

# ANNOUNCEMENT

## Noble Group Limited Quarterly Financial Statements And Dividend Announcement

Financial statements for the three months ended 31 March 2018  
These figures have not been audited

### PART I

#### INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2, Q3), HALF YEAR AND FULL YEAR RESULTS

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

	Notes	(unaudited) Q1 2018 1 Jan to 31 Mar 2018 US\$'000	(unaudited) Q1 2017 1 Jan to 31 Mar 2017 US\$'000 (restated)	Increase/ (Decrease) Q1 2018 vs Q1 2017 %
<b>CONTINUING OPERATIONS</b>				
REVENUE		1,214,872	1,981,256	(39)
Cost of sales and services		(1,259,234)	(2,031,005)	(38)
Operating loss from supply chains		(44,362)	(49,749)	(11)
Loss on supply chain assets, net		(57,277)	(5,750)	896
Share of profits and losses of:				
Joint ventures		133,825	3,152	4,146
Associates		(199)	(3,666)	(95)
TOTAL OPERATING INCOME/(LOSS)		31,987	(56,013)	N/A
Other income net of other expenses		19,568	996	1,865
Selling, administrative and operating expenses		(37,287)	(54,899)	(32)
PROFIT/(LOSS) BEFORE INTEREST AND TAX AND RESTRUCTURING EXPENSES		14,268	(109,916)	N/A
Restructuring expenses	(A)	(19,145)	-	N/A
Finance income		6,173	9,062	(32)
Finance costs		(65,145)	(48,452)	34
LOSS BEFORE TAX FROM CONTINUING OPERATIONS		(63,849)	(149,306)	(57)
Taxation		(7,337)	(2,143)	242
LOSS FOR THE PERIOD FROM CONTINUING OPERATIONS		(71,186)	(151,449)	(53)
<b>DISCONTINUED OPERATIONS</b>				
POST-TAX PROFIT/(LOSS) FOR THE PERIOD FROM DISCONTINUED OPERATIONS	(B)	(366)	21,996	N/A
LOSS FOR THE PERIOD		(71,552)	(129,453)	(45)
Attributable to:				
Equity holders of the parent		(71,534)	(129,346)	(45)
Non-controlling interests		(18)	(107)	(83)
		(71,552)	(129,453)	(45)

#### EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (see paragraph 6)

	Continuing operations		Discontinued operations		Group	
	Q1 2018 US\$	Q1 2017 US\$ (restated)	Q1 2018 US\$	Q1 2017 US\$ (restated)	Q1 2018 US\$	Q1 2017 US\$ (restated)
Basic	(0.0585)	(0.1211)	(0.0002)	0.0169	(0.0587)	(0.1042)
Diluted	(0.0585)	(0.1211)	(0.0002)	0.0169	(0.0587)	(0.1042)

# ANNOUNCEMENT

## Noble Group Limited Quarterly Financial Statements And Dividend Announcement



### 1(a)(ii) A comprehensive income statement (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year

	(unaudited) Q1 2018 1 Jan to 31 Mar 2018 US\$'000	(unaudited) Q1 2017 1 Jan to 31 Mar 2017 US\$'000 (restated)
<b>LOSS FOR THE PERIOD</b>	<b>(71,552)</b>	<b>(129,453)</b>
<b>OTHER COMPREHENSIVE INCOME</b>		
Net other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods:		
Net losses on cash flow hedges after tax	(4,948)	(13,915)
Revaluation/realization of long term equity investments	-	111
Exchange differences on translation of foreign operations	4,908	10,377
Net other comprehensive income/(loss) not to be reclassified to profit or loss in subsequent periods:		
Net gain on equity instruments at fair value through other comprehensive income ("FVOCI")	4,236	-
<b>OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD, NET OF TAX</b>	<b>4,196</b>	<b>(3,427)</b>
<b>TOTAL COMPREHENSIVE LOSS FOR THE PERIOD, NET OF TAX</b> (see paragraph 1(d)(i))	<b>(67,356)</b>	<b>(132,880)</b>
Attributable to:		
Equity holders of the parent	(67,338)	(132,773)
Non-controlling interests	(18)	(107)
	<b>(67,356)</b>	<b>(132,880)</b>
Attributable to the equity holders of the parent:		
Total comprehensive loss from continuing operations, net of tax	(66,972)	(154,769)
Total comprehensive income/(loss) from discontinued operations, net of tax	(366)	21,996
	<b>(67,338)</b>	<b>(132,773)</b>

**Noble Group Limited**  
**Quarterly Financial Statements And Dividend Announcement**
**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**

