars at the rates of exchange prevailing at the transaction dates. Foreign currency monetary assets and liabilities are translated into United States dollars at the rate of exchange prevailing at the reporting date. Exchange differences arising are taken into the consolidated statement of comprehensive income.

For the purpose of the consolidation of foreign subsidiaries, whose operations are an integral part of the Company's operations, the foreign subsidiaries' statement of financial position and profit and loss are translated as follows:-

- Assets, liabilities and contributed equity are translated using closing rates at reporting date;
- Income and expenses are translated using the actual or average rates;
- Retained profits or losses are translated at cumulative average rates; and
- Exchange differences are recognised as a separate component of equity (translation reserve).

3. Trade and Other Receivables

On 30 December 2016, other receivables owing by Bioton in relation to proceeds from sale of assets classified as held for sale and profit sharing income amounting to US\$11,280,000 and US\$772,000 respectively, were offset against loan and interest owing to Bioton (Note 6 and Note 7).

4. Property, Plant and Equipment

During the year, the Group acquired property, plant and equipment of approximately US\$38,000 (2015 : US\$18,000).

The Group disposed certain of its property, plant and equipment without carrying amount for proceed of US\$4 (2015 : carrying amount of nil for proceed of US\$17).

During the year, the Group wrote off property, plant and equipment without carrying value (2015 : carrying value of nil).

Notes To The Consolidated Financial Information For The Year Ended 31 December 2016

5. Intangible Assets

	Licences US\$ '000	Computer software <u>US\$ '000</u>	Development costs <u>US\$ '000</u>	Total <u>US\$ '000</u>
Cost				
At 1 January 2015	5,386	75	1,623	7,084
Additions	-	-	30	30
Write-off	-	(9)	- (04)	(9)
Translation differences	-	-	(21)	(21)
At 31 December 2015	5,386	66	1,632	7,084
Additions	-	-	115	115
Write-off	-	-	(17)	(17)
Translation differences		-	(14)	(14)
At 31 December 2016	5,386	66	1,716	7,168
Accumulated amortisation				
At 1 January 2015	1,608	72	782	2,462
Amortisation charge for the year	216	3	165	384
Write-off	-	(9)	-	(9)
Translation differences	-	-	(5)	(5)
At 31 December 2015	1,824	66	942	2,832
Amortisation charge for the year	216	-	124	340
Write-off	-	-	-	-
Translation differences	-	-	(2)	(2)
At 31 December 2016	2,040	66	1,064	3,170
Impairment losses				
At 1 January 2015			199	199
Translation differences	-	-	(11)	(11)
At 31 December 2015	<u>-</u>	<u> </u>	188	188
Translation differences	-	-	(13)	
-	-	-	\	(13)
At 31 December 2016	-	-	175	175
Carrying amount				
At 31 December 2016	3,346		477	3,823
At 31 December 2015	3,562	-	502	4,064

Notes To The Consolidated Financial Information For The Year Ended 31 December 2016

6. Loans from Ultimate Holding Company

The loans from ultimate holding company were made on normal commercial terms and conditions and bear interest of LIBOR 3 months + 1% (2015: LIBOR 3 months + 1%) per annum. The effective interest rate for the loans is 1.71% (2015: 1.30%) per annum.

During the year, the Company offset loans amounting to US\$9,947,000 against other receivables owing by Bioton (Note 3). As at 31 December 2016, the Company has loans owing to Bioton of US\$64,580,000 (2015: US\$74,527,000).

The loans from ultimate holding company is due for repayment on 31 December 2020.

7. Other Payables

Other payables consist of interest payable on loan due to ultimate holding company. Interests on the loans shall be paid by reference to the outstanding principal sum being repaid, on the repayment date.

During the year, the Company offset interest payable on loan amounting to US\$2,105,000 against other receivables owing by Bioton (Note 3).

8. Additional disclosure for Statement of Comprehensive Income

The following items have been (charged)/credited in arriving at profit/(loss) for the year :

	12 Months Ended 31 December 2016 <u>US\$ '000</u>	12 Months Ended 31 December 2015 <u>US\$ '000</u>
Interest income received from : - Banks	9	10
Finance income	9	10
Interest expenses paid/payable to :		
- Other entities	(25)	(1)
- Ultimate holding company	(841)	(655)
	(866)	(656)
Exchange loss	(48)	(250)
Finance expense	(914)	(906)

Notes To The Consolidated Financial Information For The Year Ended 31 December 2016

9. Earnings Per Share

Calculation of the basic earnings per share attributable to the ordinary owners of the Company is based on the following data :

		12 Months Ended 31 December 2016 US\$ '000	12 Months Ended 31 December 2015 US\$ '000
(i)	Profit/(Loss) for the purposes of basic earnings per share	2,056	1,268
		Number ('000)	of shares ('000)
(ii)	Weighted average number of ordinary shares for the purposes of basic earnings per share	552,270	552,270

10. Net Tangible Liabilities Per Share

	2016 <u>(US¢ per</u> <u>share)</u>	2015 (US¢ per share)
Net tangible liabilities per share	(11.904)	(12.278)

Notes To The Consolidated Financial Information For The Year Ended 31 December 2016

11. Segment Information

Segment information is presented in respect of the Group's reportable segments. The reportable segment presentation is based on the Group's management and internal reporting structure, used for its strategic decision-making purposes. Intersegment pricing is determined on mutually agreed terms.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly head office expenses and head office assets and liabilities (primarily intangible assets and deferred tax assets, loans from ultimate holding company).

Segment capital expenditure is the total cost incurred during the year to acquire property, plant and equipment, and intangible assets other than goodwill.

The Group's reportable segments are as follows:

Singapore

The home country of the parent entity which is also the main operating entity. The areas of operation are principally corporate office functions and sales and marketing.

