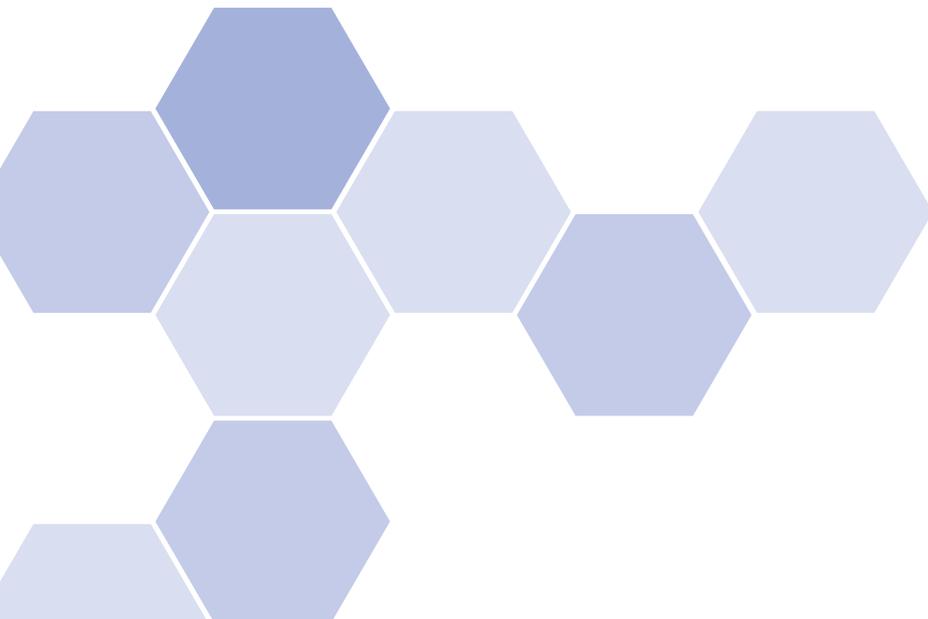


CHALLENGES & CHANGES

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About ASTI



Listed on the mainboard of the Singapore Exchange, ASTI Holdings Limited ("ASTI" or "the Group") owns one of the larger Semiconductor Manufacturing Service in the world. The Group provides Tape & Reel packaging services and Integrated Circuit Programming Services to renowned Original Equipment Manufacturers, contract manufacturers and component distributors globally.

Globally, ASTI has 2 research and development centres and 8 factories. Our operations are located in Southeast Asia, Greater China, the United States of America and the United Kingdom.

Our extensive geographical network provides distribution services across many countries in Asia. The ASTI Group of companies has the ability to offer a suite of integrated and synergistic solutions to our customers.

ASTI holds a controlling equity interests in Dragon Group International Limited ("Dragon Group" or "DGI"). The shares of DGI are quoted on the Singapore Exchange.

For more information, please visit our website at www.astigp.com

Geographic Reach

The ASTI Group of companies has extensive global footprints. Currently we have 2 research and development centres, and 8 factories located in Southeast Asia, Greater China, the United States of America and the United Kingdom.



Letter To Shareholders and Operations Review



// We continued into record profitability of S\$20.4m in 2019, surpassing the record net profit of S\$19.7m achieved in 2018.



Dear Shareholders,

We continued into record profitability of S\$20.4m in 2019, surpassing the record net profit of S\$19.7m achieved in 2018. The profit in 2019 was in large part due to the completion of investment by Yinlong Energy Co., Ltd in EoCell Limited on 20 May, 2019 which resulted in a record profit of US\$17.1 million (approximately S\$23.3 million) attributable to Owners of Dragon Group International Limited.

The ensuing US-China trade war, the Covid-19 pandemic and the oil price collapse have resulted in record quarterly economic contractions and unemployment. The Covid-19 pandemic lockdowns, travel restrictions and social distancing have resulted in economic stoppages and supply chain disruptions the likes of which have never been witnessed in our lives. Governments are spewing out trillions of dollars of economic aid and stimuli at such unprecedented urgency and force





never ever before in history. In such challenging times, the Company has requested that I continue in my role as Chief Executive Officer and Executive Chairman to bring continuity and stability to the Group. In the interests of the Company and its stakeholders, I have acceded to the Company's request. Accordingly, I have withdrawn my resignation which was announced on April 7, 2019 and will continue to serve in those roles. The withdrawal of my resignation was announced on March 29, 2020.

Our core businesses in Telford remained stable despite the very challenging environment in 2019. EoCell continued to make steady R&D progress into high energy density silicon anode materials for lithium ion batteries. The Company will embark on more cost cutting and reconciliation measures to align with the geographic and regional allocation of assets, investments and resources.

To ensure continuity and minimal interruption in the Group, we have appointed Dr Daniel Yeoh as Acting Chairman and Timothy Lim as Acting CEO. Anthony Loh, our Vice President and Head of Finance and Daniel Soh, our Group General Counsel will continue to expand in their respective roles. James Soh will hold the post of Group Business Officer to enhance existing businesses and develop new businesses that leverage our networks and strengths. These are experienced Executives who will serve the Group well and ensure continuity and stability as we move forward.

OPERATIONS REVIEW

INCOME STATEMENT

Revenue

The Group reported revenue of S\$65.9 million for the financial year ended 31 December 2019 ("FY2019"); an increase of S\$2.5 million from S\$63.4 million in the previous financial year ended 31 December 2018 ("FY2018").

Profit before tax

The Group registered a profit before tax from continuing operations of S\$21.8 million in FY2019 compared to a loss before tax from continuing operations of S\$21.5 million in FY2018.

Other income increased by S\$27.1 million in FY2019 compared to FY2018, mainly due to a one-off gain of S\$28.4 million arising from the deemed disposal of subsidiaries by the DGI Group. Included in FY2018 was also a gain on deemed disposal of associates of S\$1.6 million.

Research and development expenses declined by 50.2% compared to FY2018. This is mainly due to the implementation of costs saving measures and the deconsolidation of the deemed disposal of subsidiaries by DGI Group during the year.

Letter To Shareholders and Operations Review

Depreciation expenses have increased by S\$1.7 million in FY2019 compared to FY2018 due to additional depreciation expenses arising from newly acquired plants and machineries as well as depreciation expenses of S\$1.6 million relating to right-of-use assets in the Group.

Administrative expenses decreased by S\$20.4 million or 68.1% from S\$30.0 million in FY2018 to S\$9.6 million in FY2019, mainly due to surplus bonus provision written back during this year. Included in FY2018 were incentive to key executive officers and bonus to a director.

The Group recorded lower finance cost by S\$0.2 million in FY2019 mainly due to loan repayment made during FY2018. Included in FY2019 were also the interest expenses on lease liabilities.

Tax expense

The Group reported tax expense of S\$1.4 million in both FY2019 and FY2018.

Net Profit

Taking into consideration the above factors, the Group registered a net profit after tax of S\$20.4 million and S\$19.7 million in FY2019 and FY2018 respectively. Included in FY2018 was a profit derived from discontinued operations of S\$42.7 million in relation to the disposal of STI Group which was completed on 26 September 2018.

BALANCE SHEET

Non-current assets

Non-current assets comprised the increase in (i) investment in associates; (ii) additional property, plant and equipment purchased by the Group; and (iii) right-of-use assets in relation to the adoption of new accounting standard from 1 January 2019. This increase was net off against the depreciation of PPE and investment properties, translation changes for non-current assets, reclassification of other receivables from non-current assets to current assets and the deconsolidation of intangible assets arising from deemed disposal of the EoCell Group.

This resulted in an overall impact of S\$9.2 million from S\$42.9 million in 31 December 2018 to S\$52.1 million in 31 December 2019.

Current assets

Compared to 31 December 2019, current assets were lower by S\$7.2 million or 12.5% decreasing from S\$58.0 million at 31 December 2018 to S\$50.8 million at 31 December 2019. Included in this period was receipt of partial payment on disposal of subsidiaries and impairment loss on contingent receivables of S\$2.1 million, offset by the utilisation of cash and cash equivalents for operations.





Current liabilities

Current liabilities decreased by S\$16.9 million or 42.5% from S\$39.8 million at 31 December 2018 to S\$22.9 million at 31 December 2019 were mainly due to:

- Repayment of loans and borrowings and payables.
- Increase in lease liabilities arising from the adoption of new accounting standard from 1 January 2019.

CASHFLOW STATEMENT

The Group recorded net cash used in operating activities of S\$5.8 million for its operational working capital. An amount of S\$2.2 million was used for the net payments of interests and taxes.

Net cash generated from investing activities amounted to S\$12.2 million was arose by (i) repayment of loan from associates and (ii) cash consideration received from disposal of Semiconductor Technologies & Instruments Pte Ltd (STI), offset against the purchase of property, plant and equipment and expenditure on research and development project.

The Group repaid S\$1.3 million and S\$1.5 million to financial institutions and lease obligations during the period.

OUTLOOK

While we achieved some successes in the past couple of years, the outlook is grim and bleak. The current calamitous pandemic revealed the precarity of life and the enormous risk underpinning many economic sectors and institutions. The lockdowns, travel and movement restrictions, and supply chain

disruptions continue to play havoc in our businesses. The social behaviour evolution, the heightened US-China tensions and the ensuing geopolitical realignments are leading to a watershed global sea change of historic proportions.

The renewed ASTI organization will set the appropriate course through these coronavirus firestorms that are ravaging through the world healthcare systems laying destruction in lives and economies in its wake. The uncertainties are unprecedented and the outcome totally unknown. The outlook has suddenly darkened and the opportunities have dwindled. The intermediate term future is biasedly pessimistic and unabashedly indeterminate.

Being the controlling shareholder of DGI, ASTI will continue working on an exit offer to DGI's shareholders. ASTI's shareholders will be informed of the development in due course.

IN APPRECIATION

I would like to thank all of our customers, principals, bankers, and shareholders for their confidence and trust in us, and I look forward to your support in the new financial year and to our management succession. To our shareholders, your support has been very important to us, and our new management will continue to work and bring value to all our stakeholders.

Yours Sincerely,

DATO' MICHAEL LOH

Executive Chairman and Chief Executive Officer

Board of Directors



Dato' Michael Loh Soon Gnee, 64
Executive Chairman and Chief Executive Officer

*Bachelor of Science
Double Major in Business Economics & Chemical Engineering
State University of New York, Buffalo, USA*

Dato' Loh has a distinguished career in the semiconductor and new energy technology industries. He brings with him over 40 years of entrepreneurship, knowledge, and insight in various areas of high technology industries, and cross-border management in China, ASEAN, and USA businesses. Having spent over 20 years in Silicon Valley, USA, Dato' Loh has abundant practical business experience and a vast network of contacts in the world of technology and finance.

Current Listed Companies' Directorships

- ASTI Holdings Limited

Past 3 Years Listed Companies' Directorships

- Advanced Systems Automation Limited
- Dragon Group International Limited



Mr. Timothy Lim Boon Liat, 55
Group Administrative Officer and Executive Director

Diploma in Sales and Marketing, CIMUK

Mr. Lim brings with him close to 30 years of experience in the regional semiconductor industry. As the Group Administrative Officer, he is responsible for the Admin, HR and Legal operations of the Group including that of the SGX-Mainboard-listed Dragon Group International Limited and SGX-Catalist-listed Advanced Systems Automation Limited. Prior to this, Mr. Lim has held various positions during his career including sales and management.

Current Listed Companies' Directorships

- ASTI Holdings Limited
- Dragon Group International Limited

Past 3 Years Listed Companies' Directorships

- None



Dato' Sri Mohd. Sopiyan B. Mohd. Rashdi, 58
*Independent Director
Remuneration Committee Chairman*

*Chartered Accountant, Malaysian Institute of Accountants Malaysia (MIA:7391)
Degree in Accountancy, University ITM, Malaysia*

Dato' Sri Mohd. Sopiyan brings with him a wealth of experience from his previous employment with Maybank Finance Bhd, Bank Negara Malaysia, Edaran Digital System Bhd Group of Companies and Financial Advisory Services where he was responsible for the accounting, financial, corporate finance, budgeting, treasury management and tax matters.

During his tenure with Bank Negara, he was attached to the Bank's regulatory department which oversees and monitors financial institutions. He was subsequently seconded to TPU Sdn Bhd, a company formed by Bank Negara to restructure and rehabilitate companies facing financial problems during the recession in the 1980s.

Dato' Sri Mohd. Sopiyan is currently the Chief Executive Officer of PT Dragon Terra Venture, a company involved in capital market activities including corporate finance and fund raising exercises in Indonesia and also the Chief Executive Officer or President Director of PT Envy Technologies Indonesia Tbk, a company involved in ICT Infrastructure & Security Services provider in Indonesia since June 2014.

Current Listed Companies' Directorships

- ASTI Holdings Limited
- Dragon Group International Limited
- Advanced Systems Automation
- PT Envy Technologies Indonesia Tbk

Past 3 Years Listed Companies' Directorships

- None



Mr. Mandie Chong Man Sui, 63

Independent Director

Bachelor of Science in Engineering, National Taiwan University

Mr. Chong is a veteran with more than 30 years of experience in the semiconductor industry. He is knowledgeable and well acquainted with the Hong Kong and China markets. He is the Director of Nanjing Dragon Treasure Boat Development Co., Ltd.

Current Listed Companies' Directorships

- ASTI Holdings Limited

Past 3 Years Listed Companies' Directorships

- None



Professor Dr. Kriengsak Chareonwongsak, 65

Independent Director

Nominating Committee Chairman

PhD Economics, Monash University, Australia

D.Phil Management, University of Oxford, UK

Master of Public Administration, Harvard University, USA

Master of Studies, Cambridge University, UK

Bachelor of Economics (First Class Honours), Monash University, Australia

Dr. Kriengsak is the Chairman of the Success Group of Companies, a conglomerate of businesses involved in the media and knowledge industry, biotechnology, finance and securities, leisure and travel and many other industries. In addition to his vast business interests, Dr. Kriengsak is well recognized in the academia where he holds various positions in globally renowned universities both in Thailand and overseas. He is Professor of Management and Economics at the OYA Graduate School of Business, Universiti Utara Malaysia. Socially active in Thailand, Dr. Kriengsak is the Chairman of the Nation-Building Institute (NBI), the institute that aims to gather leaders of the public, private and people sector for the purpose of nation-building, as well as the Chairman of a number of foundations and holds positions on the governing/advisory boards of various Asian and international and educational organisations.

Current Listed Companies' Directorships

- ASTI Holdings Limited

Past 3 Years Listed Companies' Directorships

- None



Dr. Daniel Yeoh Ghee Chong, Ph. D., 48

Lead Independent Director

Audit Committee Chairman

PhD (Finance), Australian National University

Bachelor of Commerce (Hons), University of Adelaide

Bachelor of Economics, University of Adelaide

Dr. Daniel Yeoh possesses a well-balanced academic excellence and extensive exposure in entrepreneurial and investment banking - involved in a wide range of financial products such as initial public offerings, mergers and takeovers, fund raising, and various other corporate advisories, and was responsible in establishing the investment banking business for CIMB Investment Bank in the Northern Region of Malaysia, managing a large group of corporate clients.

Post-investment-banking, he heightens his entrepreneurship career through holding various senior leadership positions in sectors such as FMCG, luxury retail, customer engagement and loyalty services for premium lifestyle, national stock exchange, international school, budget hotels chain and so forth. He has a strong track record as a board member especially in bringing companies from start-up stage to commercialisation stage and pre-IPO stage.

Dr. Yeoh is a recipient of two Australian prestigious scholarships, whose PhD thesis was published in 2004 (co-authored with Professor Tim Brailsford) in one of the most acclaimed international finance journals, Journal of Business, entitled "An empirical examination of physical asset expenditure announcements in the Australian context: Growth opportunities and agency contexts".

Current Listed Companies' Directorships

- ASTI Holdings Limited
- Dragon Group International

Past 3 Years Listed Companies' Directorships

- None

Key Management

Anthony Loh

Vice President, Finance

Mr. Loh joined the Group in 2017 and has over 20 years of experience in finance and accounting. He is overall in charge of the Group's Finance Team and is also the Vice President of Finance of Advanced Systems Automation Limited and Dragon Group International Limited. Prior to joining the Group, Mr. Loh has extensive working experience in MNCs, GLCs and SMEs. He is a Chartered Accountant, a non-practising member of Institute of Singapore Chartered Accountants and holds an Association of Chartered Certified Accountants (ACCA) qualification.

Sunny Tan

Group Business Development Director, Overseas

Mr. Tan joined the Group in 2011 and was appointed as Group Business Development Director on 1 September 2018 for overseas market. Mr. Tan was formerly the Chief Executive Officer of ASA Multiplate. He was responsible for the business development, sales, finance and operations of ASA Multiplate. Prior to joining ASA Multiplate, Mr. Tan was the business development manager and general manager of two other technology companies.

Colin Yeo

Vice President of DGI

Prior to joining DGI, Colin has over 30 years' experience as executive management running Asia Sales and Marketing for 2 MNCs engaged in the semiconductor industry, CEO of a diversified group including franchised semiconductor distribution and large machining factories in China and Singapore; managing the lithium ion battery start-up EoCell. Colin has extensive experience in management, operations, sales and marketing, distribution and logistics across a wide spectrum of industries.

Roslan Bin Affandi

*Vice President
Operations of EoPlex Group, Telford
Malaysia & ASA Multiplate*

Mr. Roslan joined the Group in 2012 and is responsible for the Engineering and Manufacturing operations in EoPlex. He has recently extended the area of responsibility to cover the operation of Telford Malaysia and also managing ASA Multiplate. Mr. Roslan has over 32 years of experience in substrates and lead frame manufacturing industry. Prior to joining the Group, he was the Vice President of a substrate manufacturing company in Singapore. Mr. Roslan holds a Diploma in Marine Communications from Singapore Polytechnic.

Larry Lim

President, Telford Group

Mr. Lim joined the Group in 1993 and currently manages eight of the Group's subsidiaries in Asia and Europe, which total workforce of more than 3000 provides tape and reel, inspection and programming services for both the semiconductor and contract manufacturing industries. Prior to joining Telford Group, Mr. Lim was the Operations Manager of Trio-Tech International Pte Ltd from 1978 to 1992. He holds a Diploma in Electronic Engineering from the Singapore Polytechnic.

Ong Yu Huat

Senior Vice President, Telford Group

Since beginning his career with Texas Instruments Singapore in 1986, Mr. Ong has held various key positions in manufacturing, purchasing, engineering and sales and marketing. Mr. Ong joined the Group in 1999. He holds a Bachelor of Science in Physics from the National University of Singapore.



James Soh

*Vice President, Business Development,
International Market*

Mr. Soh joined the group in 2019 as Vice President, Business Development for international market. He has over 20 years of experience in the manufacturing and development of acoustics products supporting various multinational companies in the consumer and computing arena. Throughout his professional career, he served as CEO, General Manager and VP of operations across various facilities in Singapore and China. Mr. Soh also co-founded two other technology companies in Singapore and China. Mr. Soh holds a Diploma in Electronics Engineering from Ngee Ann Polytechnic.