	Notes	Group		Company	
		(unaudited)	(audited)	(unaudited)	(audited)
		As at 31/3/2018 US\$'000	As at 31/12/2017 US\$'000	As at 31/3/2018 US\$'000	As at 31/12/2017 US\$'000
<b>NON-CURRENT ASSETS</b>					
Property, plant and equipment		407,105	411,591	-	-
Intangible assets		2,548	2,548	-	-
Investments in subsidiaries		-	-	1,258,534	1,236,875
Investments in joint ventures		293,683	157,145	-	-
Investments in associates		49,165	40,176	-	-
Equity instruments at FVOCI		69,011	-	104	-
Long term equity investments		-	94,175	-	126
Long term loans		260,155	264,070	-	-
Deferred tax assets		95,061	92,507	-	-
<b>Total non-current assets</b>		<b>1,176,728</b>	<b>1,062,212</b>	<b>1,258,638</b>	<b>1,237,001</b>
<b>CURRENT ASSETS</b>					
Cash and cash equivalents	(C)	676,649	492,012	276,188	120,098
Due from subsidiaries		-	-	1,694,318	2,177,737
Trade receivables		698,923	665,128	-	-
Prepayments, deposits and other receivables	(D)	494,901	398,577	58,695	55,890
Fair value gains on commodity and other derivative financial instruments	(E)	385,667	513,315	-	104
Inventories	(F)	109,094	166,422	-	-
Tax recoverable		11,221	14,627	-	-
		2,376,455	2,250,081	2,029,201	2,353,829
Assets in subsidiaries classified as held for sale	(G)	116,630	1,403,182	-	-
Non-current assets classified as held for sale	(H)	70,240	94,000	-	-
<b>Total current assets</b>		<b>2,563,325</b>	<b>3,747,263</b>	<b>2,029,201</b>	<b>2,353,829</b>
<b>CURRENT LIABILITIES</b>					
Due to subsidiaries		-	-	517,693	797,503
Trade and other payables and accrued liabilities	(J)	927,014	942,664	259,820	272,761
Fair value losses on commodity and other derivative financial instruments	(E)	113,279	160,414	71	2,791
Bank debts		1,270,300	1,189,586	1,155,529	1,153,401
Senior notes	(K)	2,305,920	378,815	2,305,920	378,815
Tax payable		13,486	11,572	-	-
		4,629,999	2,683,051	4,239,033	2,605,271
Liabilities in subsidiaries classified as held for sale	(G)	12,276	913,690	-	-
<b>Total current liabilities</b>		<b>4,642,275</b>	<b>3,596,741</b>	<b>4,239,033</b>	<b>2,605,271</b>
<b>NET CURRENT ASSETS/(LIABILITIES)</b>		<b>(2,078,950)</b>	<b>150,522</b>	<b>(2,209,832)</b>	<b>(251,442)</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>(902,222)</b>	<b>1,212,734</b>	<b>(951,194)</b>	<b>985,559</b>
<b>NON-CURRENT LIABILITIES</b>					
Bank debts		-	98,125	-	-
Senior notes	(K)	-	1,915,520	-	1,915,520
<b>Total non-current liabilities</b>		<b>-</b>	<b>2,013,645</b>	<b>-</b>	<b>1,915,520</b>
<b>NET LIABILITIES</b>		<b>(902,222)</b>	<b>(800,911)</b>	<b>(951,194)</b>	<b>(929,961)</b>

**Noble Group Limited**  
**Quarterly Financial Statements And Dividend Announcement**
**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 (cont'd)**

	Notes	Group		Company	
		(unaudited)	(audited)	(unaudited)	(audited)
		As at 31/3/2018 US\$'000	As at 31/12/2017 US\$'000	As at 31/3/2018 US\$'000	As at 31/12/2017 US\$'000
<b>EQUITY</b>					
<b>Equity attributable to equity holders of the parent</b>					
Issued capital		427,008	427,008	427,008	427,008
Share premium		2,247,974	2,247,974	2,247,974	2,247,974
Capital securities	(L)	397,547	397,547	397,547	397,547
Reserves		94,594	91,394	151,458	147,236
Reserves in subsidiaries classified as held for sale	(G)	5,609	5,609	-	-
Accumulated losses		(4,079,096)	(3,974,603)	(4,175,181)	(4,149,726)
		(906,364)	(805,071)	(951,194)	(929,961)
<b>Non-controlling interests</b>					
Non-controlling interests		2,205	2,190	-	-
Non-controlling interests attributable to subsidiaries classified as held for sale	(G)	1,937	1,970	-	-
		4,142	4,160	-	-
<b>TOTAL EQUITY</b>		<b>(902,222)</b>	<b>(800,911)</b>	<b>(951,194)</b>	<b>(929,961)</b>

## Notes:

## (A) Restructuring expenses

Restructuring expenses of approximately US\$19,145,000 (for the period ended 31 March 2017: Nil) include legal and financial advisory fees and other fees associated with the proposed restructuring of the Group. Such expenses are non-recurring in nature.

## (B) Discontinued operations

Results from the Global Oil Liquids and North American Gas & Power business have been reclassified to discontinued operations following the Group's decision to sell these businesses. Prior period results have been restated to reflect this change in presentation in the consolidated income statement.