Australia

Includes sales and marketing activities.

Korea

Includes sales and marketing activities.

Thailand

Includes sales and marketing activities.

Philippines

Includes sales and marketing activities.

China

Includes regulatory activities.

Others

Comprises operations carried on in Indonesia, Pakistan, Vietnam, Hong Kong, Myanmar and Malaysia. None of these segments meets any of the quantitative thresholds for determining reportable segments in 2016 or 2015.

Major customers

Revenue from two end-customers based in Thailand, Myanmar and Philippines, represent approximately US\$5,078,000 (2015: US\$5,928,000 from Thailand, Myanmar and Philippines) of the Group's total revenue.

Notes To The Consolidated Financial Information For The Year Ended 31 December 2016

Information regarding the Group's reportable segments is presented below.

	Singapore	<u>Australia</u>	<u>Korea</u>	<u>Thailand</u>	<u>Philippines</u>	<u>China</u>	<u>Others</u>	Unallocated	<u>Total</u>
For year ended 31 Dec 2016	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Revenue Sales to external customers Inter-segment sales Total sales revenue	5,937 (5,796) 141	4,802 2,448 7,250	11,166 3,348 14,514	4,028 - 4,028	1,042 - 1,042		2,163 - 2,163	- - -	29,138 - 29,138
Results Segment results Income tax expense Profit for the year	3	<u>304</u>	<u>4,433</u>	248	<u>(143)</u>	<u>(138)</u>	1,222	<u>(2,769)</u>	3,160 (1,104)
	Singapore US\$'000	Australia US\$'000	<u>Korea</u> US\$'000	Thailand	Philippines US\$'000	<u>China</u> US\$'000	Others US\$'000	Unallocated US\$'000	<u>Total</u> US\$'000
As at 31 Dec 2016									
Segment Assets Total non-current assets Deferred tax assets Total current assets Total assets	- - 22 - 22	60 - 3,876 3,936	48 - <u>6,756</u> <u>6,804</u>	- - 726 - 726	3 - 381 384	- - 140 140		3,808 6,147 1,073 11,028	3,919 6,147 13,232 23,298
Segment liabilities Total liabilities	<u> </u>	<u>(1,884</u>)	<u>(1,123</u>)	<u> </u>	<u>(63)</u>	<u>(11)</u>	(4)_	<u>(75,982)</u>	(79,067)

	<u>Singapore</u>	<u>Australia</u>	<u>Korea</u>	<u>Thailand</u>	<u>Philippines</u>	<u>China</u>	<u>Others</u>	<u>Unallocated</u>	<u>Total</u>
For year ended 31 Dec 2016	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Other segment information Capital expenditure on property plant and equipment intangible assets	<u></u>		<u>48</u>		2			<u>96</u>	<u> 153</u>
Material non-cash items Write-off of inventories		<u> </u>			<u>35</u>	<u> </u>		18	<u>53</u>
Write-off of intangible assets	<u></u>	<u>17</u>	<u> </u>						<u>17</u>

	<u>Singapore</u>	<u>Australia</u>	<u>Korea</u>	<u>Thailand</u>	<u>Philippines</u>	<u>China</u>	<u>Others</u>	<u>Unallocated</u>	<u>Total</u>
For year ended 31 Dec 2015	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Revenue Sales to external customers Inter-segment sales Total sales revenue	5,194 (5,016) 178	4,003 3,020 7,023	6,957 1,996 8,953	4,287 - <u>4,287</u>	1,595 - <u>1,595</u>	- - -	1,491 - <u>1,491</u>	- - -	23,527 - 23,527
Results Segment results Income tax expense Profit for the year	12	<u>835</u>	<u>2,324</u>	<u>252</u>	<u>315</u>	<u>(109)</u>	<u>920</u>	<u>(2,271)</u>	2,278 <u>(1,010)</u> <u>1,268</u>
	<u>Singapore</u>	<u>Australia</u>	<u>Korea</u>	<u>Thailand</u>	<u>Philippines</u>	<u>China</u>	<u>Others</u>	<u>Unallocated</u>	<u>Total</u>
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
As at 31 Dec 2015									
Segment Assets Total non-current assets Deferred tax assets	-	102	1	-	2	1	-	4,056	4,162
Total current assets Total assets	40 40	55 <u>2,721</u> <u>2,878</u>	4,682 4,683					6,300 12,284 22,640	6,355 21,299 31,816

	<u>Singapore</u>	<u>Australia</u>	<u>Korea</u>	<u>Thailand</u>	<u>Philippines</u>	<u>China</u>	<u>Others</u>	Unallocated	<u>Total</u>
For year ended 31 Dec 2015	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Other segment information Capital expenditure on property, plant and equipment / intangible assets	<u> </u>	<u> </u>	<u> </u>		<u>17</u>	<u> </u>	<u> </u>	24_	<u>48</u>
Material non-cash items Write-off of inventories					8				8

Notes To The Consolidated Financial Information For The Year Ended 31 December 2016

12. Contingent Liabilities

The Company provided corporate financial guarantee up to Polish zloty 62,000,000 (equivalent to US\$14,790,000 as at 31 December 2016) in favour of a bank in Poland as a secondary security for a term loan facility granted to Bioton.

Management has evaluated the fair value of the corporate guarantee and is of the view that the fair value of the benefits derived from the guarantee to the bank in Poland is minimal and hence it is not recognised in the financial statements.

At the end of the reporting period, the Company was not required to fulfil any corporate guarantee to bank.

13. Information on Audit or Review

This preliminary final report is based on accounts to wh ☐ The accounts have been audited.	nich one of the following applies. ☐ The accounts have been subject to review.
☑ The accounts are in the process of being audited or subject to review.	☐ The accounts have not yet been audited or reviewed.