Gary Smith

*Managing Director, Reel Service Ltd,
Scotland*

Mr. Smith originally joined Reel Service in 1988 as Engineering Manager, then became Director of the Engineering for the Reel Service Group where he helped set up subsidiaries in Germany, Singapore, USA, Philippines and Israel. Prior to joining Reel Service, he spent 5 years working with Hughes Microelectronics (Now Raytheon) where he gained extensive knowledge and experience in Quality, Project and Process Engineering. In 2002 Mr. Smith set up his own company in Property Development & Project Management. Prior to starting back with Reel Service in August 2015, Mr. Smith was working with charity based Housing Associations dealing with Property Development & Maintenance.

Seah Chong Hoe

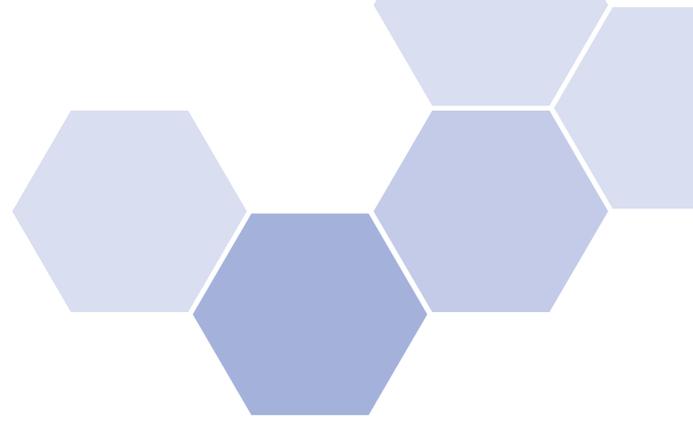
Chief Operating Officer, ASA

Mr. Seah brings with him more than 3 decades of knowledge and experience from the electronics engineering and plastic injection molding industries. He has been responsible for the growth and development of the Yumei Group since 1989. In his current role, Mr. Seah is responsible for overseeing the operations and business efficiency of the Group.

Rurando Steven Tan

*Vice President, Engineering &
Operations of Microfits*

Mr. R. Steven Tan has accumulated 40 years of experience in the semiconductor and electronics industry spanning across a wide range of industries including engineering developments, auto-mation system, developing IC manufacturing process engineering & implementation of system maintenance, engineering research & developments and design configuration. Prior to joining Microfits, Mr. Steven Tan was the managing director of Euro Technology Pte Ltd, a company he founded which focused on conceptualised design, research & development by applying the German technology engineering and instrumental the state of art technology for the front of lines machinery to support the semi-conductor, electronics and the LED industry.

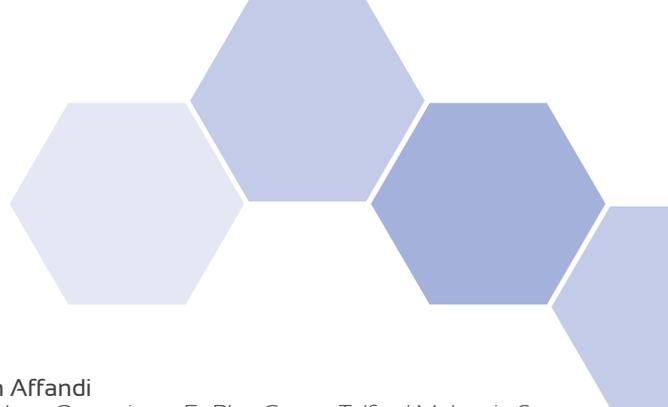


Financial Highlights

RESULT OF OPERATIONS	2019	2018	2017
	S\$'000	S\$'000	S\$'000
Group Income Statement			
Revenue	65,935	63,400	66,701
Loss before Taxation from continuing operations	21,847	(21,491)	(19,595)
Net Profit/(Loss) Attributable to Owners of the Company	7,200	24,336	(4,397)
Group Balance Sheets			
Non-Current Assets	52,111	42,887	30,024
Current Assets	50,788	58,047	88,852
Total Assets	102,899	100,934	118,876
Current Liabilities	22,887	39,812	63,681
Non-Current Liabilities	5,147	4,115	4,579
Total Liabilities	28,034	43,927	68,260
Equity Attributable to Owners of the Company	73,235	69,163	58,569
Non-Controlling Interests	1,630	(12,156)	(7,953)
Total Equity	74,865	57,007	50,616
Basic Earnings per share (cents)	1.10	3.72	(0.67)
Net Assets Value per share (cents)	11.2	10.6	8.9
Weighted average number of shares in the year	654,731,486	654,731,486	654,731,486
Number of shares (excluding treasury shares) as at end of year	654,731,486	654,731,486	654,731,486
Financial Ratios			
Return on Average Shareholders' Fund (%)	10	38	(7)
Gearing Ratio (%)	4	20	38
Current Ratio (Times)	2.22	1.46	1.40



Corporate Information



BOARD OF DIRECTORS

Executive:

Dato' Michael Loh Soon Gnee

Executive Chairman and Chief Executive Officer

Timothy Lim Boon Liat

Executive Director and Group Administrative Officer

Non-Executive:

Dr. Daniel Yeoh Ghee Chong

Lead Independent Director

Professor Dr. Kriengsak Chareonwongsak

Independent Director

Dato' Sri Mohd. Sopiyan B. Mohd. Rashdi

Independent Director

Mandie Chong Man Sui

Independent Director

AUDIT COMMITTEE

Dr. Daniel Yeoh Ghee Chong

Chairman

Professor Dr. Kriengsak Chareonwongsak

Dato' Sri Mohd. Sopiyan B. Mohd. Rashdi

NOMINATING COMMITTEE

Professor Dr. Kriengsak Chareonwongsak

Chairman

Dr. Daniel Yeoh Ghee Chong

Dato' Sri Mohd. Sopiyan B. Mohd. Rashdi

REMUNERATION COMMITTEE

Dato' Sri Mohd. Sopiyan B. Mohd. Rashdi

Chairman

Dr. Daniel Yeoh Ghee Chong

Professor Dr. Kriengsak Chareonwongsak

COMPANY SECRETARY

Dayne Ho Chung Wei

EXECUTIVE OFFICERS

Anthony Loh

Vice President of Finance

Sunny Tan

Group Business Development Director, Overseas

James Soh

Vice President, Business Development, International Market

Colin Yeo

Vice President of DGI

Roslan Bin Affandi

Vice President, Operations, EoPlex Group, Telford Malaysia & ASA Multiplate

Larry Lim

President, Telford Group

Ong Yu Huat

Senior Vice President, Telford Group

Gary Smith

Managing Director, Reel Service, Scotland

Seah Chong Hoe

Chief Operating Officer, ASA

Rurando Steven Tan

Vice President, Engineering & Operations of Microfits

REGISTERED OFFICE

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AIA Tower

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Tel: (65) 6535 1944

Fax: (65) 6535 8577

BUSINESS OFFICE

Blk 25, Kallang Avenue, #06-01,

Kallang Basin Industrial Estate,

Singapore 339416

Tel: (65) 6392 6922

Fax: (65) 6392 5522

SHARE REGISTRAR

Boardroom Corporate & Advisory Services Pte. Ltd.

50 Raffles Place, #32-01

Singapore Land Tower

Singapore 048623

Tel: (65) 6536 5355

Fax: (65) 6536 1360

INDEPENDENT AUDITOR

Ernst & Young LLP

Public Accountants and Chartered Accountants

One Raffles Quay

North Tower, Level 18

Singapore 048583

Audit Partner-in-charge:

Simon Yeo

(Since the financial year ended 31 December 2016)

PRINCIPAL BANKERS

Oversea-Chinese Banking Corporation Limited

United Overseas Bank Limited

APPENDIX 1

ASTI HOLDINGS LIMITED | ANNUAL REPORT 2019

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE REPORT

Year ended 31 December 2019

ASTI Holdings Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) are committed to maintaining a high standard of corporate governance and complying with the Singapore Code of Corporate Governance 2018 (“**CCG**” or the “**Code**”), which took effect from 1 January 2019. The Group has materially complied with all principles and provisions set out in the Code. In areas where the Company deviates from the Code, we have provided the rationale, where appropriate. The Board of Directors (the “**Board**”) of the Company views the adherence of such corporate governance practices as key to discharging its duties to protect and enhance shareholder value and the financial performance of the Group.

This report describes the corporate governance practices of the Group that were in place throughout the financial year ended 31 December 2019 (“**FY2019**”) with specific references to the principles and provisions set out in the Code.

BOARD MATTERS

Principle 1: The Board’s Conduct of Affairs

The Company has an effective board that is able to lead and control the Company. The Board is collectively responsible for the success of the Company and is accountable to the shareholders while the management of the Company (the “**Management**”) is accountable to the Board.

The Board endeavours to provide shareholders with balanced and understandable assessments of the Group’s performance, financial position and prospects on a quarterly basis. With effect from 7 February 2020, following the revisions of quarterly reporting framework of the listing manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Group will cease to release its financial statements results announcement on a quarterly basis. Instead, the financial statements of the Group will be announced on a half-yearly basis. This responsibility extends to the provision of interim and other price sensitive public reports including those to regulators (if and whenever required).

The principal functions of the Board are to:

- set values and standards (including ethical standards) of the Company and ensure that obligations to shareholders are understood;
- provide entrepreneurial leadership, set and approve the strategic and financial objectives of the Group, and to ensure that the necessary financial and human resources are in place for the Group to meet its objectives;
- oversee the processes for risk management, financial reporting and compliance and evaluate the adequacy of internal controls;
- review the performance of Management, approve the nominations to the Board of Directors and the appointments of key personnel, as may be recommended by the Nominating Committee (the “**NC**”);
- identifying the key stakeholder groups and recognising that their perceptions affect the Group’s reputation;
- approve annual budgets, major funding proposals, investment and divestment proposals of the Company;
- appoint the Group Chief Executive Officer and review and endorse the framework of remuneration for the Board and key executives as may be recommended by the Remuneration Committee (the “**RC**”);
- consider sustainability issues, e.g., environmental and social factors, as part of the strategic formulation; and
- assume responsibility for the corporate governance framework of the Company.

The Group has adopted and documented internal guidelines setting forth matters that require Board approval. The types of material transactions, for example all new investments, that require Board approval under such guidelines are listed below:

- strategies and objectives of the Group;
- announcement of results and release of annual reports;
- issuance of shares;
- declaration of interim dividends and proposal of final dividends;
- convening of shareholders’ meetings;
- investment and divestments;
- commitments to terms loans and lines of credits from banks and financial institutions;

CORPORATE GOVERNANCE REPORT

- interested person transactions (including, inter alia, conflict of interest issues relating to substantial shareholders of the Company and/or Directors);
- approval of corporate strategies;
- corporate or financial restructuring; and
- authorisation or approval of merger and acquisition transactions.

Apart from the matters that specifically require the Board's approval, the Board approves transactions exceeding certain threshold limits, while delegating authority for transactions below those limits to Management so as to optimise operational efficiency.

All Directors exercise due diligence and independent judgement, and make decisions objectively in the best interests of the Group.

The Board has delegated certain functions to various board committees, namely the Audit Committee (the "AC"), NC and RC. Each of the various board committees has its own written terms of reference and whose actions are reported to and monitored by the Board. The Board accepts that while these various board committees have the authority to examine particular issues and will report back to the Board with their decisions and/or recommendations, the ultimate responsibility on all matters lies with the Board.

Regular meetings of the Board and of the other committees are convened, and the number of meetings and attendance by the respective Board members are set out in the table on page 4 of this report. The Company's Constitution allows for telephone, videoconference and other forms of electronic or instantaneous communication by Board members for such meetings if they cannot be personally present.

Whenever a new Director is appointed on the Board, the Company will provide a formal letter to the Director, setting out, amongst other things, his duties, and obligations. The Company will also put all new Directors through an orientation programme to update them with all information necessary or desirable for the Director to understand its businesses and governance practices. Depending on the need, new Directors may be put through house sessions to acquaint them on Directors' duties and compliance with the relevant bodies of law in the performance of their duties. Depending on specific requirements, new Directors who do not have prior experience as a director of a public listed company in Singapore, pursuant to the amended Rule 210(5)(a) of the Listing Manual, which was revised to be consistent with the Code and effective from 1 January 2019, the Company will arrange for training courses organised by the Singapore Institute of Directors on the roles and responsibilities of a director of a listed company, or other training institutions in areas such as management, accounting, legal and industry-specific knowledge, where appropriate, in connection with their duties. On an on-going basis, the Company will provide further information and updates on the Group and its business to the Board members, including any changes in legislation or regulations that may impact the Company's conduct of its business or affect the Directors in discharging their duties to the Company. Additional training will be arranged and funded, as and when necessary, for the Directors. The NC reviews and makes recommendations on the training and professional development programs to the Board.

The Board oversees the management of the business affairs and operations of the Group and establishes from time to time, strategies and financial initiatives implemented by Management. Management has provided the Board with adequate information in a timely manner for the Board to discharge their obligations. Such information includes background or explanatory information relating to matters brought before the Board, copies of disclosure documents, budgets, forecasts and internal financial statements. The Board also duly monitors Management's performance.

To allow Directors sufficient time to prepare for the meetings, all Board and Board Committee papers are distributed to Directors in advance of the meetings. Any additional material or information requested by the Directors is promptly furnished. Employees who can provide additional insight into matters to be discussed will be present at the relevant time during the Board and Board Committee meetings.

To facilitate direct access to the senior management, Directors are also provided with the names and contact details of the Management.

The Executive Chairman and Group CEO updates the Board during the quarterly Board meetings on the Group's strategies and business environment to keep the members of the Board abreast of the Group businesses and activities.

The appointment and removal of the Company Secretary, as well as any change thereof, is a matter for the Board's decision. The Directors have separate and independent access to the Company Secretary. Duties of the Company Secretary include ensuring that Board procedures are followed and compliance with applicable rules and regulations including the Companies Act (Cap 50) of Singapore ("**Companies Act**") and the SGX-ST's Listing Manual. The Company Secretary under the direction of the Executive Chairman and Group CEO also ensures good information flows within the Board and its Committees and between senior management and non-executive. The Company Secretary is also invited to attend all Board meetings.

In carrying out their obligations as Directors of the Company, access to independent professional advice is, if necessary, available to all Directors, either individually or as a group, at the expense of the Company.

CORPORATE GOVERNANCE REPORT

Principle 2: Board Composition and Guidance

The Company has an effective Board that is able to lead, steer and control the Company. The Board presently comprises six (6) Directors, four (4) of whom are Independent Directors and two (2) are Executive Directors. There is, therefore, a strong independent element on the Board whereby more than half of the Board comprises Independent Directors and no individual or group of individuals is able to dominate the Board's decision-making process.

The Board examines the size and composition of the Board and board committees on an annual basis. The Board, in deciding the composition of the Board and board committees, takes into account various considerations, including skills, knowledge, experience, and other aspects of diversity, such as gender and age. It takes great pride in the composition of its Board, who as a group, provide an appropriate balance and diversity of the above factors for the Group, as well as core competencies including that of accounting, finance, business development, management, relevant industry knowledge, strategic planning, and customer-based experience and knowledge. The Board is therefore well placed to lead, providing entrepreneurial and strategic leadership, and ensuring that the necessary financial and human resources are in place for the Group to meet its objectives.

The Independent Directors are encouraged to constructively challenge and help to develop business proposals tabled by Management. They also monitor and review the reporting of the performance of Management in meeting the agreed goals and objectives of the Group. To facilitate a more effective check on Management, the Independent Directors meet regularly without the presence of Management and the other Directors.

Taking into account the nature and scope of the Company's operations, and the requirements of its near-term business plans, the Board is of the view that its current size and composition are appropriate and believes that it provides sufficient diversity without affecting the effectiveness and efficiency of decision-making.

Principle 3: Executive Chairman and Group Chief Executive Officer ("Group CEO")

The Board applies the principle of a clear division of responsibilities at the top of the Company. The workings of the Board and the executive responsibility of the Company's business are separated to ensure a balance of power and authority. No one individual Director has unfettered powers of decision-making.

The Executive Chairman assumed additional responsibilities as CEO of the Company in 2013. The Board is of the opinion that given the Chairman's vast experience and past contributions, adopting a single leadership structure will enable a more efficient decision-making process and bring greater value to the Group.

The Executive Chairman and Group CEO provides input on broad strategic directions for the Company and bears responsibility for the workings of the Board ensuring its effectiveness in all aspects of his role.

The Executive Chairman and Group CEO manage the business of the Board and the Board committees and ensure that procedures are introduced from time to time in accordance with the Code. He ensures that Board meetings are held as and when it is necessary and sets the Board meeting agenda in consultation with Management. The Executive Chairman and Group CEO reviews the Board papers before they are presented at Board meetings and ensures that Board members are provided with complete, adequate, and timely information from Management including access to quality legal advice. As a general rule, Board papers are sent to Directors well in advance for Directors to review and be adequately prepared for the meeting. Management staff who have prepared the information, or who can provide additional insight into the matters to be discussed are invited to carry out presentations or attend the Board meeting as appropriate at the relevant time. In order to promote a culture of openness and debate at the Board, both Management and the Independent Directors are encouraged to contribute at Board meetings.

As the Executive Chairman and the Group CEO is the same person and is therefore not independent, the majority of the Board comprises Independent Directors. In addition, the Board has also appointed a Lead Independent Director, in accordance with recommendations under the Code, to provide a channel for shareholders to raise any issues of concern for which communication through the Executive Chairman and Group CEO, or the Vice President, Finance may not be appropriate nor adequate in some circumstances. The Lead Independent Director leads the Independent Directors to provide a non-executive perspective and contribute to a balance of viewpoints on the Board. The Lead Independent Director is the principal liaison on Board issues between the Independent Directors and the Executive Chairman and Group CEO.

To facilitate a more efficient check on Management and the Executive Chairman and Group CEO, the Independent Directors have been encouraged to meet without the presence of Management and the Executive Chairman and Group CEO on separate occasions. The Independent Directors, led by the Lead Independent Director, meet amongst themselves without the presence of the other directors where necessary, and the Lead Independent Director then provides feedback to the Executive Chairman and Group CEO after such meetings.

CORPORATE GOVERNANCE REPORT

Principle 4: Board Membership

The nature of the Directors' appointments on the Board and details of their membership on the Board Committees as at the date of this report are set out below:

Board and Committee Membership

Directors	Board Membership	Committee Membership		
		Audit	Remuneration	Nominating
Dato' Michael Loh Soon Gnee [^]	Executive	N.A.	N.A.	N.A.
Timothy Lim Boon Liat	Executive	N.A.	N.A.	N.A.
Dr. Daniel Yeoh Ghee Chong	Lead Independent	Chairman	Member	Member
Dato' Sri Mohd. Sopiyan B. Mohd. Rashdi	Independent	Member	Chairman	Member
Dr. Kriengsak Chareonwongsak	Independent	Member	Member	Chairman
Mandie Chong Man Sui	Independent	N.A.	N.A.	N.A.

[^] On 7 April 2019, the Group announced that Dato' Michael Loh Soon Gnee's resignation as Chief Executive Officer and/or Executive Chairman. The withdrawal of his resignation was announced on 29 March 2020 and he will continue to serve as Chief Executive Officer and Executive Chairman.