The post-tax loss for the period ended 31 March 2018 from the discontinued Global Oil Liquids and North American Gas & Power operations attributable to the Group is presented below:

	(unaudited) Q1 2018 1 Jan to 31 Mar 2018 US\$'000	(unaudited) Q1 2017 1 Jan to 31 Mar 2017 US\$'000
Revenue	257,562	10,587,371
Cost of sales and services	(277,115)	(10,531,865)
Operating income/(loss) from supply chains	(19,553)	55,506
Profit/(loss) on supply chain assets, net	50,119	(4,700)
Share of profits and losses of joint ventures/associates	-	(3,861)
Total operating income	30,566	46,945
Other income net of other expenses	431	423
Selling, administrative and operating expenses #	(32,377)	(45,078)
Net finance income/(costs)	1,014	(4,483)
Loss before tax	(366)	(2,193)
Taxation	-	24,189
Net profit/(loss) for the period from the discontinued operations	(366)	21,996

# Selling, administrative and operating expenses include costs incurred to facilitate the sale of the Global Oil Liquids business of approximately \$10 million.

**Noble Group Limited**  
**Quarterly Financial Statements And Dividend Announcement**
**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 (cont'd)**
**(B) Discontinued operations (cont'd)**

The net cash flows incurred by discontinued operations for the period ended 31 March 2018 are as follows:

	(unaudited) Q1 2018 1 Jan to 31 Mar 2018 US\$'000	(unaudited) Q1 2017 1 Jan to 31 Mar 2017 US\$'000
Operating activities	41,017	(122,103)
Investing activities	-	22,407
Financing activities	(152,954)	4,712
Net foreign exchange differences	(65)	(308)
<b>Net cash outflow</b>	<b>(112,002)</b>	<b>(95,292)</b>

**(C) Cash and cash equivalents**

Cash and cash equivalents in the statement of financial position include:

	Group		Company	
	(unaudited) As at 31/3/2018 US\$'000	(audited) As at 31/12/2017 US\$'000	(unaudited) As at 31/3/2018 US\$'000	(audited) As at 31/12/2017 US\$'000
Cash and short term time deposits	636,710	435,196	275,988	117,088
Cash balances with future brokers	39,939	56,816	200	3,010
<b>Cash and cash equivalents</b>	<b>676,649</b>	<b>492,012</b>	<b>276,188</b>	<b>120,098</b>

For the purpose of the consolidated statement of cash flows, only the portion of the cash balances with futures brokers that are immediately available for use in the business operations are included as cash and cash equivalents.

	Group		Company	
	(unaudited) As at 31/3/2018 US\$'000	(audited) As at 31/12/2017 US\$'000	(unaudited) As at 31/3/2018 US\$'000	(audited) As at 31/12/2017 US\$'000
Cash and cash equivalents per above	676,649	492,012	276,188	120,098
Cash balances attributable to subsidiaries classified as held for sale	1,276	147,698	-	-
<b>Total cash and cash equivalents</b>	<b>677,925</b>	<b>639,710</b>	<b>276,188</b>	<b>120,098</b>
Less: Cash balances with futures brokers and not immediately available for use in the business operations	(6,178)	(21,964)	-	-
Less: Cash balances with security agent	(175,500)	(18,602)	-	-
	<b>496,247</b>	<b>599,144</b>	<b>276,188</b>	<b>120,098</b>

**(D) Prepayments, deposits and other receivables**

	Group		Company	
	(unaudited) As at 31/3/2018 US\$'000	(audited) As at 31/12/2017 US\$'000	(unaudited) As at 31/3/2018 US\$'000	(audited) As at 31/12/2017 US\$'000
Prepayments	205,949	191,386	31,877	30,099
Deposits and other receivables	288,952	207,191	26,818	25,791
	<b>494,901</b>	<b>398,577</b>	<b>58,695</b>	<b>55,890</b>

**Noble Group Limited**  
**Quarterly Financial Statements And Dividend Announcement**

**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 (cont'd)**

(E) Commodity and other derivative financial instruments

All derivative financial instruments are initially recognised at fair value on the date on which the contract is entered into and are subsequently re-measured at fair value. Any gains or losses arising from changes in the fair value of derivatives for trading purpose are recorded in the income statement in the cost of sales and services in the period of change. Whereas the gains or losses arising from changes in the fair value of derivatives used for cashflow hedges are recorded in the cash flow hedging reserve in part of equity.

	Group	
	(unaudited) As at 31/3/2018 US\$'000	(audited) As at 31/12/2017 US\$'000
Fair value gains on commodity and other derivative financial instruments	385,667	513,315
Fair value losses on commodity and other derivative financial instruments	(113,279)	(160,414)
<b>Net fair value gains on commodity and other derivative financial instruments</b>	<b>272,388</b>	<b>352,901</b>

(F) Inventories

Readily marketable inventories ("RMI") are certain commodity inventories (hedged or presold) which are readily convertible to cash because of their commodity characteristics, widely available markets and international pricing mechanisms. RMI is not a defined IFRS concept.

At 31 March 2018 RMI was US\$63,571,000 (2017: US\$104,068,000), which represented 58% (2017: 63%) of total inventories and included certain inventories in transit to customers.