The academic and professional qualifications of the Directors are set out in the Directors' profile on pages 6 and 7 of the annual report. The shareholding of each Director is set out in the Directors' Statement under the Section "Directors of the Company" on page 1 in the Directors' Statement in Appendix 2 of this annual report. In addition, pursuant to Rule 720(6) of the Listing Manual, the additional information as set out in Appendix 7.4.1 of the Listing Manual relating to the retiring Directors who are submitting themselves for re-election is disclosed in the section entitled "Information on Directors nominated for re-election – Appendix 7.4.1 of the Listing Manual" to be read in conjunction with the information in the section entitled "Board of Directors" of the Annual Report.

Attendance at Board and Committee Meetings

The Board meets at least 4 times each year and as and when warranted by particular circumstances, as deemed appropriate by the Board. The Company's Constitution provides for teleconference and videoconference meetings. As a general rule, materials for Board meetings are sent to the Directors in advance in order for the Directors to be adequately prepared for the meetings.

The frequency of the meetings of the Board and its various Committees and the attendance by the Directors are set out as follows below:

	Board Meeting	Audit Committee	Remuneration Committee	Nominating Committee
Number of Meetings	5	5	2	1
Directors				
Dato' Michael Loh Soon Gnee	4	4*	1*	1*
Mandie Chong Man Sui	5	5*	2*	1*
Timothy Lim Boon Liat	5	5*	2*	1*
Dr. Kriengsak Chareonwongsak	5	5	2	1
Dr. Daniel Yeoh Ghee Chong	5	5	2	1
Dato' Sri Mohd. Sopiyan B. Mohd. Rashdi	5	5	2	1

* By Invitation

CORPORATE GOVERNANCE REPORT

Board Appointments

The NC makes recommendations to the Board on all Board appointments and re-appointments. The members of the NC made up of Dr. Kriengsak Chareonwongsak (“**NC Chairman**”), Dato’ Sri Mohd. Sopiyan B. Mohd. Rashdi and Dr. Daniel Yeoh Ghee Chong, are Independent Directors. The Lead Independent Director is a member of the NC.

The key terms of reference of the NC include the following:

- review board succession plans for Directors, in particular, the appointment and/ or replacement of the Executive Chairman, the Group CEO and the key management personnel;
- development of a process and criteria for evaluation of the performance of the Board, its Board Committees and Directors;
- review of training and professional development programs for the Board;
- appointment and re-appointment of Directors;
- evaluate and determine the independence of the Independent Directors; and
- evaluate whether a Director, with multiple board representations, is able to and has been adequately carrying out his duties as Director of the Company.

Process for Selection and Appointment of New Directors

When required, the search and nomination process for new Directors will be through search companies, contacts or recommendations that go through the normal selection process, to cast the net as wide as possible for the right candidate. The NC assesses the suitability of the candidate based on his skills, knowledge, and experience and ensures that he is aware of the expectations and the level of commitment required, before recommending the potential candidate to the Board for appointment as Director. The Company’s Constitution provides that a newly appointed Director during the financial year must retire and submit himself for re-appointment at the annual general meeting (“**AGM**”) following his appointment. Thereafter, he is subject to re-appointment at least once every three years.

Retirement and Re-election of Directors

The NC is responsible for the re-appointment of Directors. In its deliberations on the re-election of existing directors, the NC takes into consideration the Director’s contribution and performance (including his or her contribution and performance as an independent director, if applicable).

The assessment parameters include attendance record, preparedness, the intensity of participation and candour at meetings of the Board and Board Committees as well as the quality of intervention and special contribution.

All Directors are required to submit themselves for re-nomination and re-appointment at regular intervals of at least once every three years. The Company’s Constitution provides that at least one-third of the Directors (or, if their number is not a multiple of three, the number nearest to but not less than one third) shall retire from office by rotation and be subject to re-appointment at the Company’s AGM. As part of the process for the selection, appointment and re-appointment of Directors, the NC will consider the composition and progressive renewal of the Board.

The dates of initial appointments and the last re-election of the Directors as at the date of this report are set out below:

Directors	Designation	Date of Initial Appointment	Date of Last Re-election
Dato’ Michael Loh Soon Gnee	Executive Chairman and Group CEO	23 October 2003	15 August 2019
Timothy Lim Boon Liat	Executive Director	16 January 2004	30 April 2018
Dr. Daniel Yeoh Ghee Chong	Lead Independent Director	1 May 2018	15 August 2019
Dato’ Sri Mohd. Sopiyan B. Mohd. Rashdi	Independent Director	1 May 2018	15 August 2019
Dr. Kriengsak Chareonwongsak	Independent Director	12 August 2011	15 August 2019
Mandie Chong Man Sui	Independent Director	16 January 2004	30 April 2018

CORPORATE GOVERNANCE REPORT

Having considered the effectiveness and contributions of each of the Directors, the NC nominates and recommends the following Directors to stand for re-election at the Company's forthcoming AGM:

Timothy Lim Boon Liat	Executive Director	(Retiring under Regulation 89)
Mandie Chong Man Sui	Independent Director	(Retiring under Regulation 89)

Each member of the NC abstains from making any recommendations and/or participating in any deliberation of the NC and from voting on any resolution, in respect of the assessment of his performance or re-nomination as Director.

Confirmation of Independence of Directors

The NC is also responsible for determining the independence of Directors annually and as and when the circumstances require, bearing in mind the provisions set forth in the Code and any other salient factor which would render a director to be deemed not independent. A director who has no relationship with the Group, its related corporations, officers or its shareholders with shareholdings of 5% or more in the voting shares of the Company that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement in the best interests of the Group, is considered to be independent. To determine directors' independence, every Independent Director has provided a declaration of their independence which is deliberated upon by the NC and the Board.

In relation to the assessment of the independence of the Directors, specific tests of Directors' independence are set out in the Listing Manual to clarify that these circumstances which deemed Directors not to be independent should be applied without any exceptions. Under Rules 210(5)(d)(i) and 210(5)(d)(ii) of the Listing Manual which took effect on 1 January 2019, a Director will not be considered as independent if he is employed by the issuer or any of its related corporations for the current or any of the past three financial years; or if he has an immediate family member who is employed or has been employed by the issuer or any of its related corporation for the past three financial years, and whose remuneration is determined by the remuneration committee of the issuer. In this regard, the Independent Directors have confirmed that they and their respective associates do not have any employment relationships with the Company or any of its related corporations for the current or any of the past three financial years.

In its annual review for FY2019, the NC and the Board, having considered the provisions set out in the Code, have confirmed the independence of the following Directors:

Dr. Daniel Yeoh Ghee Chong	Lead Independent
Dr. Kriengsak Chareonwongsak	Independent
Dato' Sri Mohd. Sopiyan B. Mohd. Rashdi	Independent
Mandie Chong Man Sui	Independent

After taking into account the views of the NC, the Board is satisfied that each Independent Director is independent in character and judgement and that there are no relationships or circumstances which are likely to affect, or could affect the Independent Director's judgement. The Board is of the view that there is a good balance between the Executive and Non-Executive Directors, and a strong and independent element on the Board.

Directors' Time Commitment and Multiple Directorships

Although some of the Directors have multiple Board representations, the NC is satisfied that each Director is able to and has been adequately carrying out his duties as a Director of the Company.

The NC has adopted internal guidelines addressing competing time commitments that are faced when Directors serve on multiple boards. The internal guideline provides that, as a general rule, each Director should hold no more than ten listed company board representations. The guideline includes the following:

- directors must consult the Chairman of the Board and the NC Chairman prior to accepting any new appointments as a director and other principal commitments; and
- in support of their candidature for directorship or re-appointment, directors are to provide the NC with details of the board appointment and other principal commitments and an indication of the time involved.

The NC determines annually whether a director with multiple board representations and/or other principal commitments is able to and has been adequately carrying out her duties as a Director of the Company, taking into consideration the Director's number of listed company board representations and other principal commitments. For FY2019, the directorships for each Director did not exceed the Company's guideline for maximum listed company board representations and the Board is of the view that the Directors have discharged their duties adequately.

There are currently no alternate directors on the Board.

CORPORATE GOVERNANCE REPORT

Principle 5: Board Performance

In accordance with the terms of reference of the NC as approved by the Board, the NC has adopted objective performance criteria and process for evaluation of the effectiveness of the Board as a whole, and of each board committee separately, as well as the contribution by the Chairman and each individual director to the Board. This assessment process is carried out by NC annually.

All the Directors have made an assessment of the effectiveness of the Board as a whole. There is also a system of peer assessment of each Director by their fellow Directors at least once annually where each Director completes a peer evaluation form which is designed to seek their views on the various aspects of the performance of the Board performance so as to assess the contribution of each individual Director to the Board, the overall effectiveness of the Board and each of its board committees. These peer assessments are collated by the company secretary and consolidated responses were presented to the NC for review and are taken into account when the NC assesses and makes recommendations to the Board as to whether the retiring Directors are suitable for re-election/re-appointment in consultation with the Executive Chairman and Group CEO.

For the year under review, the NC and the NC Chairman took note of, *inter alia*, each individual Director's attendance at meetings of the Board, Board committees and at general meetings; the level of participation in discussions at meetings; the individual Director's functional expertise and his/her commitment of time to the Company and contribution of each Director towards the Board's effectiveness and competences and took such factors into consideration when assessing the performance of the individual Directors. The NC, having reviewed the overall performance of the Board in terms of its role and responsibilities and the conduct of its affairs as a whole for the financial year reported on, and the peer assessment of each Director, and is of the view that the performance of the Board as a whole, and the contribution of each Director to the effectiveness of the Board has been satisfactory.

REMUNERATION MATTERS

Principle 6: Procedures for Developing Remuneration Policies

Remuneration Committee

The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel.

The RC comprises three members, Dato' Sri Mohd. Sopiyan B. Mohd. Rashdi ("**RC Chairman**"), Dr. Daniel Yeoh Ghee Chong and Dr. Kriengsak Chareonwongsak who are all Independent Directors. There is a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual directors. No Director is involved in deciding his own remuneration.

The RC's principal responsibilities are to:

- recommend to the Board base salary levels, benefits and incentive programs, and also to identify components of salary which can best be used to focus management staff on achieving corporate objectives;
- approve the structure of the compensation programme (including but not limited to Directors' fees, salaries, allowances, bonuses, options and benefits in kind) for Directors and senior management to ensure that the programme is competitive and sufficient to attract, retain and motivate senior management of the required quality to run the Company successfully;
- review, on an annual basis, the specific compensation packages of the Company's Directors and the Group CEO; and
- review and submit to the Board proposals for the setting-up of share option schemes or long term incentive schemes.

The members of the RC carry out their duties in accordance with the terms of reference which include the following:

- review and recommend to the Board for endorsement, a general framework of remuneration for the Board and key management personnel. The framework covers all aspects of remuneration, including but not limited to director's fees, salaries, allowances, bonuses, the grant of shares and share options and benefits in kind;
- review and recommend to the Board, the specific remuneration packages for each Director as well as for the key management personnel;
- review the level and mix of remuneration and benefits, policies and practices of the Company, including the long-term incentive schemes on an annual basis. The performance of the Company and that of individual employees would be considered by the RC in undertaking such reviews;
- implement and administer the Company's share option plan, if any;

CORPORATE GOVERNANCE REPORT

- review the Group's obligations arising in the event of termination of the Executive Directors' and key management personnel's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous; and
- review the development of senior staff and assess their strengths and development needs based on the Group's leadership competencies framework, with the aim of building talent and maintaining strong and sound leadership for the Group.

The RC from time to time and where necessary seek advice from an external remuneration consultant in framing the remuneration policy and determining the level and mix of remuneration for directors and key management personnel. The RC will ensure that the consultant does not have any connection with the Group or any of its Directors which could affect their independence and objectivity. No remuneration consultants were engaged by the Company during FY2019.

There are appropriate and meaningful measures in place for the purpose of assessing the performances of Executive Directors and senior management staff.

Principle 7: Level and Mix of Remuneration

In setting remuneration packages, the RC considers the level and mix of remuneration to attract, retain and motivate Executive Directors, and to align their interests with those of shareholders, by linking rewards to corporate and individual performance and therefore promoting the long-term success of the Group.

In this regard, the RC:

- takes into account the pay and employment conditions within the same industry and in comparable companies, as well as the group's relative performance and the performance of individual Directors;
- considers whether Directors should be eligible for benefits under long-term incentive schemes (including weighing the use of share schemes against the other types of long-term incentive schemes);
- reviews the terms, conditions and remuneration of the Executive Directors, and ensures that his total remuneration package has a significant portion of performance-related elements.

Save for Mr. Mandie Chong Man Sui (whose service contract and director remuneration has been disclosed below), the Independent Directors have no service contracts with the Company and their terms are specified in the Company's Constitution. Non-executive Directors are paid a basic fee and an additional fee for serving on any of the committees. The fee payment takes into account factors such as effort and time spent, and responsibilities undertaken and their contributions to the Board. The fees paid to the Company's Independent Directors are also benchmarked against Independent Directors' fees paid by companies in the same industry and with similar scale of operation. The RC is of the view that the Company's Independent Directors are not over-compensated to the extent that their independence may be compromised. Such fees are subject to the approval of the shareholders as a lump sum at the AGM.

The Executive Directors do not have fixed-term service contracts with the Company, and their service contracts do not contain onerous removal clauses. Notice periods in service contracts are typically set at a period of six months or less. There are incentive components in the remuneration package for the Group's Executive Chairman and Group CEO which are linked to his performance which is assessed based on the Group's financial performance. This remuneration package has been designed to align remuneration with the interests of shareholders and link rewards to corporate and individual performance in order to promote the long-term sustainability of the Group. There are currently no incentive components in the service contracts with other Executive Director and key management personnel.

The RC is of the view that it is currently not necessary to use contractual provisions to allow the Company to reclaim incentive components of remuneration from the Executive Directors and key management executives except in exceptional circumstances of misstatement of financial statements, or of misconduct resulting in a financial loss to the Company.

The RC has established a suitable remuneration framework to incentivise, compensate and reward the key management and executives. The remuneration framework ensures that the level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the Company, taking into account the strategic objectives of the Company. The remuneration policy for staff adopted by the Company, where appropriate, comprises a fixed component and a variable component. The fixed component is in the form of a base salary. The variable component is determined at the discretion of the Company, taking into consideration the Company's and individual's performance. It is also aligned with the interests of shareholders and other stakeholders and promotes the long-term success of the Company. The Company has no employee share incentive scheme or other long term incentives.

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A share option scheme, which would be administered by the RC, may when appropriate, form another element in the variable component of the pay packages of all employees. Subject to such adjustment as may be made pursuant to the employee share option scheme, the total number of shares in respect of which the Company may grant options would at no time exceed fifteen per cent. (15%) of the total issued share capital of the Company for the time being. The number of share options, which may be granted to each employee, would be dependent on the grade of the employee, subject to the approval of the RC.

The RC and the Board have collectively endorsed the Company's remuneration policy.

Principle 8: Disclosure on Remuneration

Remuneration of Directors for the Year Ended 31 December 2019

Directors	Remuneration (S\$'000)	Fees* (%)	Fixed Salary (%)	Bonus & Management Incentive (%)	Share-Based Compensation (%)	Benefits & Allowance (%)	Total (%)
Dato' Michael Loh Soon Gnee [^]	1,910	5.2%	88.5%	0%	N.A.	6.3%	100%
Timothy Lim Boon Liat	307	13%	76%	N.A.	N.A.	11%	100%
Dr. Kriengsak Chareonwongsak	40	100%	N.A.	N.A.	N.A.	N.A.	100%
Mandie Chong Man Sui	83	100%	N.A.	N.A.	N.A.	N.A.	100%
Dr. Daniel Yeoh Ghee Chong	79	100%	N.A.	N.A.	N.A.	N.A.	100%
Dato' Sri Mohd. Sopiyan B. Mohd. Rashdi	80	100%	N.A.	N.A.	N.A.	N.A.	100%

* The directors' fees refer to the proposed fees for FY2019 which are subject to shareholders' approval in the forthcoming AGM.

** The compensation paid excludes the remuneration paid to common directors in DGI (subsidiary of the Group) and ASA (associate of the Group).

[^] Excluded in the directors' remuneration is a bonus of S\$5,818,000 approved and paid out to the director in 2018 but has since been refunded in 2019.

Mr. Mandie Chong Man Sui, an Independent Director of the Company, also has a service contract with the Company to provide liaison, administrative and logistical support services to the company on an ad-hoc basis in FY2019. His remuneration under the service contract is S\$50,000.

Top 5 executives within each band of remuneration are as follows:

Remuneration Band	2019
Between S\$250,000 to S\$499,999	4
Below S\$250,000	1

There are no termination, retirement or post-employment benefits provided for in the employment contracts with the Directors, CEO or top five key management personnel.

The total remuneration paid to the top five key management personnel (who are not directors or CEO) was approximately S\$1,717,000. Taking into consideration the competitive industry in which the Group operates, the Company believes that it is not in the best interests of the Company to disclose the names, remunerations, or the breakdown of the remunerations (in percentage or dollar terms) of the top five key management personnel (who are not directors or CEO) as recommended pursuant to Provision 8.1(b) of the Code.

Mr James Soh Pock Kheng, a Key Management Personnel, an employee and a substantial shareholder of the Company, with a shareholding of 13.21%, in the Company, is an employee of the Group whose remuneration exceeded S\$100,000. His remuneration is between the range of S\$250,000 to S\$499,999.

Shareholders' approval was previously obtained for the implementation of the employee share option scheme in 2001 and the employee share option scheme has expired on 22 May 2011. There are no outstanding share options granted under the expired employee share option scheme.

Directors' fees are also approved by shareholders at every AGM of the Company. The remuneration of the Executive Directors are reviewed by the RC and recommended to the Board for endorsement.

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ACCOUNTABILITY AND AUDIT

The Board is responsible for providing a balanced and understandable assessment of the Group's performance, position and prospects. Such responsibility extends to interim and other price-sensitive public reports, and reports to regulators. Management provides members of the Board with monthly management accounts which present a balanced and understandable assessment of the Company's performance, position and prospects.

The Board also reviews legislation and regulatory compliance reports from Management to ensure that the Group complies with the relevant regulatory requirements, including requirements under the Rules of the Listing Manual, with the assistance of the Group's legal counsel.

Financial reports and other price-sensitive information, all news releases and analyst presentations are disseminated to shareholders through SGXNet and posted on the Company's website at www.astigp.com.

The Annual Report is disseminated to all shareholders and is available on the Company's website.

Principle 9: Risk Management and Internal Controls

The Board, with the assistance from the AC, is responsible for determining the nature and extent of the significant risks which the Group is willing to take in achieving its strategic objectives by ensuring that the Group has put in place adequate and effective risk management and internal controls systems to manage its significant business risks, to safeguard shareholders' investments and the Company's assets.

A crucial function served by the AC is overseeing the Group's risk management framework and policies, as well as the regulation of risks undertaken or faced by the Group. The AC may examine whichever aspects it deems appropriate of the Group's financial affairs, audits and its exposure to risks of a regulatory or legal nature.

The AC keeps under review the efficacy of the Group's system of accounting and internal financial controls. Also kept under constant review is the Group's system of ensuring compliance with legal, operational and regulatory matters, including risk management, amongst others.

In relation to assisting the Board with the risk management function, the AC is guided by the following terms of reference:

- determine the Group's levels of risk tolerance and risk policies;
- oversee Management in the formulation, updating and maintenance of an adequate and effective risk management and internal control systems in addressing material risks including material financial, operational, compliance and information technology risks;
- make the necessary recommendations to the Board such that an opinion regarding the adequacy and effectiveness of the risk management and internal control systems can be made by the Board in the annual report in accordance to the SGX-ST's Listing Manual and the Code;
- review the Group's risk profile regularly and the adequacy of any proposed action if necessary; and
- review any material breaches of risk appetite/tolerances/limits and the adequacy of any proposed action if necessary.

The Board has received assurance from the Executive Chairman and Group CEO, and the Vice President, Finance of the Company that:

- the financial records of the Group have been properly maintained and the financial statements for the year ended 31 December 2019 give a true and fair view of the Group's operations and finances; and
- the system of risk management and internal controls in place within the Group is adequate and effective in addressing the material risks in the Group in its current business environment including material financial, operational, compliance and information technology risks.

Internal controls

The AC considered and reviewed with management and the internal auditors the following:

- annual internal audit plans to ensure that the plans covered sufficiently a review of the internal controls of the Group; and
- significant internal audit observations and management's response thereto.

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The AC has reviewed the adequacy, effectiveness and independence of the internal audit function and is satisfied that KPMG Services Pte. Ltd. (the “**Internal Auditor**”) has adequate resources to carry out the internal audit function.

Each member of the AC abstains from voting on any resolution and making any recommendations and/or participating in any deliberations in respect of matters in which he is interested.

The Company’s external auditors, E&Y, held discussions with management and proposed improvements to certain internal controls which they noted in the course of their statutory audit. After discussing on the facts with internal auditors, the Board is satisfied that the Company’s internal controls are at present adequate and effective.

Based on the internal controls established and maintained by the Group, work performed by the internal auditors and discussion with external auditors, and the review performed by Management and the AC, the Board, with the concurrence of the AC, is of the opinion that the Group’s framework of internal controls, including financial, operational, compliance and information technology controls, and risk management systems, is adequate and effective to provide reasonable assurance of the integrity and effectiveness of the Group in safeguarding its assets and shareholders’ value. Nevertheless, the AC and the Board recognise that no cost-effective internal control system will preclude all errors and irregularities, as a system is designed to manage rather than eliminate the risk of failure to achieve business objectives and can provide only reasonable but not absolute assurance against material misstatement or loss.

Risk Management and Interested Person Transactions

An assessment of the significant risk areas relevant to the Company’s businesses, operations and compliance requirements have been carried out and are identified as follows:

Reliance on the Semiconductor Industry

The Group’s products and services are employed in the production of semiconductors. A significant portion of the Company’s revenues is directly or indirectly related to the capital expenditures of manufacturers in the semiconductor and electronic assembly industries. These industries may be subject to significant fluctuations as a consequence of general economic conditions and industry cycles. Capital expenditures for producers such as the Group are directly affected as a result of these fluctuations. The Group operates in a cyclical industry and its fluctuations are likely to have an adverse effect on the Group’s business, financial condition and results of operations.

Technological Changes

The market for the Group is characterised by rapidly changing technology. The Group’s future success will depend upon its ability to develop and introduce new products on a timely and cost-effective basis to meet customers’ requirements and address technological developments. Successful product development and introduction include identification of new product requirements and opportunities, the retention and hiring of appropriate research and development personnel, the definition of a product’s technical specifications, the successful completion of the development process and the successful marketing of a product.

Foreign Exchange Risk

The Group is exposed to various common financial risks arising in the normal course of business. A significant portion of the Group’s revenue is denominated in the United States dollar. Operating expenses and wages are made mainly in local currency. Hence, exchange rate movements in the United States dollar and the Singapore dollar (the Company’s reporting currency), amongst others, expose the Group to foreign currency risk. The Group mitigate its foreign exchange exposure risk by utilising its facilities from banks.

Principle 10: Audit Committee

The AC comprises three members, Dr. Daniel Yeoh Ghee Chong (“**AC Chairman**”), Dr. Kriengsak Chareonwongsak and Dato’ Sri Mohd. Sopiyan B. Mohd. Rashdi, all of whom are Independent Directors.

The members of the AC have experience in managerial positions across the accounting, banking, audit and finance industries (see Directors’ profile on pages 6 and 7 of the annual report). The Board is of the view that the members of the AC have recent and relevant accounting or related financial management expertise and experience to discharge the AC’s functions.

During the year, the AC obtained updates from the Company’s auditors on changes in accounting standards, corporate governance and other relevant regulations that might have a direct impact on the Group’s financial statements.

No former partner or director of E&Y is or has acted as a member of the company’s AC.

CORPORATE GOVERNANCE REPORT

The AC has the explicit power to conduct or authorise investigations into any matters within its terms of reference, has full access to and co-operation by Management. It has full discretion and the prerogative to invite any Director or executive officer to attend its meetings. All resources that would enable the AC to discharge its duties effectively and expeditiously are made available to the AC.

The AC performs the following functions in accordance with the terms of reference which include the following:

- reviews with the external auditors, their scope and results of the external audit work, the audit plan, audit reports and any matters which the external auditors wish to discuss;
- reviews with the internal auditors at least annually, checks on the adequacy and effectiveness of the overall internal control systems, including financial, operational, compliance and information technology controls and risk management;
- reviews the internal audit function to ensure that it is adequately resourced and has appropriate standing within the Group;
- reviews significant financial reporting issues and judgements to ensure the integrity of financial statements of the Group and that of any formal announcement made quarterly or annually relating to the Group's financial performance including announcements to shareholders and the SGX-ST prior to the submission to the Board;
- reviews any significant findings of internal investigations;
- makes recommendations to the Board on the appointment of external auditors, the audit fee, terms of engagement and any questions of their resignation or dismissal;
- reviews and approves the appointment, replacement, reassignment or the dismissal of the internal auditor;
- reviews the assistance given by the Company's officers to the external and internal auditors;
- reviews and monitors interested person transactions, if any, arising and to ensure that the SGX-ST Listing Manual internal control procedures approved by shareholders are adhered to in relation to such transaction;
- reports actions and minutes of the AC meetings to the Board of Directors with such recommendations as the AC considers appropriate;
- conducts an annual review of the independence and objectivity of the Company's external auditors, including the volume of non-audit services supplied by the external auditors, to satisfy itself that the nature and extent of such services have not prejudiced the independence and objectivity of the external auditors before confirming their re-nomination; and
- reviews the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed upon.

The AC held five (5) meetings during the year at the Company's principal place of business, attendance of which is detailed on page 4 of this report. The Executive Chairman and Group CEO, Vice President, Finance, Group Administrative Officer (Mr. Timothy Lim Boon Liat), legal counsels, internal auditors and external auditors were invited to these meetings. Other members of senior management were also invited to attend as appropriate to present reports.

The AC met with the Company's external auditors, Ernst & Young LLP ("**E&Y**") two (2) times in FY2019. Parts of the meetings were conducted without the presence of Management. Reports of the findings and recommendations by external auditors were done independently and presented to the AC.

The principal activities of the AC during FY2019 are summarised below:

Financial reporting

The AC met on a quarterly basis and reviewed the quarterly and full year results announcements, material announcements and all related disclosures to the shareholders before submission to the Board for approval. In the process, the AC reviewed the audit plan and audit committee report presented by the external auditors.

The AC reviewed the full year financial statements and also discussed with management, Vice President, Finance and the external auditors the significant issues and adjustments resulting from the audit, and any significant deficiencies in internal controls over financial reporting matters that came to the external auditor's attention during their audit together with their recommendations.

In the review of the financial statements, the AC has discussed with Management the accounting principles that were applied and their judgment of items that might affect the integrity of the financial statements. The following key audit matters impacting the financial statements were discussed with Management and the external auditors and were reviewed by the AC.

CORPORATE GOVERNANCE REPORT

Key audit matters	How AC reviewed these matters and what decisions were made
Impairment of plant and equipment and right-of-use assets	The AC reviewed the impairment assessment of property, plant and equipment presented by management. The AC also reviewed the key assumptions and methodology used by the management in the impairment assessment, as well as the External Auditor's findings and audit report. Subsequent to the reviews, the AC concurred with the Management's assessment and was satisfied on the impairment provided.
Allowance for stock obsolescence	The AC considered and evaluated the appropriateness of the Group's policies on the allowance for stock obsolescence. The AC has reviewed the Group's allowance for stock obsolescence presented by Management, as well as the External Auditor's findings and audit report presented at the year-end meeting. Based on the reviews performed, the AC was satisfied with the Management's assessment on the adequacy of the allowances provided.
Contingent consideration receivable on disposal of STI Group	The AC reviewed the impairment assessment of contingent consideration receivables presented by management. The AC also reviewed basis used by the management in the impairment assessment, as well as the External Auditor's findings and report. Subsequent to the reviews, the AC concurred with the management's assessment and was satisfied on the impairment provided.
Measurement of retained interest in EoCell Ltd	The AC reviewed the assessment of the valuation of the retained interest in EoCell Ltd. The AC also reviewed the methodology, basis of valuation techniques and key assumptions used in the valuation by the external valuer and management, as well as the External Auditor's findings and audit report presented. Subsequent to the reviews, the AC concurred with the management's assessment and was satisfied with the valuation provided.
Legal matters relating to an ex-employee of the Group	The AC reviewed the legal matters relating to an ex-employee of the group as presented by management. The AC also reviewed the key facts and circumstances surrounding this claim presented by the management. Subsequent to the reviews, the AC concurred with the Management's view that the Group does not have any obligation for this claim and no provision was needed in the financial statement.

External audit processes

The AC manages the relationship with the Group's external auditors, E&Y, on behalf of the Board. During FY2019, the AC carried out its annual assessment of the cost-effectiveness of the audit process, together with the auditor's approach to audit quality and transparency. The AC concluded that the auditors demonstrated appropriate qualifications and expertise and that the audit process was effective. Therefore, the AC recommended to the Board that E&Y be re-appointed as the external auditor. The Board accepted this recommendation and has proposed a resolution to shareholders for the re-appointment of E&Y.

The AC has reviewed the independence of E&Y taking into account the volume of non-audit services supplied by them and is satisfied that the provision of such services does not affect their objective position as an independent external auditor. The fees related to the audit and non-audit services provided by E&Y for FY2019 are S\$299,000 and S\$45,000 respectively. These fees are also disclosed in the notes to the financial statements.

Pursuant to the requirement in the SGX-ST Listing Manual, an audit partner may only be in charge of a maximum of five (5) consecutive annual audits and may then return after two (2) years. The current audit partner from E&Y for the Company took over from the previous audit partner from the financial year ended 31 December 2016. In appointing auditors for the Company, subsidiaries and significantly associated companies, the Group has complied with Rules 712 and 715 of the SGX-ST Listing Manual.

Whistle-blowing policy

The Company has implemented a whistle-blowing policy since September 2007 that provides well-defined and accessible channels through which any employee may safely raise any concerns they may have about improper conduct or malpractices within the Group. Any concerns may be raised, either anonymously or otherwise, directly to the Lead Independent Director and the identity of the person raising the concern is strictly protected to the extent practicable in law. The Lead Independent Director has direct oversight in the administering of the policy with the assistance of the Group Administrative Officer. The AC has reviewed and is satisfied with the adequacy of the whistle-blowing policy.

There were no formal complaints received by the Company under the whistle-blowing policy implemented by the Company up to the date of this annual report.

CORPORATE GOVERNANCE REPORT

Internal audit

The internal audit function was outsourced to KPMG Services Pte. Ltd. (the “**Internal Auditor**”) in FY2019. The Internal Auditor is independent of the activities it audits. The methodology adopted by the Internal Auditor conforms to the International Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors. To ensure that internal audits are performed by competent professionals, the Internal Auditor recruits and employs suitably qualified professional staff with the requisite skill sets and experience. The internal audit team have relevant experience such as governance, risk management, internal audit and accounting. The Internal Audit team receives regular and on-going training relating to internal auditing practices.

The AC approves the engagement, termination, evaluation and fees of the Internal Auditors. The Internal Auditor, who reports directly on audit matters to the Chairman of the AC, has unfettered access to all the Group’s documents, records, properties and personnel, including access to the AC. The Internal Auditor assists the AC in monitoring and assessing the adequacy and effectiveness of the Group’s material internal controls. The Internal Auditor also facilitates the process for Management to identify the key risks and mitigating actions.

The Internal Auditor meets or exceeds the standards set by nationally or internationally recognised professional bodies including the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors.

The AC ensures that the internal audit function is adequately resourced and has the capabilities to adequately perform its functions. In this regard, the AC reviews on an annual basis the adequacy and effectiveness of the Internal Auditor by examining the scope of the Internal Auditor’s work, quality of its reports, reporting structure within the Group, qualifications and training, relationship with the external auditor, and its independence of the areas reviewed. The AC is of the view that the Internal Auditor is adequately resourced, independent, effective and has appropriate standing within the Group.

SHAREHOLDERS' RIGHTS AND RESPONSIBILITIES

Principle 11: Shareholder Rights and Conduct of General Meetings

Principle 12: Engagement with Shareholders

Principle 13: Engagement with Stakeholders

The Company is mindful of the obligation to provide regular, effective and fair communication with shareholders and ensures that all the Company’s shareholders are treated equitably and the rights of all shareholders are protected. The Company gives shareholders a balanced and understandable assessment of its performance, position and prospects.

The Company conducts dialogue sessions with investors, securities analysts, fund managers and the press as and when necessary. The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders to serve the best interests of the Company.

On a regular and timely basis, the Company disseminates material information simultaneously through news and press releases via SGXNet and electronic mail to securities analysts, shareholders, and the media. The Company also posts these press releases on its public website, www.astigp.com, to ensure that all shareholders and the public gain fair and sufficient access to information, changes, updates and the archives of the Company or its businesses which would be likely to materially affect the price or value of the company's shares. The website also provides a channel for shareholders to raise any concerns or issues, if any.

As part of the Company’s investor relations policy, the Company maintains an investor relations section on the Company’s website dedicated to ensuring that pertinent information is conveyed to shareholders. Current and past annual reports, quarterly financial results and other information considered to be of interest to shareholders and the investment community are readily available on the section.

The Company gives shareholders a balanced and understandable assessment of its performance, position and prospects. Information is always communicated to shareholders on a timely and fair basis. Where inadvertent disclosure has been made to a select group, the Company has made the same disclosure publicly to all others as soon as practicable.

The Company invites the media, securities analysts, fund managers or shareholders to its general meetings, or briefings that follow major announcements and events, such as earnings releases and trade exhibitions.

Shareholders are informed of shareholders’ meetings through timely and formal notices published in the newspapers. All relevant reports and/or circulars sent in advance to all shareholders so that they can familiarise themselves with the issues that will be raised at general meetings. Shareholders are also given opportunities to raise questions and to communicate their views on issues which affect the Company, at general meetings, where shareholders are also given the opportunity to vote. However, as the authentication of shareholder identity information and other related security issues still remain a concern, the Company has decided, for the time being, not to implement voting in absentia by mail, email or fax, which is recommended by Provision 11.4 of the Code. Instead, where a shareholder is unable to attend the AGM, they will be given an opportunity to vote via

CORPORATE GOVERNANCE REPORT

proxies. Every shareholder is entitled to appoint not more than two proxies to attend the general meeting and vote in his stead, provided the member name is certified by the Depository (Nominee Company) to the Company as appearing on the Depository Register not earlier than 72 hours before the AGM as a Depositor on whose behalf the Depository holds shares in the Company. The Companies Act allows certain members who are relevant intermediaries such as corporations holding licences in providing nominee and custodial services and the central provident fund (“CPF”) Board which purchases shares on behalf of CPF investors, to appoint multiple proxies to attend and participate in general meetings.

At general meetings, each distinct issue is proposed as a separate resolution. All resolutions are put to the vote by poll voting, which allows for an equitable and transparent voting process. Shareholders will be better able to demonstrate their concerns in a manner more accurately reflective of their shareholdings. Independent scrutineers are appointed to conduct the voting process. Independent scrutineers brief the shareholders on the e-polling voting process and verify and tabulate votes for each resolution. Shareholders are informed of the results of the voting at the general meetings, including the number of votes cast for and against each resolution and the respective percentages at the end of the general meeting. In addition, the voting results at the general meetings showing the number of votes cast for and against each resolution and the respective percentages and the name of the independent scrutineer will be announced via SGXNET after each general meeting. The company secretary prepares minutes of shareholders’ meetings, which incorporate comments or queries from shareholders and responses from the Board and Management. These minutes are available to shareholders upon request.

All directors, including the Chairpersons of the Audit, Remuneration and Nominating Committees, are in attendance at the Company’s AGM to address shareholders’ questions relating to the work of these Committees. The Company’s external auditors, E&Y, are also present at the AGM and are available to assist the directors in addressing any relevant queries by the shareholders relating to the conduct of the audit and the preparation and content of the auditors’ report.

At general meetings, each substantially separate issue is dealt with in separate resolutions and bundling of resolutions are avoided unless the resolutions are interdependent and linked so as to form one significant proposal.

Whenever possible and appropriate, the Company fulfils requests from securities analysts, stockbrokers, dealers, fund managers and journalists for telephone and face-to-face interviews and meetings with Management.

The Company currently does not have a formal policy on payment of dividends as recommended by Provision 11.6 of the Code. The Company may declare dividends by way of an ordinary resolution of the Shareholders at a general meeting, but may not pay dividends in excess of the amount recommended by the Directors. The declaration and payment of dividends will be determined at the sole discretion of the Directors, subject to the approval of the Shareholders. The Directors may also declare an interim dividend without the approval of the Shareholders.

The Company will record the minutes of general meetings and the minutes will include substantial and relevant comments and queries from shareholders relating to the agenda of the meetings and responses from the Board and Management. Such minutes will be made available to shareholders upon their written request. The Company does not publish minutes of general meetings of shareholders on its corporate website as recommended by Provision 11.5 of the Code. There are potential adverse implications for the Company if the minutes of general meetings are published to the public at large (outside the confines of a shareholders’ meeting), as commercially sensitive information may be discussed during such meetings. The Company is of the view that its practices are consistent with the intent of Principle 11 of the Code as shareholders have a right to attend general meetings either in person or by proxy, where they may exercise their right to speak and vote and have the opportunity to communicate their views on various matters affecting the Company. Further, shareholders, including those who did not attend the relevant general meeting, have a statutory right to be furnished copies of minutes of general meetings in accordance with Section 189 of the Companies Act.

The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served. As such, the Company has regularly engaged its stakeholders through various medium and channels to ensure that the business interests are aligned with those of the stakeholders, to understand and address the concerns so as to improve services and products’ standards, as well as to sustain business operations for long term growth. The stakeholders have been identified as those who are impacted by the Group’s business and operations and those who are similarly able to impact the Group’s business and operations. 6 stakeholder groups have been identified through an assessment of their significance to the business operations. They are namely, suppliers, customers, employees, community, investors and regulators.

The Company maintains a current corporate website to communicate and engage with stakeholders.