(G) Subsidiaries classified as held for sale

As part of the disposal of COFCO Agri Limited ("CAL") Group in 2014, the Group retained the palm business in exchange for a promissory note of US\$64,449,000 issued to CAL Group. The promissory note carries a contingent value right, under which the Group shall remit to the CAL Group, the proceeds of the sale of palm business, less any taxes, expenses and other costs of sale, received by the Group from a third party, and the CAL Group shall return the promissory note. As at 31 March 2018, the Group is in discussion with potential buyers on the sale of the palm business. Based on the potential value, the Group assessed the value of promissory note to be zero.

The major classes of assets and liabilities for the business held for sale as at 31 March 2018 are stated at the lower of cost and recoverable amount and were as follows:

	(unaudited) As at 31/3/2018 US\$'000
Non-current assets, net of impairment	73,412
<b>Current assets</b>	<b>24,111</b>
Assets in subsidiaries classified as held for sale	97,523
Liabilities in subsidiaries classified as held for sale	(13,602)
<b>Net assets directly associated with subsidiaries classified as held for sale</b>	<b>83,921</b>
Reserves in subsidiaries classified as held for sale	5,609
<b>Non-controlling interests attributable to subsidiaries classified as held for sale</b>	<b>1,937</b>

Other assets and liabilities classified as held for sale include the Group's investment in PT Kaltim Bio Energi and the marketing and offtake agreement held by Noble Resources International Pte Ltd.

(H) Non-current assets classified as held for sale

Three dry bulk carrier vessels are categorised as held for sale and are carried at their estimated recoverable amount as at 31 March 2018.

**Noble Group Limited**  
**Quarterly Financial Statements And Dividend Announcement**
**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 (cont'd)**
**(I) Disposal of subsidiaries**
Disposal of Noble Americas Corp.

On 23 October 2017, the Group announced it had entered into a purchase agreement with Vitol US Holding Co. and Euromin Inc. in connection with the proposed sale of all of the issued and outstanding capital stock of Noble Americas Corp (“NAC”).

On 12 January 2018, the disposal of NAC was completed. At closing, the estimated consideration was approximately US\$400 million, comprising estimated closing date base consideration of approximately US\$214 million, plus estimated closing date net working capital of approximately US\$388 million, minus estimated closing date indebtedness of US\$202 million. At closing, proceeds of US\$272 million (net of US\$6 million in respect of transaction costs) was received in cash with US\$122 million deposited with an escrow agent. A further approximately US\$35 million has been received post-12 January 2018. A final determination of total consideration will be made in accordance with the terms and conditions of the sales and purchase agreement.

An analysis of the net inflow of cash and cash equivalents for the period ended 31 March 2018 in respect of the disposal of NAC is as follows:

	US\$'000
Cash consideration	307,237
Cash and cash equivalents disposed as of 12 January 2018	(47,398)
<b>Net inflow of cash and cash equivalents in respect of the disposal</b>	<b>259,839</b>

**(J) Trade and other payables and accrued liabilities**

	Group		Company	
	(unaudited) As at 31/3/2018 US\$'000	(audited) As at 31/12/2017 US\$'000	(unaudited) As at 31/3/2018 US\$'000	(audited) As at 31/12/2017 US\$'000
Trade payables	462,102	371,898	-	-
Other payables and accrued liabilities	464,912	570,766	259,820	272,761
	<b>927,014</b>	<b>942,664</b>	<b>259,820</b>	<b>272,761</b>

**(K) Senior notes**

On 12 March 2018 and 16 March 2018, the Group announced that pursuant to the terms of the Restructuring Support Agreement (“RSA”), the Company has not and will not make payment of the outstanding principal amounts and accrued interest due and payable in respect of the 3.625% US Dollar fixed rate senior notes due 2018 (“2018 Notes”) and 8.75% US Dollar fixed rate senior notes due 2022 (“2022 Notes”).

On 22 March 2018, the Company announced that it had received a letter dated 21 March 2018 from the trustee under the 2018 Notes giving notice to the Company that an Event of Default has occurred. The announcement also stated that the terms of the RSA provide for a standstill with respect to creditors’ Existing Senior Claims (as defined in the RSA), which include claims in respect of the 2018 Notes, the 2022 Notes, the 6.75% US Dollar fixed rate senior notes due 2020 and the Company’s revolving credit facility. Creditors of the Company who have signed or accede to the RSA undertake pursuant to the terms of the RSA to refrain from taking any action against the Company with respect to their Existing Senior Claims. As of 10 May 2018, approximately 85% of Existing Senior Creditors (as defined in the RSA) has acceded to the RSA.

The proposed restructuring of all of the Group’s unsecured indebtedness pursuant to the terms of the RSA requires the Company to address all amounts due on its unsecured indebtedness and requires such amounts to be restructured in accordance with the terms of the RSA. As a result, the Group’s senior unsecured debt has been classified as current liabilities as at 31 March 2018.

**Noble Group Limited**  
**Quarterly Financial Statements And Dividend Announcement**

**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 (cont'd)**

(K) Senior notes (cont'd)

US\$750,000,000 Senior Notes due 9 March 2022

In March 2017, the Company issued 8.75% senior notes of US\$750,000,000 at 100%.

The Company has the right to redeem up to 40% of the principal amount of the senior notes at any time prior to 9 March 2020 at a redemption price of 108.75%, plus accrued and unpaid interest, if any. The Company has the right to redeem all of the senior notes at any time on or after 9 March 2020 at the redemption prices stipulated in "Terms and Conditions of the Notes – Redemption and Purchase" in the agreement.

The principal amount of senior notes outstanding was US\$750,000,000 as at 31 March 2018 and was reclassified as current liabilities as at 31 March 2018. Please refer to the discussion above.

US\$1,176,920,000 (Originally US\$1,250,000,000) Senior Notes due 29 January 2020

In October 2009, the Company issued 6.75% senior notes of US\$850,000,000 at 99.105%. On 9 February 2010, the Company issued a further US\$400,000,000 6.75% senior notes due 2020 at 103.6676% to form a single series US\$1,250,000,000 senior notes due 29 January 2020.

The Company has the right to redeem some or all of the senior notes at any time on or after 16 October 2010 at the redemption prices stipulated in "Description of notes - Optional redemption" in the agreement.

In May 2012, June 2012 and January 2016, the Company repurchased US\$73,080,000 of its US\$1,250,000,000 6.75% senior notes. Such senior notes were cancelled subsequent to the repurchases. The principal amount of senior notes outstanding was US\$1,176,920,000 as at 31 March 2018 and was reclassified as current liabilities as at 31 March 2018. Please refer to the discussion above.

RM3,000,000,000 Medium Term Note Programme

In March 2012, the Company established a multi-currency Islamic medium term note programme of up to Malaysian Ringgit 3,000,000,000 (or its equivalent in foreign currency) under the laws of Malaysia. Under the programme, the Company may issue Islamic medium term notes ("Sukuk Murabahah") from time to time in Malaysian Ringgit or in other currencies, in various amounts and tenors of more than a year and up to a maximum tenor of 20 years.

The Sukuk Murabahah holders, in subscribing or purchasing the Sukuk Murabahah with rights of early redemption, grant the issuer the option to redeem the Sukuk Murabahah, in whole or in part, prior to maturity dates stipulated in the agreement of the notes.

There was no outstanding amount of senior notes as at 31 December 2017 and the programme was cancelled on 5 March 2018.

US\$3,000,000,000 Medium Term Note Programme

In August 2011, the Company established a US\$3,000,000,000 medium term note programme. Under the programme, the Company may issue notes from time to time in various currencies, amounts and tenors. The notes may bear fixed or floating rates, interest on dual currency or index linked bases or may not bear interest. The notes may be offered on a syndicated or non-syndicated basis.

The pricing supplements issued in respect of each issue of notes will state whether such notes may be redeemed prior to their stated maturity at the Company's option (either in whole or in part) and/or at the option of the holders, and if so the terms applicable to such redemption. The Company has the right to redeem some or all of the medium term notes at any time at the redemption prices stipulated in the agreement of the medium term notes.

On 20 March 2013, the Company issued 3.625% medium term notes of US\$400,000,000 at 99.268% due 20 March 2018.

In March 2015 and January 2016, the Company repurchased US\$21,000,000 of its US\$400,000,000 3.625% medium term notes. Such medium term notes were cancelled subsequent to the repurchases.

The principal amount of medium term notes outstanding was US\$379,000,000.

(L) Capital securities

6.0% US\$400,000,000 Perpetual Capital Securities

The Company issued perpetual capital securities with a par value of US\$350,000,000 on 24 June 2014. On 10 July 2014, the Company issued an additional US\$50,000,000 of the perpetual capital securities at an issue price of 101%. The US\$50,000,000 in perpetual capital securities were consolidated with the US\$350,000,000 in capital securities issued on 24 June 2014 to form a single series of US\$400,000,000.

The capital securities are perpetual and do not have a fixed redemption date. The distribution rate of the securities is 6.0% per annum, payable in arrears on a semi-annual basis at the discretion of the Company. The first distribution date was on 24 December 2014. The Company may, on giving not more than 60 nor less than 30 days' irrevocable notice to the holders in writing, redeem all but not some only of the securities in accordance with the terms and conditions of the securities.

In the event of a winding-up, the rights and claims of the holders in respect of the capital securities shall rank ahead of claims in respect of the Company's shareholders, but shall be subordinated in right of payment to the claims of all present and future unsubordinated obligations, except for obligations of the Company that are expressed to rank pari passu with, or junior to, its obligations under the capital securities.



**Noble Group Limited**  
**Quarterly Financial Statements And Dividend Announcement**
**1(b)(ii) Aggregate amount of group's borrowings and debt securities**

	(unaudited) As at 31/3/2018		(audited) As at 31/12/2017	
	Secured US\$'000	Unsecured US\$'000	Secured US\$'000	Unsecured US\$'000
(a) Amount repayable in one year or less, or on demand	98,824	3,477,396	20,820	1,547,581
(b) Amount repayable after one year	-	-	98,125	1,915,520
<b>Total</b>	<b>98,824</b>	<b>3,477,396</b>	<b>118,945</b>	<b>3,463,101</b>

**(c) Details of any collateral:**

Certain bank debts were secured by trade receivables, inventories, vessels and equipment of the Group as at 31 March 2018 and 31 December 2017.