OTHER CORPORATE GOVERNANCE MATTERS

Dealings in the Company’s Securities

The Company has devised and adopted an internal compliance code (the “**Internal Code**”) to provide guidance to its officers with regards to dealings in the Company’s securities including reminders that the law on insider trading is applicable at all times. The adoption of this Internal Code has been notified to all Directors, officers and employees of the Group.

CORPORATE GOVERNANCE REPORT

The Internal Code provides that the Company, its officers and employees of the Group should not deal in securities of the Company when they are in possession of any unpublished material price-sensitive information in relation to those securities as this is an offence.

The Company's Internal Code also provides that the Company, its officers and employees of the Group should not trade in the Company's securities during the period commencing two weeks before the date of announcement of the Company's quarterly and half-year financial results and the period commencing one month before the date of announcement of the Company's full-year financial results, ending on the date of announcement of the relevant results.

In addition, the Company's officers and employees should not deal in the Company's securities for short-term considerations.

The Internal Code complies with, and the Board confirms that for FY2019, the Company has complied with, Rule 1207(19) of the SGX-ST Listing Manual.

Material Contracts

Except as disclosed in the financial statements, there were no material contracts (including loans) of the Company or its subsidiaries involving the interests of the Executive Chairman and Group CEO, directors or controlling shareholders which subsisted at the end of the financial year or have been entered into since the end of the previous financial year.

Interested Person Transactions

The risks associated with interested person transactions relates not only to compliance issues but also the prevention of transactions being carried out on terms that are less than favourable and not at arm's length.

Except as provided below, there are no interested person transactions between an interested person and the Company, its subsidiaries or associated companies for FY2019:

Name of Interested Person	Aggregate value of all interested person transactions for FY2019 under review (excluding transactions less than S\$100,000)
Dragon Group International Limited and its subsidiaries	<ul style="list-style-type: none">- Management fee charged (value of transactions amounting to S\$150,000)- Interest expense (value of transactions amounting to S\$341,000)
Advanced Systems Automation Limited and its subsidiaries	<ul style="list-style-type: none">- Interest payable on loan extended by ASTI (value of transactions amounting to S\$224,000)- Corporate Support Services fee amounting to \$400,000- Rental Income amounting to \$63,000

The AC will continue to review and monitor any interested person transactions that may arise and ensures that the Company seeks appropriate approvals, makes appropriate announcements or disclosures on these transactions in accordance with Chapter 9 of the SGX-ST Listing Manual.

CORPORATE GOVERNANCE REPORT

Information on Directors nominated for re-election – Appendix 7.4.1 of the Listing Manual

NAME OF DIRECTORS	LIM BOON LIAT TIMOTHY	MANDIE CHONG MAN SUI
Date of Initial Appointment	16 January 2004	16 January 2004
Date of last reappointment (if applicable)	30 April 2018	30 April 2018
Age	55	63
Country of principal residence	Singapore	Hong Kong
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Mr. Lim Boon Liat Timothy as the Executive director was recommended by the NC and the Board has accepted the recommendation, after taking into consideration Mr. Timothy Lim's qualifications, expertise, past experiences and overall contribution since he was appointed as a Director of the Company.	The re-election of Mr. Mandie Chong Man Sui as the Non-Executive and Independent director was recommended by the NC and the Board has accepted the recommendation, after taking into consideration Mr. Mandie Chong's qualifications, expertise, past experiences and overall contribution since he was appointed as a Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	<ul style="list-style-type: none"> Executive director Group Administrative Officer 	<ul style="list-style-type: none"> Non-Executive and Independent director
Professional Qualifications	<ul style="list-style-type: none"> Diploma in Sales and Marketing, CIMUK 	<ul style="list-style-type: none"> Bachelor of Science in Engineering, National Taiwan University
Working experience and occupation(s) during the past 10 years	<ul style="list-style-type: none"> <u>16 January 2004 – Current</u> Executive Director <u>2013 - Current</u> Group Administrative Officer of <ul style="list-style-type: none"> ASTI Holdings Limited Dragon Group International Limited Advanced Systems Automation Limited 	<u>2001-2016</u> Marketing Director Dragon Technology Distribution HK Ltd
Shareholding interest in the listed issuer and its subsidiaries	99,000 shares deem held in name of spouse	None
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/ or substantial shareholder of the listed issuer or of any of its principal subsidiaries	None	None
Conflict of interest (including any competing business)	None	None
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Past (for the last 5 years)	<ul style="list-style-type: none"> Flex-In Electronics Macao Commercial Offshore Limited Avalon Technology Pte Ltd Semiconductor Technologies & Instrument Pte Ltd Cybersource Pte Ltd 	<ul style="list-style-type: none"> Eocell Limited Smart Baylink Limited Flex-In Electronics Macao Commercial Offshore Ltd Telford Shanghai Flexcomm Ltd FE Global Shanghai Limited Dragon Trading (Shanghai) Co., Ltd Flexcomm Technology (Shenzhen) Ltd Microfits (Beijing) Technology Co., Ltd Flex-In Electronics Limited Dragon Technology Distribution (HK) Ltd FE Global Hong Kong Limited FE Global (North Asia) Limited

CORPORATE GOVERNANCE REPORT

NAME OF DIRECTORS	LIM BOON LIAT TIMOTHY	MANDIE CHONG MAN SUI
Present	<ul style="list-style-type: none"> • ASTI Holdings Limited • EoCell, Inc. • Telford Industries Pte Ltd • VisionXtreme Pte Ltd • ASTI USA Inc • EoPlex Inc. • Dragon Group International Limited • SpireTechnologies Pte Ltd • Asia Phoenix Angels Pte Ltd • EWeb Catalyst Inc. • Dragon D'illum Technologies Pte Ltd • Logicom Holdings Inc. • SCM Solutions Pte Ltd • Sooner Technology Pte Ltd 	<ul style="list-style-type: none"> • ASTI Holdings Limited • ASTI HK Limited • Dragon Rises Limited • Telford Holding HK Limited • Nanjing Dragon Tourism and Management Co., Ltd • Acetech Solutions Limited • EoPlex Limited • Dragon Venture Limited • Dragon Equipment and Materials Technology Ltd • Excelgood Holding Ltd • Jiangsu Longjiang Ship Building Co., Ltd • Nanjing Dragon Treasure Boat Development Co., Ltd
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No

CORPORATE GOVERNANCE REPORT

NAME OF DIRECTORS	LIM BOON LIAT TIMOTHY	MANDIE CHONG MAN SUI
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No
<p>(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or else-where, of the affairs of:-</p> <p>(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p> <p>(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or</p> <p>(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or</p> <p>(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</p>	No	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No
Disclosure applicable to the appointment of Director only		
<p>Any prior experience as a director of an issuer listed on the Exchange? (Yes/No) If yes, please provide details of prior experience.</p> <p>If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.</p>	<p>Yes.</p> <ul style="list-style-type: none"> • ASTI Holdings Limited • Dragon Group International Limited 	<p>Yes.</p> <ul style="list-style-type: none"> • ASTI Holdings Limited
Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	Not applicable as this is a re-election of director.	Not applicable as this is a re-election of director.

APPENDIX 2

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DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS

- 1 Directors' Statement
- 4 Independent Auditor's Report
- 9 Balance Sheets
- 10 Consolidated Income Statement
- 11 Consolidated Statement of Comprehensive Income
- 12 Consolidated Statement of Changes in Equity
- 14 Consolidated Cash Flow Statement
- 16 Notes to the Financial Statements

DIRECTORS' STATEMENT

The Directors are pleased to present their statement to the members together with the audited consolidated financial statements of ASTI Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group") and the balance sheet of the Company for the financial year ended 31 December 2019.

OPINION OF THE DIRECTORS

In the opinion of the directors,

- (i) the consolidated financial statements of the Group and the balance sheet of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2019 and the financial performance, changes in equity and cash flows of the Group for the year ended on that date; and
- (ii) at the date of this statement there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

DIRECTORS

The Directors of the Company in office at the date of this statement are:

Dato' Michael Loh Soon Gnee
 Timothy Lim Boon Liat
 Mandie Chong Man Sui
 Dr Kriengsak Chareonwongsak
 Dato' Sri Mohd. Sopiyan B. Mohd. Rashdi
 Dr Daniel Yeoh Ghee Chong

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Except as disclosed in this statement, neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

DIRECTORS' INTERESTS IN SHARES

The following Directors, who held office at the end of the financial year, had, according to the register of Directors' shareholdings required to be kept under Section 164 of the Singapore Companies Act, Cap. 50, an interest in shares and share options of the Company and related corporations (other than wholly-owned subsidiaries) as stated below:

Name of Directors	At the beginning of financial year	At the end of financial year	At 21 January 2020
Ordinary shares of the Company			
Dato' Michael Loh Soon Gnee			
- direct interest	130,209,600	130,209,600	130,209,600
Timothy Lim Boon Liat			
- held in name of spouse	99,000	99,000	99,000
Ordinary shares of the related party Advanced Systems Automation Limited			
Dato' Michael Loh Soon Gnee			
- direct interest	4,444,444,444	4,444,444,444	4,444,444,444

Except as disclosed in this statement, no director who held office at the end of the financial year had interests in shares, share options, warrants or debentures of the Company, or of related corporations, either at the beginning of the financial year, or date of appointment if later, or at the end of the financial year.

DIRECTORS' STATEMENT (CONT'D)

OPTIONS

During the financial year, there were:

- (a) no options granted by the Company or its subsidiaries to any person to take up unissued shares in the Company or its subsidiaries; and
- (b) no other shares issued by virtue of any exercise of option to take up unissued shares of the Company or its subsidiaries.

At the end of the financial year, there were no unissued shares of the Company or its subsidiaries under options.

AUDIT COMMITTEE

The Audit Committee ("AC") carried out its functions in accordance with section 201B (5) of the Singapore Companies Act, Chapter 50, including the following:

- Reviewed the audit plans of the internal and external auditors of the Group and the Company, and reviewed the internal auditor's evaluation of the adequacy of the Company's system of internal accounting controls and the assistance given by the Group and the Company's management to the external and internal auditors
- Reviewed the quarterly and annual financial statements and the independent auditor's report on the annual financial statements of the Group and the Company before their submission to the board of directors
- Reviewed effectiveness of the Group and the Company's material internal controls, including financial, operational and compliance controls and risk management via reviews carried out by the internal auditor
- Met with the external auditor, other committees, and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the AC
- Reviewed legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programmes and any reports received from regulators
- Reviewed the cost effectiveness and the independence and objectivity of the external auditor
- Reviewed the nature and extent of non-audit services provided by the external auditor
- Recommended to the board of directors the external auditor to be nominated, approved the compensation of the external auditor, and reviewed the scope and results of the audit
- Reported actions and minutes of the AC to the board of directors with such recommendations as the AC considered appropriate
- Reviewed interested person transactions in accordance with the requirements of the Singapore Exchange Securities Trading Limited's Listing Manual

The AC, having reviewed all non-audit services provided by the external auditor to the Group, is satisfied that the nature and extent of such services would not affect the independence of the external auditor. The AC has also conducted a review of interested person transactions.

The AC convened four meetings during the year with full attendance from all members. The AC has also met with internal and external auditors, without the presence of the Company's management, at least once a year.

Further details regarding the AC are disclosed in the Report on Corporate Governance.

DIRECTORS' STATEMENT (CONT'D)

AUDITOR

Ernst & Young LLP have expressed their willingness to accept reappointment as auditor.

On behalf of the Board:

Dato' Michael Loh Soon Gnee
Director

Timothy Lim Boon Liat
Director

13 June 2020

INDEPENDENT AUDITOR'S REPORT

AS AT 31 DECEMBER 2019

Report on the Audit of the Financial Statements to the members of ASTI Holdings Limited

Opinion

We have audited the financial statements of ASTI Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the balance sheets of the Group and the Company as at 31 December 2019, the statements of changes in equity of the Group and the consolidated income statement, consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group and the balance sheet of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS (I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2019 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled our responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Legal matters relating to an ex-employee of the Group

As stated in Note 44(ii), the Group received a confidential settlement claim letter from an ex-employee on 7 February 2019. The ex-employee, who was terminated in 2018, also filed a claim with the California Labor Commissioner's Office on 18 June 2019. Management has assessed the facts and circumstances surrounding this claim which refer to employment and shareholder disputes that arose in 2018, as well as commission and bonus claims for the years 2017 and 2018. The matter is scheduled for a hearing with the California Labor Commissioner's office on 14 April 2020 which was postponed for another 90 days to 13 July 2020. Based on legal advice received, management is of the view that the Group does not have any obligation for the claims.

This disclosure was significant to our audit due to the size of the claim and management judgment involved in assessing whether it is probable that an outflow of resources embodying economic benefits will be required to settle the claims. Our audit procedures included inquiring the in-house legal counsel regarding the status and potential outcome of the claim, requesting and reviewing legal correspondences between the Group and its external legal advisors, as well as reviewing the adequacy of the related disclosures.

INDEPENDENT AUDITOR'S REPORT

AS AT 31 DECEMBER 2019

Key Audit Matters (cont'd)

Measurement of DGI's retained interest in EoCell Ltd

As stated in Note 7(e), the subsidiary's shareholding in EoCell Limited was diluted to 40% and the subsidiary lost control over EoCell Limited. As the subsidiary has significant influence over EoCell as an associate, the results of EoCell Limited are equity accounted from the date of loss of control.

The assessment of the valuation of the retained interest in EoCell Ltd in arriving at the gain on dilution involved significant judgment in selecting an appropriate methodology, and the key assumptions applied. We evaluated the qualifications and competence of the external valuer who was engaged by the subsidiary to value the retained interest in EoCell Ltd at the point in time when control was deemed to be lost. We also read and considered the external valuer's reports to confirm that the valuation approach used was appropriate. We held discussions with the valuer and management to understand the basis of valuation techniques and assumptions applied to the valuation of retained interests in EoCell Ltd at the point when control was deemed to be lost. With the involvement of our internal valuation specialists, we evaluated the appropriateness of the valuation techniques used by the external valuer to determine the fair value.

Allowance for stock obsolescence

As of 31 December 2019, total inventory and the related allowances for stock obsolescence amounted to S\$3,242,000 and S\$1,449,000 respectively. We focused on this area as the gross inventory and the allowance for stock obsolescence carrying amounts are material to the financial statements, and the determination of stock obsolescence involves a significant level of management judgment.

As part of our audit procedures, we attended and observed management's inventory counts at all material inventory locations. We tested, on a sample basis, the carrying value of the inventory by performing testing on the accuracy of the standard costing, ageing of inventories, and analysis of obsolete inventories. We evaluated, amongst others, the analyses and assessments made by management with respect to obsolete inventories, and the expected demand and selling price. We also assessed the adequacy of the disclosures related to inventories in Note 10.

Impairment of plant and equipment and right-of-use assets

As disclosed in Notes 5 and 22, during the financial year ended 31 December 2019, a subsidiary of the Group within the BEST segment, Reel Service (Philippines), Inc., carried out a review of the recoverable amount of its plant and machinery, and leased processing equipment. This was due to indicators of impairment resulting from significant drop in sales from a customer for which specialised plant and machinery, and leased processing equipment were used to service the customer. As stated in Notes 5 and 22, impairment losses of S\$529,000 for plant and equipment, and S\$590,000 for right-of-use assets were recognised in the profit and loss for the year ended 31 December 2019.

The area was significant to our audit due to the magnitude of the carrying amount and management's judgement involved in the impairment assessment. Our audit procedures include evaluating and assessing the facts and circumstances of the drop in demand from the customer which used the specialised plant and machinery, and leased processing equipment, as well as evaluating and assessing the key assumptions and methodology used by management in the cash flow forecast, and discussing with management on the availability of other viable options to determine the reasonableness of the impairment charge. We also assessed the adequacy of the disclosures on management's explanation on the impairment assessment and the related disclosures are included in Notes 5 and 22.

INDEPENDENT AUDITOR'S REPORT

AS AT 31 DECEMBER 2019

Key Audit Matters (cont'd)

Contingent consideration receivable on disposal of STI Group

As disclosed in Note 7(c), the Group disposed the STI Group during the year ended 31 December 2018. The terms of the sale and purchase agreement state that S\$9,000,000 of the consideration is contingent upon whether STI Group's aggregate audited profit before taxes for 2018 and 2019 exceed S\$17,000,000.

As at 31 December 2018, management estimated that the aggregated profit 2018 and 2019 would exceed S\$17,000,000. Thus, the Group had included the contingent consideration receivable of S\$9,000,000 in the disposal price and recognized a corresponding receivable from the buyer.

However, based on the actual results of STI Group for 2019, the STI Group's aggregated profit before taxes for 2018 and 2019 was S\$14,879,000 which fell short of the Profit Guarantee of S\$17,000,000 by S\$2,121,000. The Group recorded an impairment of contingent consideration receivables of S\$2,121,000 as at 31 December 2019.

Due to the size of the impairment of the contingent consideration receivable, we have considered this to be a key audit matter.

In assessing management's assessment in determining the recoverability of the contingent consideration, we obtained a copy of the sale and purchase agreement to obtain an understanding of the terms and conditions relating to the contingent consideration. We obtained the audited financial statements of STI Group for 2018 and 2019 issued by its auditor, Pan-China Singapore Pac, on 30 April 2019 and 7 February 2020 respectively to check whether the STI Group's audited profit before taxes for 2018 and 2019 exceed S\$17,000,000. We also reviewed the adequacy of the related disclosures in Note 7(c).