**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**

	Notes	(unaudited) Q1 2018 1 Jan to 31 Mar 2018 US\$'000	(unaudited) Q1 2017 1 Jan to 31 Mar 2017 US\$'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Loss before tax			
From continuing operations		(63,849)	(149,306)
From discontinued operations		(366)	(2,193)
Total		(64,215)	(151,499)
Adjustments to loss before tax	(A)	(41,331)	86,040
Operating loss before working capital changes		(105,546)	(65,459)
Decrease/(increase) in working capital	(B)	104,364	(223,311)
Net decrease/(increase) of cash balances with futures brokers and not immediately available for use in the business operations		15,786	(41,821)
Net increase of cash balances with security agent		(156,898)	-
Interest received		6,515	9,687
Taxes paid		(176)	(2,143)
Net cash flows used in operating activities		(135,955)	(323,047)
<b>NET CASH FLOWS FROM/(USED IN) INVESTING ACTIVITIES</b>	(C)	258,722	(75,656)
<b>NET CASH FLOWS FROM/(USED IN) FINANCING ACTIVITIES</b>	(D)	(224,022)	743,955
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>		(101,255)	345,252
Net foreign exchange differences		(1,642)	(4,781)
Cash and cash equivalents at beginning of period		599,144	1,095,358
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>		<b>496,247</b>	<b>1,435,829</b>
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>			
Bank balances and short term time deposits		636,710	1,192,625
Cash balances with future brokers		39,939	358,657
Cash balances attributable to subsidiaries classified as held for sale		676,649	1,551,282
Total cash and cash equivalents		1,276	2,901
Less: Cash balances with futures brokers and not immediately available for use in the business operations		677,925	1,554,183
Less: Cash balances with security agent		(6,178)	(108,354)
Less: Cash balances with security agent		(175,500)	-
Less: Time deposit with original maturity of more than three months when acquired		-	(10,000)
<b>Cash and cash equivalents as stated in the statement of cash flows</b>		<b>496,247</b>	<b>1,435,829</b>

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**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 (cont'd)**

	(unaudited) Q1 2018 1 Jan to 31 Mar 2018 US\$'000	(unaudited) Q1 2017 1 Jan to 31 Mar 2017 US\$'000
<b>Notes to the statement of cash flows:-</b>		
(A) Adjustments to loss before tax:		
Depreciation	7,935	23,200
Amortisation of intangible assets	886	5,356
Net losses/(gains) on impairment and disposal of non-current assets		
- from continuing operations	22,325	426
- from discontinued operations	(4)	-
Impairment of trade receivables	7,237	-
Impairment of prepayments and other receivables	36,204	-
Net gain on disposal of subsidiaries		
- from continuing operations	(907)	-
- from discontinued operations	(50,458)	-
Share of profits and losses of joint ventures/associates	(133,626)	4,375
Share-based payment and equity-settled share option expenses	(996)	9,071
Dividend income from long term equity investments	-	(261)
Restructuring expenses - amortisation of facilities fee	12,115	-
Net finance costs	57,958	43,873
	(41,331)	86,040
(B) Decrease/(increase) in working capital includes:		
Decrease in trade receivables	72,439	345,146
Decrease/(increase) in prepayments, deposits and other receivables	(21,148)	63,723
Decrease/(increase) in net fair value gains/losses on commodity and other derivative financial instruments	86,257	(64,510)
Decrease/(increase) in inventories	65,761	(127,112)
Decrease in trade and other payables and accrued liabilities	(98,945)	(440,558)
	104,364	(223,311)
(C) Net cash flows from/(used in) investing activities:		
Additions of property, plant and equipment	(5,006)	(10,368)
Proceeds from disposal of property, plant and equipment	23,760	241
Cash inflow on disposal of subsidiaries	254,067	-
Investments in joint ventures/associates	(8,306)	-
Increase in amounts due from joint ventures/associates	(2,887)	(77,111)
Dividend income from joint ventures	-	9,199
Dividend income from long term equity investments	-	261
Decrease/(increase) in long term loans	(2,906)	2,122
	258,722	(75,656)
(D) Net cash flows from/(used in) financing activities:		
Interest paid on financing activities	(52,888)	(53,244)
Bank debts - additions	27,411	862,894
- repayments	(198,545)	(804,715)
Net proceeds from issuance of senior notes	-	739,020
	(224,022)	743,955

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These figures have not been audited

**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**
**Attributable to equity holders of the parent**

	Reserves														Non-controlling interests attributable to subsidiaries held for sale	Total equity	
	Issued capital	Share premium	Treasury shares	Capital securities	Share-based payment reserve	Share option reserve	Capital redemption reserve	Cash flow hedging reserve	Long term investment revaluation reserve	Fair value reserve of equity instrument at FVOCI	Exchange fluctuation reserve	Reserves in subsidiaries classified as held for sale	Retained profits/ (accumulated losses)	Total			Non-controlling interests
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
At 1 January 2017	427,008	2,323,902	(88,704)	397,547	(15,579)	148,711	6,237	(117,377)	5,996	-	(106,874)	5,398	988,019	3,974,284	2,869	2,411	3,979,564
Loss for the period	-	-	-	-	-	-	-	-	-	-	-	-	(129,346)	(129,346)	5	(112)	(129,453)
Other comprehensive income/(loss), net of tax (See 1a(ii))	-	-	-	-	-	-	-	(13,915)	111	-	10,377	-	-	(3,427)	-	-	(3,427)
Total comprehensive income/(loss), net of tax (See 1a(ii))	-	-	-	-	-	-	-	(13,915)	111	-	10,377	-	(129,346)	(132,773)	5	(112)	(132,880)
Transfer of reserve to held for sales	-	-	-	-	-	-	-	-	-	-	(3)	3	-	-	-	-	-
Share-based payment	-	-	-	-	6,871	-	-	-	-	-	-	-	-	6,871	-	-	6,871
Equity-settled share option expenses	-	-	-	-	-	2,200	-	-	-	-	-	-	-	2,200	-	-	2,200
Capital securities dividend	-	-	-	-	-	-	-	-	-	-	-	-	(6,000)	(6,000)	-	-	(6,000)
<b>At 31 March 2017</b>	<b>427,008</b>	<b>2,323,902</b>	<b>(88,704)</b>	<b>397,547</b>	<b>(8,708)</b>	<b>150,911</b>	<b>6,237</b>	<b>(131,292)</b>	<b>6,107</b>	<b>-</b>	<b>(96,500)</b>	<b>5,401</b>	<b>852,673</b>	<b>3,844,582</b>	<b>2,874</b>	<b>2,299</b>	<b>3,849,755</b>
At 31 December 2017	427,008	2,247,974	-	397,547	5,885	143,201	6,237	(566)	7,250	-	(70,613)	5,609	(3,974,603)	(805,071)	2,190	1,970	(800,911)
Adjustment on adoption of IFRS 9	-	-	-	-	-	-	-	-	(7,250)	7,250	-	-	(26,594)	(26,594)	-	-	(26,594)
At 1 January 2018	427,008	2,247,974	-	397,547	5,885	143,201	6,237	(566)	-	7,250	(70,613)	5,609	(4,001,197)	(831,665)	2,190	1,970	(827,505)
Loss for the period	-	-	-	-	-	-	-	-	-	-	-	-	(71,534)	(71,534)	15	(33)	(71,552)
Other comprehensive income/(loss), net of tax (See 1a(ii))	-	-	-	-	-	-	-	(4,948)	-	4,236	4,908	-	-	4,196	-	-	4,196
Total comprehensive income/(loss), net of tax (See 1a(ii))	-	-	-	-	-	-	-	(4,948)	-	4,236	4,908	-	(71,534)	(67,338)	15	(33)	(67,356)
Share-based payment	-	-	-	-	(858)	-	-	-	-	-	-	-	-	(858)	-	-	(858)
Equity-settled share option expenses	-	-	-	-	-	(138)	-	-	-	-	-	-	-	(138)	-	-	(138)
Capital securities dividend	-	-	-	-	-	-	-	-	-	-	-	-	(6,365)	(6,365)	-	-	(6,365)
<b>At 31 March 2018</b>	<b>427,008</b>	<b>2,247,974</b>	<b>-</b>	<b>397,547</b>	<b>5,027</b>	<b>143,063</b>	<b>6,237</b>	<b>(5,514)</b>	<b>-</b>	<b>11,486</b>	<b>(65,705)</b>	<b>5,609</b>	<b>(4,079,006)</b>	<b>(906,364)</b>	<b>2,205</b>	<b>1,937</b>	<b>(902,222)</b>

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**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 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**

	Company	
	(unaudited) As at 31/3/2018 Share'000	(unaudited) As at 31/3/2017 Share'000
ISSUED CAPITAL At 1 January and 31 March	1,327,484	13,274,877
SHARE OPTIONS OUTSTANDING AT 31 MARCH	33,681	527,154
TREASURY SHARES At 1 January and 31 March	-	177,328

On 15 March 2017, the Group announced a share consolidation exercise pursuant to which the Company will consolidate every ten existing issued shares (including treasury shares) into one ordinary share of par value of HK\$2.50 each in the share capital of the Company, fractional entitlements to be disregarded. Unissued shares were also consolidated on the same basis. Shareholders approved the share consolidation in the Special General Meeting held on 28 April 2017. On 11 May 2017, the share consolidation was completed.

**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**

Total number of issued shares excluding treasury shares as at 31 March 2018 was 1,327,483,781 shares (31 December 2017: 1,327,483,781 shares).

**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**

Please refer to the 1(d)(ii) above.

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

The financial statements for the three months ended 31 March 2018, prepared in accordance with International Financial Reporting Standards ("IFRSs"), have not been audited or reviewed.

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

The financial statements have not been audited or reviewed.

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

The accounting policies adopted are primarily consistent with those disclosed in the 2017 audited financial statements, except for those disclosed under paragraph 5 below.