Other Information

Management is responsible for other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Directors for the Financial Statements

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

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

INDEPENDENT AUDITOR'S REPORT

AS AT 31 DECEMBER 2019

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

INDEPENDENT AUDITOR'S REPORT

AS AT 31 DECEMBER 2019

Auditor's Responsibilities for the Audit of the Financial Statements (cont'd)

Report on Other Legal and Regulatory Requirements

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

The engagement partner on the audit resulting in this independent auditor's report is Simon Yeo Seng Chong.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore

13 June 2020

BALANCE SHEETS

AS AT 31 DECEMBER 2019

	Note	Group		Company	
		2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
Non-current assets					
Intangible assets	4	64	6,410	–	–
Property, plant and equipment	5	19,894	27,312	282	244
Investment properties	6	–	303	–	–
Right-of-use assets	22	2,969	–	–	–
Subsidiaries	7	–	–	7,910	7,910
Associates	8	29,126	4,357	5,801	5,801
Other receivables	15	4	4,505	–	4,500
Deferred tax assets	24	54	–	–	–
		52,111	42,887	13,993	18,455
Current assets					
Inventories	10	3,242	3,064	–	–
Prepayments and advances	11	690	781	36	26
Amounts due from subsidiaries	12	–	–	7,413	9,940
Amounts due from associates	13	158	2,417	–	2,389
Trade receivables	14	12,303	13,804	–	–
Other receivables	15	7,933	14,720	2,379	13,587
Cash and cash equivalents	16	24,343	23,261	10,165	10,595
		48,669	58,047	19,993	36,537
Assets held for sale	9	2,119	–	–	–
		50,788	58,047	19,993	36,537
Current liabilities					
Provisions	17	217	86	–	–
Loans and borrowings	18	1,596	2,804	–	–
Trade payables and accruals	19	15,252	25,305	2,455	10,433
Other payables	20	3,904	10,130	234	234
Amounts due to subsidiaries	21	–	–	7,049	7,146
Lease liabilities	22	1,582	656	–	–
Income tax payable		336	831	–	170
		22,887	39,812	9,738	17,983
Net current assets		27,901	18,235	10,255	18,554
Non-current liabilities					
Lease liabilities	22	1,944	1,846	–	–
Long term payables	23	2,479	2,161	–	–
Loans and borrowings	18	616	–	–	–
Deferred tax liabilities	24	108	108	–	–
		5,147	4,115	–	–
Net assets		74,865	57,007	24,248	37,009
Equity attributable to owners of the Company					
Share capital	31	132,617	132,617	132,617	132,617
Treasury shares	32	(4,772)	(4,772)	(4,772)	(4,772)
Foreign currency translation reserve	33	(100)	(95)	–	–
Capital reserves	34	(8,194)	(8,345)	(2,960)	(2,960)
Accumulated losses		(46,316)	(50,242)	(100,637)	(87,876)
		73,235	69,163	24,248	37,009
Non-controlling interests		1,630	(12,156)	–	–
Total equity		74,865	57,007	24,248	37,009

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED INCOME STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

	Note	Group	
		2019 S\$'000	2018 S\$'000
Continuing operations			
Revenue	25	65,935	63,400
Cost of sales		(50,565)	(48,988)
Gross profit		15,370	14,412
Other income	26	29,758	2,688
Other expense			
Marketing and distribution		(1,535)	(1,759)
Research and development		(1,992)	(4,003)
Administrative expenses		(9,586)	(30,042)
Other expenses, net		(7,680)	(249)
Finance costs, net	28	(246)	(429)
Share of results of associates, net of tax		(2,242)	(2,109)
Profit/(loss) before tax from continuing operations	27	21,847	(21,491)
Income tax expense	24	(1,403)	(1,430)
Profit/(loss) from continuing operations, net of tax		20,444	(22,921)
Discontinued operations			
Profit from discontinued operations, net of tax	29	–	42,653
Profit for the year		20,444	19,732
Attributable to:			
Owners of the Company			
- Continuing operations		7,200	(18,317)
- Discontinuing operations		–	42,653
		7,200	24,336
Non-controlling interests			
- Continuing operations		13,244	(4,604)
Total		20,444	19,732
Earnings per share from continuing operations attributable to owners of the Company (cents per share)			
Basic and diluted	30	1.10	(2.80)
Earnings per share (cents per share)			
Basic and diluted	30	1.10	3.72

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

	Note	Group	
		2019 S\$'000	2018 S\$'000
Profit for the year		20,444	19,732
Other comprehensive income:			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation		309	(244)
Fair value changes on available-for-sale assets		–	(2)
Other comprehensive income for the year, net of tax		309	(246)
Total comprehensive income for the year		20,753	19,486
Attributable to:			
Owners of the Company		7,185	23,943
Non-controlling interests		13,568	(4,457)
Total comprehensive income for the year		20,753	19,486
Attributable to:			
Owners of the Company			
- Total comprehensive income from continuing operations, net of tax		7,185	(18,710)
- Total comprehensive income from discontinued operations, net of tax		–	42,653
Total comprehensive income for the year attributable to owners of the Company		7,185	23,943

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2019 Group	Attributable to equity holders of the Company							Equity attributable to owners of the Company, Total	
	Share capital	Treasury shares	Capital reserves (Non-distributable)	Fair value reserve	Foreign currency translation reserve	Accumulated losses (Distributable)	Non-controlling interests	Total equity	Total equity
S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
At 1 January	132,617	(4,772)	(8,345)	-	(95)	(50,242)	69,163	(12,156)	57,007
Profit for the year	-	-	-	-	-	7,200	7,200	13,244	20,444
Other comprehensive income	-	-	-	-	(15)	-	(15)	324	309
Foreign currency translation	-	-	-	-	(15)	-	(15)	324	309
Other comprehensive income for the year, net of tax	-	-	-	-	(15)	-	(15)	324	309
Total comprehensive income for the year	-	-	-	-	(15)	7,200	7,185	13,568	20,753
Contributions by and distributions to owners	-	-	-	-	-	(3,274)	(3,274)	-	(3,274)
Dividends on ordinary shares	-	-	151	-	10	-	161	218	379
Deemed disposal of subsidiary (Note 7(e))	-	-	-	-	-	-	-	-	-
Total contributions by and distributions to owners	-	-	151	-	10	(3,274)	(3,113)	218	(2,895)
At 31 December	132,617	(4,772)	(8,194)	-	(100)	(46,316)	73,235	1,630	74,865

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2018 Group	Attributable to equity holders of the Company							Equity attributable to owners of the Company, Total	Non-controlling interests	Total equity
	Share capital	Treasury shares	Capital reserves	Fair value reserve	Foreign currency translation reserve	Accumulated losses (Distributable)				
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	
Opening balance at 1 January 2018 (FRS framework)	132,617	(4,772)	(8,091)	2	(1,598)	(59,589)	58,569	(7,953)	50,616	
Cumulative effects of adopting SFRS(I)	–	–	–	–	1,894	(1,894)	–	–	–	
Opening balance at 1 January 2018 (SFRS(I) framework)	132,617	(4,772)	(8,091)	2	296	(61,483)	58,569	(7,953)	50,616	
Profit for the year	–	–	–	–	–	24,336	24,336	(4,604)	19,732	
Other comprehensive income	–	–	–	–	(391)	–	(391)	147	(244)	
Foreign currency translation	–	–	–	(2)	–	–	(2)	–	(2)	
Fair value changes on available-for sale assets	–	–	–	–	–	–	–	–	–	
Other comprehensive income for the year, net of tax	–	–	–	(2)	(391)	–	(393)	147	(246)	
Total comprehensive income for the year	–	–	–	(2)	(391)	24,336	23,943	(4,457)	19,486	
Contributions by and distributions to owners	–	–	–	–	–	(13,095)	(13,095)	–	(13,095)	
Dividends on ordinary shares	–	–	–	–	–	–	–	–	–	
Increase in interest in subsidiary without change in control	–	–	(254)	–	–	–	(254)	254	–	
Total contributions by and distributions to owners	–	–	(254)	–	–	(13,095)	(13,349)	254	(13,095)	
At 31 December	132,617	(4,772)	(8,345)	–	(95)	(50,242)	69,163	(12,156)	57,007	

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED CASH FLOW STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

	Note	Group	
		2019 S\$'000	2018 S\$'000
Operating activities			
Profit/(loss) before taxation from Continuing Operations		21,847	(21,491)
Profit before taxation from Discontinued Operations	29	–	43,366
		21,847	21,875
<u>Adjustments for:</u>			
Depreciation of property, plant and equipment	5	6,725	6,616
Depreciation of right-of-use assets	22	1,631	–
Depreciation of investment properties	6	11	17
Gain on disposal of property, plant and equipment		(16)	(14)
Property, plant and equipment written off		84	7
Impairment loss on property, plant and equipment	5	529	–
Impairment loss on right-of-use assets	22	590	–
Impairment loss on investment securities		–	22
Impairment loss on contingent receivables	15	2,121	–
Allowance on other receivables	15	35	444
Allowance on/(write-back of) trade receivables	14	1	(54)
Allowance on/(write-back of) amounts due from associates	13	3,172	(23)
Allowance on stock obsolescence, net	10	258	616
Provisions for warranty	17	–	81
Restructuring	17	135	331
Gain on disposal of subsidiaries	7(c)	–	(34,530)
Gain on deemed disposal of subsidiaries	7(e)	(28,405)	–
Gain on deemed disposal of associates		–	(1,636)
Costs relating to disposal of subsidiary	7(c)	–	21,837
Share of results of associates		2,242	2,109
Interest income	28	(278)	(305)
Interest expense	28	460	559
Written-off advance from customer	26	(214)	–
Effects of exchange loss/(gain)		562	(109)
Operating cash flows before changes in working capital		11,490	17,843
<u>Changes in working capital</u>			
Increase in:			
Receivables		(227)	(8,945)
Inventories		(510)	(4,144)
Amounts due from associates		(689)	(527)
Decrease in:			
Payables		(13,646)	(11,436)
Provisions		–	(244)
Cash flows used in operations		(3,582)	(7,453)
Interest paid		(376)	(559)
Interest received		53	314
Income tax paid		(1,920)	(1,578)
Net cash flows used in operating activities		(5,825)	(9,276)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED CASH FLOW STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

		Group	
	Note	2019 S\$'000	2018 S\$'000
Investing activities			
Proceeds from disposal of property, plant and equipment		22	77
Purchase of property, plant and equipment (Note (i))	(i)	(4,462)	(7,012)
Prepayment of right-of-use assets		(25)	–
Expenditure on research and development project	4	(615)	(2,150)
Repayment of loan from associates		4,065	–
Loan to associates		–	(2,400)
Cash and cash equivalents in subsidiaries disposed of		(256)	(17,310)
Cash consideration received from disposal of subsidiaries	7(c)	13,500	72,000
Costs relating to disposal of subsidiary	7(c)	–	(21,837)
Net cash flows generated from investing activities		12,229	21,368
Financing activities			
Payment of principal portion of lease liabilities	22(b)	(1,505)	(661)
Proceeds from bank borrowings	18	616	1,878
Repayments of bank borrowings	18	(1,256)	(6,351)
Advances for capital injection from non-controlling interest		–	168
Dividends paid on ordinary shares by the Company	43	(3,274)	(13,095)
Net cash flows used in financing activities		(5,419)	(18,061)
Net increase/(decrease) in cash and cash equivalents		985	(5,969)
Cash and cash equivalents at 1 January		23,261	29,616
Effects of exchange rate changes on cash and cash equivalents		97	(386)
Cash and cash equivalents at 31 December		24,343	23,261

(i) Purchase of property, plant and equipment

Property, plant and equipment were acquired by means of:

Group	2019 S\$'000	2018 S\$'000
Cash payments	4,462	7,012
Other payables (Note 20)	853	5,591
Finance leases	–	1,230
	5,315	13,833

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

1. CORPORATION INFORMATION

ASTI Holdings Limited (the “Company”) was incorporated in the Republic of Singapore on 27 March 1999 as a public company limited by shares. The Company is domiciled in the Republic of Singapore and was admitted to the Official List of the Stock Exchange of Singapore Dealing and Automated Quotation System (“SGX-SESDAQ”) on 8 July 1999. Effective 28 April 2005, the listing and quotation of the Company’s shares was transferred to the official list of the SGX Mainboard.

The registered office of the Company is located at 1 Robinson Road, #18-00 AIA Tower, Singapore 048542. The principal place of the Company’s business is located at Block 25 Kallang Avenue, #06-01, Kallang Basin Industrial Estate, Singapore 339416.

The principal activities of the Company are those of investment holdings and acting as corporate manager and advisor in connection with the administration and organisation of the businesses of its subsidiaries.

The principal activities of the subsidiaries and associates are disclosed in Note 7 and Note 8.

There have been no significant changes in the nature of these activities during the financial year.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 *Basis of preparation*

The consolidated financial statements of the Group and the balance sheet of the Company have been prepared in accordance with Singapore Financial Reporting Standards (International) (SFRS(I)).

The financial statements have been prepared on the historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Singapore Dollars (SGD or \$) and all values in the tables are rounded to the nearest thousand (\$’000), except when otherwise indicated.

2.2 *Changes in accounting policies*

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the Group has adopted all the new and revised standards which are effective for annual financial periods beginning on or after 1 January 2019. The adoption of these standards did not have any material effect on the financial performance of the Group or financial position of the Group and the Company except as described below.

SFRS(I) 16 Leases

SFRS(I) 16 supersedes SFRS(I) 1-17 Leases, SFRS(I) INT FRS 104 Determining whether an Arrangement contains a Lease, SFRS(I) INT FRS 15 Operating Leases-Incentives and SFRS(I) INT FRS 27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise most leases on the balance sheet.

Lessor accounting under SFRS(I) 16 is substantially unchanged from SFRS(I) 1-17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in SFRS(I) 1-17. Therefore, SFRS(I) 16 did not have an impact for leases where the Group is the lessor.

The Group adopted SFRS(I) 16 using the modified retrospective method of adoption with the date of initial application of 1 January 2019. Under this method, the standard is applied retrospectively with the cumulative effect of initially applying the standard recognised at the date of initial application. The Group elected to use the transition practical expedient to not reassess whether a contract is, or contains a lease at 1 January 2019. Instead, the Group applied the standard only to contracts that were previously identified as leases applying SFRS(I) 1-17 and SFRS(I) INT FRS 4 at the date of initial application.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Changes in accounting policies (Cont'd)

The effect of adoption of SFRS(I) 16 as at 1 January 2019 is as follows:

Group	At 1.1.2019 (As previously reported) S\$'000	SFRS(I) 16 adjustments S\$'000	At 1.1.2019 (Restated) S\$'000
Assets			
Property, plant and equipment	27,312	(2,629)	24,683
Right-of-use assets	–	4,439	4,439
	<u>27,312</u>	<u>1,810</u>	<u>29,122</u>
Liabilities			
Lease liabilities (Current)	656	672	1,328
Lease liabilities (Non-current)	1,846	1,138	2,984
	<u>2,502</u>	<u>1,810</u>	<u>4,312</u>

The Group has lease contracts for various items of plant and machinery, motor vehicles and leasehold properties. Before the adoption of SFRS(I) 16, the Group classified each of its leases (as lessee) at the inception date as either a finance lease or an operating lease. Refer to Note 2.10 Leases for the accounting policy prior to 1 January 2019.

Upon adoption of SFRS(I) 16, the Group applied a single recognition and measurement approach for all leases except for short-term leases and leases of low-value assets. Refer to Note 2.10 Leases for the accounting policy beginning 1 January 2019. The standard provides specific transition requirements and practical expedients, which have been applied by the Group.

Leases previously classified as finance leases

The Group did not change the initial carrying amounts of recognised assets and liabilities at the date of initial application for leases previously classified as finance leases (i.e., the right-of-use assets and lease liabilities equal the lease assets and liabilities recognised under SFRS(I) 1-17). The requirements of SFRS(I) 16 were applied to these leases from 1 January 2019.

Leases previously accounted for as operating leases

The Group recognised right-of-use assets and lease liabilities for those leases previously classified as operating leases, except for short-term leases and leases of low-value assets. The right-of-use assets for most leases were recognised based on the carrying amount as if the standard had always been applied, apart from the use of incremental borrowing rate at the date of initial application. In some leases, the right-of-use assets were recognised based on the amount equal to the lease liabilities, adjusted for any related prepaid and accrued lease payments previously recognised. Lease liabilities were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Changes in accounting policies (Cont'd)

The Group also applied the available practical expedients wherein it:

- Using the lessee's incremental borrowing rate for the underlying assets
- Relied on its assessment of whether leases are onerous immediately before the date of initial application
- Applied the short-term leases exemptions to leases with lease term that ends within 12 months of the date of initial application
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application
- Used hindsight in determining the lease term where the contract contained options to extend or terminate the lease

Based on the above, as at 1 January 2019:

- Right-of-use assets of S\$4,439,000 were recognised and presented separately in the balance sheet. This includes the leased assets recognised previously under finance leases of \$2,629,000 that were reclassified from Property, plant and equipment.
- Additional lease liabilities of S\$1,810,000 were recognised.

The lease liabilities as at 1 January 2019 can be reconciled to the operating lease commitments as of 31 December 2018, as follows:

Group	S\$'000
Operating lease commitments as at 31 December 2018	1,911
Less:	
Commitments relating to short term leases	(365)
Commitments relating to leases of low-value assets	(49)
	<u>1,497</u>
Weighted average incremental borrowing rate as at 1 January 2019	10.72%
Discounted operating lease commitments as at 1 January 2019, representing lease liabilities as at 1 January 2019	1,293
Add:	
Commitments relating to leases previously classified as finance leases	2,502
Relating to discounted new leases not included in operating lease commitments as at 31 December 2018 but entered on 1 January 2019	517
Discounted operating lease commitments as at 1 January 2019, representing lease liabilities as at 1 January 2019	<u>4,312</u>

2.3 Standards issued but not yet effective

The Group has not adopted the following standards applicable to the Group that have been issued but not yet effective:

Description	Effective for annual periods beginning on or after
Amendments to References to the Conceptual Framework in SFRS(I) Standards	1 January 2020
Amendments to SFRS(I) 1-1 and SFRS(I) 1-8 <i>Definition of Material</i>	1 January 2020
Amendments to SFRS(I) 10 and SFRS(I) 1-28 <i>Sale or Contribution of Assets between and Investor and its Associate or Joint Venture</i>	To be determined

The Group's management expects that the adoption of the standards above will have no material impact on the financial statements in the year of initial application.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 *Basis of consolidation and business combinations*

(i) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

(ii) Business combinations and goodwill

Business combinations are accounted for by applying the acquisition method. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability, will be recognised in profit or loss.

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill. In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in profit or loss on the acquisition date.

Goodwill is initially measured at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to the Group's cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

The cash-generating units to which goodwill have been allocated is tested for impairment annually and whenever there is an indication that the cash-generating unit may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates.

2.5 *Transactions with non-controlling interests*

Non-controlling interest represents the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.6 *Foreign currency*

The financial statements are presented in Singapore Dollars, which is also the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

(i) **Transactions and balances**

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss.

Exchange differences arising on monetary items that form part of the Group's net investment in foreign operations are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

(ii) **Consolidated financial statements**

For consolidation purpose, the assets and liabilities of foreign operations are translated into Singapore Dollars at the rate of exchange ruling at the end of the reporting period and their profit or loss are translated at exchange rates prevailing at the date of the transactions. The exchange differences arising on the translation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

In the case of a partial disposal without loss of control of a subsidiary that includes a foreign operation, the proportionate share of the cumulative amount of the exchange differences are re-attributed to non-controlling interest and are not recognised in profit or loss. For partial disposals of associates or jointly controlled entities that are foreign operations, the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

2.7 *Property, plant and equipment*

All items of property, plant and equipment are initially recorded at cost. Subsequent to recognition, property, plant and equipment other than freehold land and buildings are measured at cost less accumulated depreciation and any accumulated impairment losses.

Freehold buildings are measured at cost less accumulated depreciation and impairment losses.

Freehold land has an unlimited useful life and therefore is not depreciated.

Depreciation is computed on a straight-line basis over the estimated useful life of the asset as follows:

Freehold buildings	-	50 years
Leasehold properties	-	20 to 50 years or shorter of remaining leases terms and economic useful lives
Furniture and fittings	-	3 - 10 years
Plant and machinery	-	3 - 10 years
Office equipment	-	3 - 10 years
Motor vehicles	-	4 - 5 years

Assets under construction-in-progress are not depreciated as these assets are not yet available for use.

The residual value, useful life and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.8 *Investment properties*

Investment properties are properties that are either owned by the Group or leased under a finance lease that are held to earn rentals or for capital appreciation, or both, rather than for use in the production or supply of goods or services, or for administrative purposes, or in the ordinary course of business. Investment properties comprise completed investment properties and properties that are being constructed or developed for future use as investment properties. Properties held under operating leases are classified as investment properties when the definition of an investment property is met.

Investment properties are initially measured at cost, including transaction costs.

Subsequent to initial recognition, investment properties are measured at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation of investment property begins when it is available for use and is computed on a straight-line basis over the estimated useful life as follows:

Freehold buildings - 50 years

2.9 *Intangible assets*

Intangible assets acquired separately are measured initially at cost. Following initial acquisition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in profit or loss in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite useful lives are amortised over the estimated useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Intangible assets with indefinite useful lives are tested for impairment annually, or more frequently if the events and circumstances indicate that the carrying value may be impaired either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite useful life is reviewed annually to determine whether the useful life assessment continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Intangible assets include goodwill, project development expenditure, intellectual property and club memberships.

(i) **Project development expenditure**

Project development expenditure relating to raw materials, salaries and other fixed costs incurred in specific development projects are recognised as intangible assets when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete and the ability to measure reliably the expenditures during the development.

Following initial recognition of the project development expenditure as an intangible asset, it is carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation of the intangible asset begins when development is complete and the asset is available for use. Deferred development costs have a finite useful life and are amortised over the period of expected sales from the related project on a straight line basis.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.9 *Intangible assets (Cont'd)*

(ii) Club membership

Club membership was acquired separately and is stated at cost less impairment losses. The useful life of club membership is estimated to be indefinite and assessment for impairment is performed annually or more frequently if the events and circumstances indicate the carrying value may be impaired either individually or at the cash-generating unit level.

Intangible assets are amortised on the following basis:

Development expenditure	- 5 years in line with sales from the related project
Intellectual property	- 5 - 10 years over its estimated useful economic lives

2.10 *Leases*

These accounting policies are applied on and after the initial application of SFRS(I) 16 on 1 January 2019:

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Plant and machinery	- 3 - 10 years
Motor vehicles	- 4 - 5 years
Leasehold properties	- over lease term of 1 to 3 years

The right-of-use assets are also subject to impairment. Refer to the accounting policies in Note 2.29.

(ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.10 Leases (Cont'd)

(iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that is considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

These accounting policies are applied before the initial application of SFRS(I) 16 on 1 January 2019:

Group as a lessee

Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term. The aggregate benefit of incentives provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis.

Finance leases, which transfer to the Group substantially all the risks and rewards incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Any initial direct costs are also added to the amount capitalised. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged to profit or loss. Contingent rents, if any, are charged as expenses in the periods in which they are incurred.

Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same bases as rental income. The accounting policy for rental income is set out in Note 2.22(v). Contingent rents are recognised as revenue in the period in which they are earned

2.11 Subsidiaries

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

In the Company's separate financial statements, investments in subsidiaries are accounted for at cost less impairment losses.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.12 *Associates*

An associate is an entity over which the Group has the power to participate in the financial and operating policy decisions of the investee but does not have control or joint control of those policies.

The Group account for its investments in associates using the equity method from the date on which it becomes an associate.

On acquisition of the investment, any excess of the cost of the investment over the Group's share of the net fair value of the investee's identifiable assets and liabilities is accounted as goodwill and is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment is included as income in the determination of the entity's share of the associate's profit or loss in the period in which the investment is acquired.

Under the equity method, the investment in associates are carried in the balance sheet at cost plus post-acquisition changes in the Group's share of net assets of the associates. The profit or loss reflects the share of results of the operations of the associates. Distributions received from associates reduce the carrying amount of the investment. Where there has been a change recognised in other comprehensive income by the associates, the Group recognises its share of such changes in other comprehensive income. Unrealised gains and losses resulting from transactions between the Group and associate are eliminated to the extent of the interest in the associates.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in associate. The Group determines at the end of each reporting period whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount in profit or loss.

The financial statements of the associates are prepared as the same reporting date as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.13 *Financial instruments*

(i) **Financial assets**

Initial recognition and measurement

Financial assets are recognised when, and only when the Group becomes party to the contractual provisions of the instruments.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Trade receivables are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

Subsequent measurement

Investments in debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset. The three measurement categories for classification of debt instruments are:

(a) Amortised cost

Financial assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired, and through amortisation process.

(b) Fair value through other comprehensive income (FVOCI)

Financial assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Financial assets measured at FVOCI are subsequently measured at fair value. Any gains or losses from changes in fair value of the financial assets are recognised in other comprehensive income, except for impairment losses, foreign exchange gains and losses and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is de-recognised.

(c) Fair value through profit or loss

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt instrument that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss in the period in which it arises.

Investments in equity instruments

On initial recognition of an investment in equity instrument that is not held for trading, the Group may irrevocably elect to present subsequent changes in fair value in OCI. Dividends from such investments are to be recognised in profit or loss when the Group's right to receive payments is established. For investments in equity instruments which the Group has not elected to present subsequent changes in fair value in OCI, changes in fair value are recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.13 *Financial instruments (Cont'd)*

(i) **Financial assets (Cont'd)**

Derecognition

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

(ii) **Financial liabilities**

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. On derecognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

2.14 *Impairment of financial assets*

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss and financial guarantee contracts. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is recognised for credit losses expected over the remaining life of the exposure, irrespective of timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset in default when contractual payments are more than one year past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.15 *Cash and cash equivalents*

Cash and cash equivalents comprise cash at bank and on hand and demand deposits.

2.16 *Inventories*

Inventories are stated at the lower of cost and net realisable value. Costs incurred in bringing the inventories to their present location and conditions are accounted for as follows:

- Costs of materials are determined on a first-in, first-out or weighted average basis according to the nature of the subsidiaries' operations.
- Costs for work-in-progress and finished products are determined on a specific identification basis and include direct materials, direct labour and attributable overheads.

Where necessary, allowance is provided for damaged, obsolete and slow moving items to adjust the carrying value of inventories to the lower of cost and net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.17 *Provisions*

(i) **General**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(ii) **Warranty provisions**

Provisions for warranty-related costs are recognised when the product is sold or service provided. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

2.18 *Financial guarantee*

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss if incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, financial guarantees are measured at the higher of the amount of expected credit loss determined in accordance with the policy set out in Note 2.14 and the amount initially recognised less, when appropriate, the cumulative amount of income recognised over the period of the guarantee.

2.19 *Borrowing costs*

Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.20 *Employee benefits*

(i) **Defined contribution plans**

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. In particular, the Singapore, Malaysia, Philippines and People's Republic of China ("PRC") companies in the Group make contributions to the Central Provident Fund scheme in Singapore, or Employees Provident Fund in Malaysia, or Social Security System in Philippines, or Social Security Bureau in PRC respectively. These are defined contribution pension schemes. Contributions to these schemes are recognised as an expense in the period in which the related service is performed.

(ii) **Employee leave entitlement**

Employee entitlements to annual leave are recognised as a liability when they are accrued to the employees. The undiscounted liability for leave expected to be settled wholly before twelve months after the end of the reporting period is recognised for services rendered by employees up to the end of the reporting period. The net total of service costs is recognised in profit or loss.

2.21 *Non-current assets held for sale and discontinued operations*

Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. A component of the Group is classified as a 'discontinued operation' when the criteria to be classified as held for sale have been met or it has been disposed of and such a component represents a separate major line of business or geographical area of operations or is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

2.22 *Revenue*

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

(i) **Sale of goods**

Revenue from the distribution sales of components is recognised when the goods are delivered to the customer and all criteria for acceptance have been satisfied. The goods are often sold with a right of return.

The amount of revenue recognised is based on the estimated transaction price, which comprises the contractual price and adjusted for expected returns. Based on the Group's experience with similar types of contracts, variable consideration is typically constrained and is included in the transaction only to the extent that it is a highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

The Group does not adjust revenue recognised for the expected returns as they have assessed them to be insignificant.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.22 Revenue (Cont'd)

(ii) Provision of services

Revenue from provision of manufacturing services is recognised upon the completion, delivery and acceptance of the services rendered.

(iii) Interest income

Interest income is recognised on a time-apportioned basis using the effective interest method.

(iv) Dividend income

Dividend income from investments is recognised when the right to receive the dividend has been established.

(v) Rental income

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms on ongoing leases. The aggregate costs of incentives provided to lessees are recognised as a reduction of rental income over the lease term on a straight-line basis.

2.23 Taxes

(i) Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those enacted or substantively enacted at the end of reporting period, in the countries where the Group operates and generates taxable income.

Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all temporary differences, except:

- Where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries and associates, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.23 Taxes (Cont'd)

(ii) Deferred tax (Cont'd)

- Where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of each reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

(iii) Sales tax

Revenues, expenses and assets are recognised net of the amount of sales tax except:

- Where the sales tax incurred in a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables that are stated with the amount of sales tax included.

2.24 Share capital and share issue expenses

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

2.25 Treasury shares

The Group's own equity instruments, which are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount of treasury shares and the consideration received is recognised directly in equity. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them respectively.

2.26 Segment reporting

The Group manages its business based on the Group's nature of business which is independently managed by the respective segment managers responsible for the performance of the respective segments. The segment managers' report directly to the management of the Company who regularly review the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 35, including the factors used to identify the reportable segments and the measurement basis of segment information.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.27 *Amounts due from/to subsidiaries/related parties*

Amounts due from subsidiaries/related parties are recognised and carried at cost less an allowance for any uncollectible amounts. Amounts due to subsidiaries/related parties are recognised and carried at amortised cost.

2.28 *Contingencies*

A contingent liability is:

- (i) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- (ii) a present obligation that arises from past events but is not recognised because:
 - (1) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - (2) The amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of uncertain future events not wholly within the control of the Group.

Contingent assets and liabilities are not recognised on the balance sheets of the Group and Company except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

2.29 *Impairment of non-financial assets*

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on most recent budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations are recognised in the statement of profit or loss in expense categories consistent with the function of the impaired asset.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.29 *Impairment of non-financial assets (cont'd)*

Goodwill is tested for impairment annual as at 31 December and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment loss relating to goodwill cannot be reversed in future periods.

Intangible assets with indefinite useful lives are tested for impairment annually as at 31 October at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the Group's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

3.1 *Judgments made in applying accounting policies*

In the process of applying the Group's accounting policies, management has made the following judgments which have the most significant effect on the amounts recognised in the consolidated financial statements:

(i) **Consolidation of Dragon Group International Limited ("DGI")**

As at 31 December 2019, the Company has an equity interest of 41% in DGI. Management has considered the size of the Company's shareholding relative to the size and dispersion of shareholdings held by other shareholders and determined that it has the current ability to direct the relevant activities of DGI notwithstanding its shareholdings are less than 50%. The Company remains the dominant shareholder based on historical voting records at DGI's general meetings and the Executive Chairman and Group Administrative Officer of the Company are also the Executive Chairman and Group Administrative Officer of DGI, both of whom are responsible for the vision, strategic direction and operational management of DGI. DGI is hence accounted for as a subsidiary and its results are included in the Group's consolidated income statement.

(ii) **Determination of lease term of contracts with extension options – Group as lessee**

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to extend the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise the extension. After the commencement date, the Group reassesses the lease term whether there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to extend.

As at 31 December 2019, potential future (undiscounted) cash outflows of approximately \$1,664,000 have not been included in lease liabilities because it is not reasonably certain that the leases will be extended.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS (CONT'D)

3.1 *Judgments made in applying accounting policies (Cont'd)*

(iii) **Classification between investment properties and owner-occupied properties**

The Group determines whether a property qualifies as an investment property and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property. The carrying amount of the Group's investment properties at the end of the reporting period is disclosed in Note 6.

3.2 *Key sources of estimation uncertainty*

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period are discussed below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(i) **Provision for expected credit losses of trade receivables**

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust historical credit loss experience with forward-looking information. At every reporting date, historical default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in Note 14.

The carrying amount of the Group's trade receivables as at 31 December 2019 are disclosed in Note 14.

(ii) **Impairment of property, plant and equipment and right-of-use assets**

The carrying amounts of items of property, plant and equipment and right-of-use assets are reviewed for impairment when events or changes in circumstances indicate the carrying amounts may not be recoverable. The recoverable amount of an item of property, plant and equipment and right-of-use assets is higher of its fair value less costs of disposal and value in use, the calculations of which involve the use of estimates. In estimating the recoverable amount of assets, various assumptions, including future cash flows to be associated to such assumptions, the recoverable amounts will need to be revised, and this may have an impact on the Group's results of operations or financial position.

The carrying amount of the Group's property, plant and equipment and right-of-use assets as at 31 December 2019 are disclosed in Note 5 and Note 22 respectively.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS (CONT'D)

3.2 Key sources of estimation uncertainty (cont'd)

(iii) Allowance for stock obsolescence

The Group assesses at the end of each reporting period whether there is any objective evidence that its stocks are impaired. If there is objective evidence of impairment, the amount of the loss is measured as the difference between the asset's carrying amount and the net realisable value of the asset. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

The carrying amount of the Group's inventories and related allowance for stock obsolescence as at 31 December 2019 are disclosed in Note 10.

4. INTANGIBLE ASSETS

Group	Development expenditure S\$'000	Intellectual property S\$'000	Goodwill S\$'000	Club memberships S\$'000	Total S\$'000
Cost					
At 1 January 2018	12,839	909	13,362	253	27,363
Additions	2,150	–	–	–	2,150
Disposal of subsidiaries	(8,733)	–	(229)	(86)	(9,048)
Currency realignment	89	19	–	3	111
At 31 December 2018 and 1 January 2019	6,345	928	13,133	170	20,576
Additions	615	–	–	–	615
Disposal of subsidiaries (Note 7(e))	(6,901)	–	–	–	(6,901)
Currency realignment	(59)	(13)	–	(2)	(74)
At 31 December 2019	–	915	13,133	168	14,216
Accumulated amortisation and impairment loss					
At 1 January 2018	8,733	909	13,362	189	23,193
Disposal of subsidiaries	(8,733)	–	(229)	(86)	(9,048)
Currency realignment	–	19	–	2	21
At 31 December 2018 and 1 January 2019	–	928	13,133	105	14,166
Currency realignment	–	(13)	–	(1)	(14)
At 31 December 2019	–	915	13,133	104	14,152
Net carrying amount					
At 31 December 2019	–	–	–	64	64
At 31 December 2018	6,345	–	–	65	6,410

Development expenditure

Included in the cost of development expenditure was the development of the Group's battery and storage solutions unit in Eocell Limited which has an amortisation period of five years. During the year, no amortisation has been recorded as the asset is not yet available for use. Eocell Limited was deemed disposed during the year as disclosed in Note 7(e).

All research and development costs not eligible for capitalisation have been expensed and are recognized in the "Research and development" line in profit and loss as incurred during the year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

5. PROPERTY, PLANT AND EQUIPMENT

Group	Freehold land and buildings* S\$'000	Lease- hold properties S\$'000	Furniture and fittings S\$'000	Plant and machinery S\$'000	Office equipment S\$'000	Motor vehicles S\$'000	Constructi on-in- progress S\$'000	Total S\$'000
Cost								
At 1 January 2018	6,574	3,184	10,377	54,570	6,074	818	12,112	93,709
Additions	2,391	–	1,285	9,376	780	1	–	13,833
Disposals/written off	–	–	(1,513)	(1,004)	(1,578)	(60)	–	(4,155)
Reclassification	–	–	37	(27)	(10)	–	–	–
Disposal of subsidiaries (Note 7(c))	–	–	(3,093)	(2,018)	(1,783)	–	–	(6,894)
Currency realignment	151	(85)	76	880	11	5	(318)	720
At 31 December 2018	9,116	3,099	7,169	61,777	3,494	764	11,794	97,213
Adoption of SFRS(I) 16 - Reclassification to right-of-use assets	–	–	–	(3,414)	–	(235)	–	(3,649)
At 1 January 2019	9,116	3,099	7,169	58,363	3,494	529	11,794	93,564
Additions	1,253	–	963	2,643	327	129	–	5,315
Disposals/written off	–	–	(165)	(4,130)	(67)	(114)	–	(4,476)
Transfer to assets held for sale (Note 9)	–	–	–	(3,207)	–	–	–	(3,207)
Transfer from investment properties (Note 6)	611	–	–	–	–	–	–	611
Disposal of subsidiaries (Note 7(e))	–	–	(100)	(1,563)	(3)	–	–	(1,666)
Currency realignment	(73)	(98)	(61)	(880)	(24)	(10)	(371)	(1,517)
At 31 December 2019	10,907	3,001	7,806	51,226	3,727	534	11,423	88,624
Accumulated depreciation and impairment loss								
At 1 January 2018	2,784	3,184	8,992	40,355	5,267	433	12,112	73,127
Charge for the year	253	–	367	5,533	351	112	–	6,616
Disposals/written off	–	–	(854)	(1,659)	(1,512)	(60)	–	(4,085)
Reclassification	–	–	10	(11)	1	–	–	–
Disposal of subsidiaries (Note 7(c))	–	–	(3,018)	(1,608)	(1,522)	–	–	(6,148)
Currency realignment	56	(85)	56	667	12	3	(318)	391
At 31 December 2018	3,093	3,099	5,553	43,277	2,597	488	11,794	69,901
Adoption of SFRS(I) 16 - Reclassification to right-of-use assets	–	–	–	(918)	–	(102)	–	(1,020)
At 1 January 2019	3,093	3,099	5,553	42,359	2,597	386	11,794	68,881
Charge for the year	511	–	621	5,209	325	59	–	6,725
Disposals/written off	–	–	(151)	(4,072)	(53)	(110)	–	(4,386)
Impairment loss	–	–	–	529	–	–	–	529
Transfer to assets held for sale (Note 9)	–	–	–	(1,088)	–	–	–	(1,088)
Transfer from investment properties (Note 6)	308	–	–	–	–	–	–	308
Disposal of subsidiaries (Note 7(e))	–	–	(51)	(977)	(3)	–	–	(1,031)
Currency realignment	(23)	(98)	(43)	(646)	(21)	(6)	(371)	(1,208)
At 31 December 2019	3,889	3,001	5,929	41,314	2,845	329	11,423	68,730

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

5. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Group	Freehold land and buildings* S\$'000	Leasehold properties S\$'000	Furniture and fittings S\$'000	Plant and machinery S\$'000	Office equipment S\$'000	Motor vehicles S\$'000	Construction-in-progress S\$'000	Total S\$'000
Net carrying amount								
At 31 December 2019	7,018	–	1,877	9,912	882	205	–	19,894
At 31 December 2018	6,023	–	1,616	18,500	897	276	–	27,312

* Included freehold land at cost of S\$2,480,000 (2018: S\$2,511,000).

Impairment loss recognised

(i) Plant and machinery

During the financial year, a subsidiary of the Group within the BEST segment, Reel Service (Philippines), Inc. carried out a review of the recoverable amount of its specialised processing equipment purchased specifically for one of the end customers who changed their operation model from outsourcing to insourcing, resulting in significant drop in sales from the customer. Given this significant uncertainty over the production line for the customer as at 31 December 2019, an impairment loss of S\$529,000 (2018: nil), representing the write-down of these equipment to the recoverable amount of S\$Nil was recognised in "Other expenses, net" line item of consolidated income statement for the financial year ended 31 December 2019. The recoverable amount was based on its value-in-use and pre-tax discount rate was 14.51%.