**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 has adopted "IFRS 9 - Financial Instruments" and "IFRS 15 - Revenue from contracts with customers" for the first time for the current year's financial statements.

"IFRS 9 - Financial Instruments" requires the Group to record expected credit losses on its loans and trade receivables. The standard was adopted on 1 January, 2018.

The Group adopted a so-called simplified approach to trade receivables impairments and a general approach to loan impairments. Day one impact of US\$27 million charge was booked straight to reserves as permitted by the standard and a credit of US\$4 million was subsequently booked to P&L for the Q1 movement.

Equity instruments held as "available for sale" are measured at fair value through other comprehensive income as the investments are intended to be held for the foreseeable future. Going forward, gains and losses recorded in other comprehensive income for these equity investments cannot be recycled to profit or loss when the investments are derecognized.

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**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 (cont'd)**

Under "IFRS 15 - Revenue from Contracts with Customers", the Group recognises revenue to depict the transfer of promised goods or services to the customer in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. There was no impact for the Group versus application of the previous "IAS18 – Revenue".

**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**

Basic earnings/(loss) per share amounts are calculated by dividing the profit/(loss) for the period attributable to ordinary equity holders of the parent less capital securities dividend by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings/(loss) per share amounts are calculated by dividing the loss for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the period plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

The computations of basic and diluted earnings/(loss) per share are based on:

Earnings/(loss)	Continuing operations US\$'000	Discontinued operations US\$'000	Group US\$'000
<b>Q1 2018</b>			
Loss attributable to equity holders of the parent for basic and diluted earnings per share	(71,168)	(366)	(71,534)
Less: Capital securities dividend	(6,365)	-	(6,365)
Adjusted loss attributable to ordinary equity holders of the parent for basic and diluted earnings per share	(77,533)	(366)	(77,899)
<b>Q1 2017</b>			
Profit/(loss) attributable to equity holders of the parent for basic and diluted earnings per share	(151,342)	21,996	(129,346)
Less: Capital securities dividend	(6,000)	-	(6,000)
Adjusted profit/(loss) attributable to ordinary equity holders of the parent for basic and diluted earnings per share	(157,342)	21,996	(135,346)

	(unaudited) Q1 2018 1 Jan to 31 Mar 2018 Share'000	(unaudited) Q1 2017 1 Jan to 31 Mar 2017 Share'000 (restated)
Weighted average number of ordinary shares	1,326,188	1,299,497
Dilutive effect of share options	-	-
Weighted average number of ordinary shares adjusted for the dilutive effect	1,326,188	1,299,497

The effect of share consolidation and bonus element resulting from the rights issue has been included in the calculation of basic and diluted earnings per share. Prior year basic and diluted earnings per share is adjusted in order to provide a comparable basis for the effect of rights issue and share consolidation.

**7 Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the (a) current financial period reported on; and (b) immediately preceding financial year**

	Group		Company	
	(unaudited) As at 31/3/2018	(audited) As at 31/12/2017	(unaudited) As at 31/3/2018	(audited) As at 31/12/2017
Net liability value per ordinary share based on issued share capital at end of the period	US\$ (0.68)	US\$ (0.60)	US\$ (0.72)	US\$ (0.70)

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- 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**
- Please refer to the attached appendix: management's discussion and analysis of financial condition and results of operations.
- 9**      **Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results**
- No forecast was previously given.
- 10**     **A commentary at the date of this 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**
- Please refer to the attached appendix: management's discussion and analysis of financial condition and results of operations.
- 11**     **Dividend**
- (a)      Current financial period reported on  
Nil
- (b)      Corresponding period of the immediately preceding financial year  
Nil
- (c)      Date payable: Not applicable
- (d)      Books closure date: Not applicable
- 12**     **If no dividend has been declared/recommended, a statement to that effect**
- No dividend has been declared/recommended for the period ended 31 March 2018.
- 13**     **Interested Person Transactions**
- The Group does not have a general mandate from shareholders for interested person transactions.
- 14**     **Confirmation By Directors Pursuant to Rule 705(5) of the Listing Manual**
- Please refer to the attached appendix: negative assurance confirmation statement dated 15 May 2018.
- 15**     **Confirmation that the issuer has procured undertakings from all its directors and executive officers under Rule 720(1).**
- The Company has procured undertakings from all its directors and executive officers in compliance with Listing Rule 720(1).
- 16**     **Use of Proceeds**
- The Group had used approximately 20% of the net proceeds from its 2016 rights issue for the repayment of part of its syndicated loan facilities. Such use and percentage was in accordance with the stated use and percentage allocated in the offer information statement dated 28 June 2016.

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*PART II*  
**ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT (THIS PART IS NOT APPLICABLE TO Q1, Q2, Q3 OR HALF YEAR RESULTS)**

- 17 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.**  
Not applicable
- 18 In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the operating segments**  
Not applicable
- 19 A breakdown of the Group's sales**  
Not applicable
- 20 A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year**  
Not applicable
- 21 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)**  
Not applicable

BY ORDER OF THE BOARD

Paul Jeremy Brough  
Executive Chairman  
15 May 2018