(ii) Construction-in-progress

Construction-in-progress relates to the construction of a boat in the People's Republic of China. In 2017, the Group faced unforeseen delays caused by local environmental rules requiring the boat to be repositioned. This resulted in certain disagreements between shareholders of Nanjing DTB. The construction has since been suspended pending a review on the future plans for the project. Given this significant uncertainty over the project as at 31 December 2017, an impairment charge of S\$3,635,000 was recognized in the "Other expenses, net" line item of the consolidated income statement for the financial year ended 31 December 2017, representing the write-down of the construction-in-progress to its recoverable amount of S\$Nil. The recoverable amount was based on its value-in-use and pre-tax discount rate was 16.5%. As there was no update to the status of the project in 2018 and 2019, the total cost of construction-in-progress of S\$11,423,000 (2018: S\$11,794,000) relating to the boat remained fully impaired as of 31 December 2018 and 2019.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

5. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Company	Furniture and fittings S\$'000	Office equipment S\$'000	Total S\$'000
Cost			
At 1 January 2018	24	356	380
Additions	25	247	272
Disposals/written off	(5)	(281)	(286)
At 31 December 2018 and 1 January 2019	44	322	366
Additions	7	148	155
At 31 December 2019	51	470	521
Accumulated Depreciation			
At 1 January 2018	16	285	301
Charge for the year	4	39	43
Disposals/written off	(5)	(217)	(222)
At 31 December 2018 and 1 January 2019	15	107	122
Charge for the year	12	105	117
At 31 December 2019	27	212	239
Net carrying amount			
At 31 December 2019	24	258	282
At 31 December 2018	29	215	244

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

6. INVESTMENT PROPERTIES

Group	2019 S\$'000	2018 S\$'000
Cost		
At 1 January	594	623
Currency realignment	17	(29)
Transfer to property, plant and equipment (Note 5)	(611)	–
At 31 December	–	594
Accumulated Depreciation		
At 1 January	291	285
Charge for the year	11	17
Currency realignment	6	(11)
Transfer to property, plant and equipment (Note 5)	(308)	–
At 31 December	–	291
Net carrying amount At 31 December	–	303
<u>The following amounts are recognised in profit or loss:</u>		
Rental income from investment properties:		
- Minimum lease payments	31	190
Direct operating expenses (including repairs and maintenance)		
- Rental generating properties	– *	– *

* The amount is less than S\$1,000.

The Group has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment property or for repairs, maintenance or enhancements.

Transfer to property, plant and equipment

During the financial year, a subsidiary of the Group within the BEST segment, Reel Services Limited transferred part of its factory building that was previously held as investment properties to owner-occupied property. The building was transferred on the commencement of owner-occupation.

Valuation of investment properties

The fair value of the investment properties as of 31 December 2018 was approximately S\$796,000 based on a valuation performed as at 31 December 2018. The valuations were performed by Andrew Reilly Associates Ltd, an independent valuer with a recognized and relevant professional qualification and with recent experience in the location and category of the properties being valued. The investment properties are depreciated over 50 years and have estimated lease periods of 2 years to 3 years as at 31 December 2018.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

7. SUBSIDIARIES

Company	2019 S\$'000	2018 S\$'000
Quoted shares, at cost	37,914	37,914
Unquoted shares, at cost	23,797	23,797
Less: Dividend income declared from subsidiary's pre-acquisition reserve	(294)	(294)
	61,417	61,417
Impairment loss on quoted shares	(37,914)	(37,914)
Impairment loss on unquoted shares	(15,593)	(15,593)
	7,910	7,910
Allowance for impairment		
At 1 January	53,507	51,740
Current year allowance	–	1,995
Disposal of subsidiaries (Note 7(c))	–	(228)
At 31 December	53,507	53,507
Carrying amount of quoted shares at 31 December	–	–
Market value of quoted shares at 31 December	5,703	5,703

Impairment testing of investment in subsidiaries

In 2018, the Company has performed an impairment assessment on certain subsidiaries which had been dormant or loss-making. Based on the assessment, the management made additional impairment charge of S\$1,995,000 to write down the investment in a subsidiary to its recoverable amount. The recoverable amount of the investment has been determined based on value-in-use calculations using cash flow projections from management.

(a) The Group has the following significant investments in subsidiaries:

Name of subsidiaries (Country of incorporation)	Principal activities	Effective shareholding	
		2019 %	2018 %
Held by the Company			
(1) Telford Industries Pte Ltd (Singapore)	Provision of semiconductor manufacturing services for surface mount technology components	100	100
(2) Telford SVC. Phils., Inc. (Philippines)	Provision of semiconductor manufacturing services for surface mount technology components	100	100
(2) Reel Service Limited (United Kingdom)	Investment holding, manufacturing and distribution of carrier tapes and plastic reels and provision of semiconductor manufacturing	100	100

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

7. SUBSIDIARIES (CONT'D)

(a) The Group has the following significant investments in subsidiaries (Cont'd):

Name of subsidiaries (Country of incorporation)	Principal activities	Effective shareholding	
		2019	2018
		%	%
Held by the Company			
(2) Reel Service (Philippines), Inc. (Philippines)	Manufacturing and distribution of carrier tapes and plastic reels and provision of semiconductor manufacturing services for surface mount technology components	100	100
(2) Telford Technologies (Shanghai) Pte Ltd (People's Republic of China)	Provision of semiconductor manufacturing services for surface mount technology components	100	100
(2) Telford Property Management Inc. (Philippines)	Property investment	100	100
(1) Dragon Group International Limited (Singapore)	Investment holding and acting as corporate manager and advisor to its subsidiaries	41	41
(3) EoPlex Limited (Hong Kong)	Development of advanced chip packaging and related technologies	85	85
Held by EoPlex Limited			
(4) EoPlex Inc (United States of America)	Development of advanced chip packaging and related technologies	100	100
Held by Telford Industries Pte Ltd			
(3) Telford Service Sdn. Bhd. (Malaysia)	Provision of semiconductor manufacturing services for surface mount technology components	100	100
(3) Telford Service (Melaka) Sdn. Bhd. (formerly known as TQS Manufacturing Sdn. Bhd.) (Malaysia)	Provision of semiconductor manufacturing services for surface mount technology components	100	100
Held by Dragon Group International Limited			
(1) Sooner Technology Pte Ltd (Singapore)	Trading in electronic components, computer peripherals and acting as commission agent	100	100
(3) Dragon Equipment & Materials Technology Ltd (Hong Kong)	Sale, distribution and acting as commission agent in equipment, materials and electronic components	100	100
(3) DTB Limited (Hong Kong)	Investment holding	100	100

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

7. SUBSIDIARIES (CONT'D)

(a) The Group has the following significant investments in subsidiaries (Cont'd):

Name of subsidiaries (Country of incorporation)	Principal activities	Effective shareholding	
		2019 %	2018 %
Held by Dragon Group International Limited			
(3) EoCell Limited (Hong Kong)	Development of battery and storage solutions	–**	100*
Held by EoCell Limited			
(4) EoCell Inc (United States of America)	Development of battery and storage solutions	–**	100
Held by DTB Limited			
(3) Nanjing DTB Development Co., Ltd (People's Republic of China)	Construction of antique wooden sea boat, communication of culture, exhibition and conference etc.	60	60
(3) Dragon Ventures Limited (Hong Kong)	Investment holding	100	100
Held by Dragon Ventures Limited			
(4) Dragon Tourism Management Company Limited (People's Republic of China)	Develop and manage a mixed-used property	100	100

* Refer to Note 7(d).

** Refer to Note 7(e).

The above list excludes subsidiaries that are insignificant to the operations of the Group.

- (1) Audited by Ernst & Young LLP, Singapore
- (2) Audited by a member firm of Ernst & Young Global
- (3) Audited by other audit firms
- (4) Not required to be audited in country of incorporation

Subsidiaries that are audited by other audit firms: -

Company	Auditors
Telford Service Sdn. Bhd.	BDO, Malaysia
Telford Service (Melaka) Sdn. Bhd. (formerly known as TQS Manufacturing Sdn. Bhd.)	Cheng & Co., Malaysia
Dragon Equipment & Materials Technology Ltd	Y. K Leung & Co., Hong Kong
DTB Limited	Y. K Leung & Co., Hong Kong
Dragon Ventures Limited	Y. K Leung & Co., Hong Kong
Nanjing DTB Development Co. Ltd	Jiangsu Verti-Hor Certified Public Accountant Co. Ltd
EoPlex Limited	Bright Brilliance CPA Limited, Hong Kong

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

7. SUBSIDIARIES (CONT'D)

(b) Interest in subsidiaries with material non-controlling interests ("NCI")

The Group has the following subsidiaries that have NCI that are material to the Group:

1. Dragon Group International Limited ("DGI") and its subsidiaries ("DGI Group")
2. EoPlex Limited and its subsidiaries ("EoPlex Group")

Name of subsidiaries	Principal place of business	Proportion of ownership interest held by NCI	Profit/(loss) allocated to NCI during the reporting period S\$'000	Accumulated NCI at end of reporting period S\$'000
31 December 2019:				
DGI Group	Singapore	59%	13,660	7,296
EoPlex Group	Hong Kong	15%	(305)	(5,594)
31 December 2018:				
DGI Group	Singapore	59%	(4,215)	(6,715)
EoPlex Group	Hong Kong	15%	(389)	(5,360)

There were no dividends paid to the above NCI during the years ended 31 December 2019 and 31 December 2018.

Significant restrictions

There were no significant restrictions on the Group's ability to use or access assets and settle liabilities of subsidiaries with material non-controlling interests except that these subsidiaries are required to seek the approval of the NCI should the Group need to deploy the assets from these subsidiaries to the Company or its other subsidiaries.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

7. SUBSIDIARIES (CONT'D)

(b) Interest in subsidiaries with material non-controlling interests ("NCI") (Cont'd)

Summarised financial information including goodwill on acquisition and consolidation adjustments but before intercompany eliminations of subsidiaries are as follows:

(b)(i) Summarised balance sheets

	DGI Group		EoPlex Group	
	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
Current				
Assets	5,871	3,202	1,792	2,340
Liabilities	(17,490)	(19,708)	(38,598)	(37,344)
Net current liabilities	(11,619)	(16,506)	(36,806)	(35,004)
Non-current				
Assets	26,000	7,164	525	–
Liabilities	–	(1)	(1,914)	(1,634)
Net current assets/(liabilities)	26,000	7,163	(1,389)	(1,634)
Net assets/(liabilities)	14,381	(9,343)	(38,195)	(36,638)

(b)(ii) Summarised income statement

	DGI Group		EoPlex Group	
	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
Revenue	3,212	2,995	–	42
Profit/(loss) before income tax	23,232	(6,821)	(2,033)	(2,596)
Income tax expense	(35)	(81)	–	–
Profit/(loss) for the year	23,197	(6,902)	(2,033)	(2,596)

(b)(iii) Summarised statement of other comprehensive income

	DGI Group		EoPlex Group	
	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
Profit/(loss) for the year	23,197	(6,902)	(2,033)	(2,596)
Other comprehensive income	158	403	404	(755)
Total comprehensive income for the year	23,355	(6,499)	(1,629)	(3,351)

(b)(iv) Other summarised information

	DGI Group		EoPlex Group	
	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
Net cash flows (used in)/generated from operations	(3,638)	(4,780)	(477)	266
Acquisition of significant property, plant and equipment	(1)	(3)	–	–

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

7. SUBSIDIARIES (CONT'D)

(c) Disposal of STI Group in 2018

On 26 September 2018, the Company completed the disposal of the entire issued and paid-up share capital of its following wholly-owned subsidiaries:

- Semiconductor Technologies & Instruments Pte Ltd
- Semiconductor Technologies & Instruments Sdn Bhd
- Semiconductor Technologies & Instruments Phils., Inc.
- Semiconductor Technologies & Instruments (Taiwan), Inc.
- STI Tech Korea Co., Ltd

(Collectively known as the “STI Group”)

The values of assets and liabilities of STI Group recorded in the consolidated financial statements as at 26 September 2018, and the cash flow effect of the disposal were:

	S\$'000
<u>Carrying amounts of assets and liabilities disposed of:</u>	
Property, plant and equipment	746
Deferred tax assets	96
Trade and other receivables	27,886
Inventories	24,493
Cash and cash equivalents	17,310
Total assets	70,531
Trade and other payables	15,832
Other provisions	490
Loan and borrowings	19,909
Income tax payable	667
Total liabilities	36,898
<u>Gain on disposal</u>	
Cash consideration received from the disposal	72,000
Consideration receivable (Note 15)	9,000
Contingent consideration receivable (Note 15 and see details in “Contingent consideration receivable” below)	9,000
Total consideration received and receivable	90,000
Less: Costs of disposal	
- Success fees paid to brokerage firm	(18,920)
- Professional fees paid to legal and consultancy firms	(2,900)
- Stamp duties	(17)
Total costs of disposal	(21,837)
Less: Net assets disposed of	(33,633)
Gain on disposal	34,530

The gain on disposal of subsidiaries of \$34,530,000 was included in “Profit from discontinued operations, net of tax” in the consolidated income statement.

	2019	2018
	S\$'000	S\$'000
<u>Reconciliation to consolidated cash flow statement:</u>		
Cash consideration received from the disposal	13,500	72,000
Cash and cash equivalents in subsidiaries disposed of	-	(17,310)
Net cash inflow on disposal	13,500	54,690

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

7. SUBSIDIARIES (CONT'D)

(c) Disposal of STI Group in 2018 (Cont'd)

Contingent consideration receivable:

As part of the terms of the sale and purchase agreement (“SPA”) with the buyer, a contingent consideration of S\$9,000,000 has been agreed. The Company undertakes that the audited profit before tax of the STI Group in 2018 and 2019 is not less than S\$17,000,000 (referred to as the “Profit Guarantee”).

The Company is required to pay a shortfall if the actual profits are less than the Profit Guarantee. The maximum shortfall will be S\$17,000,000 and accordingly, the maximum amount the Company potentially needs to pay back to the buyer for the purposes of the Profit Guarantee is S\$17,000,000.

As at the date of disposal and as of the year ended 31 December 2018, the Company has recognized the contingent consideration receivable of S\$9,000,000.

During the year ended 31 December 2019, the Company has received S\$4,500,000 out of the third payment of S\$9,000,000.

Based on the SPA between the buyer and the Company, the third tranche of consideration will be adjusted by the shortfall of FY2018 & FY2019 aggregate profits if the target profits are not met. The Group has obtained the FY2018 audited results of STI Group issued by its auditor, Pan-China Singapore Pac on 30 April 2019 of which the profit for FY2018 was S\$11,827,000.

The Group obtained the FY2019 audited results of STI Group issued by its auditor Pan-China Singapore Pac on 7 February 2020 of which the profit for FY2019 was S\$3,052,000.

As a result, the aggregate FY2018 and FY2019 was S\$14,879,000 which fell short of the Profit Guarantee of S\$17,000,000 by S\$2,121,000.

The Group made an assessment to record an impairment of contingent consideration receivables of S\$2,121,000 out of the remaining S\$4,500,000 as at 31 December 2019 in Note 15.

(d) Acquisition of ownership interest in subsidiary, EoCell Ltd, without loss of control in 2018

On 28 December 2018, the Company acquired an additional 6.99% equity interest in EoCell Ltd by converting S\$8,186,000 of its loan to EoCell Ltd into shares of EoCell Ltd. As a result, the Company holds approximately 100% of EoCell Ltd. The transaction has been accounted for as an equity transaction. The carrying amounts of the non-controlling interest have been adjusted to reflect the change in their relative interest in EoCell Ltd.

The following summarises the effect of the change in the Group's ownership interest in EoCell Ltd on the equity attributable to owners of the Company.

	S\$'000
Decrease in equity attributable to non-controlling interest	254
Increase in equity attributable to owners of the Company	(254)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

7. SUBSIDIARIES (CONT'D)

(e) Loss of control in EoCell Ltd with dilution in equity interest in 2019

On 20 May 2019, DGI's subsidiary EoCell Limited issued 999,999,930 shares representing 40% of enlarged share capital of EoCell Limited to Yinlong Energy Co., Ltd for a consideration of US\$20,000,000 and 499,999,895 shares representing 20% of the enlarged share capital to a company representing the key management of EoCell Limited. As a result, DGI's shareholding in EoCell Limited was diluted to 40% from 100% and DGI has lost control over EoCell Limited. As DGI has significant influence over EoCell as an associate, the results of EoCell Limited are equity accounted from the date of loss of control.

	S\$'000
<u>Carrying amounts of assets and liabilities disposed of:</u>	
Intangible assets	6,901
Property, plant and equipment	635
Prepayments	49
Cash and cash equivalents	256
Total assets	7,841
Trade payables and accruals	398
Other payables	1,028
Amounts due to related party	1,145
Amounts due to immediate holding company	6,954
Total liabilities	9,525
<u>Net disposed of</u>	
Less: net liability disposed of	1,684
Less: other reserve	(379)
Fair value investment in associate	27,100
Gain on deemed disposal of subsidiaries	28,405
Cash and cash equivalents in subsidiaries disposed of	256

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

8. ASSOCIATES

The Group's material investment in associate is summarised below:

	Group		Company	
	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
Advanced Systems Automation Limited ("ASA")	3,174	4,357	5,801	5,801
EoCell Limited (Note 7(e))	25,952	–	–	–
	29,126	4,357	5,801	5,801
Carrying amount of quoted shares at 31 December	3,174	4,357	5,801	5,801
Carrying amount of unquoted shares at 31 December	25,952	–	–	–
Market value of quoted shares at 31 December	5,801	5,801	5,801	5,801

On 4 December 2018, ASA Group issued 6,500,000,000 new shares in the capital of Advanced Systems Automation Limited to a Mr. Seah Chong Hoe to acquire the entire issued and paid-up share capital of (i) Yumei Technologies Sdn. Bhd. ("Yumei Tech"), (ii) Yumei REIT Sdn. Bhd. ("Yumei REIT") and (iii) Pioneer Venture Pte. Ltd. ("PVPL"). Following the share issuance, the Company's ownership interest in ASA was diluted by 11%, from 37% to 26%. The dilution in interest resulted in a gain of S\$1,636,000 being recognised in profit or loss.

The Group has the following significant investments:

Name of subsidiaries (Country of incorporation)	Principal activities	Effective shareholding	
		2019 %	2018 %
Held by the Company			
⁽¹⁾ Advanced Systems Automation Limited (Singapore)	Investment holding	26	26
Held by Advanced Systems Automation Limited			
⁽¹⁾ Microfits Pte Ltd (Singapore)	Design and manufacture of automatic moulding machines and other back-ended assembly equipment for the semiconductor industry	100	100
⁽³⁾ Dragon Microfits Sdn. Bhd. (Malaysia)	Design of precision tools, dies and mould	100	100
⁽²⁾ Emerald Precision Engineering Sdn. Bhd. (Malaysia)	Fabrication of tooling, dies and related moulding of spare parts and other related businesses	100	100
⁽³⁾ ASA Multiplate (M) Sdn. Bhd. (Malaysia)	Provision of thermal coating, surface finishing of electronics products and specialised electroplating of semiconductor products services	90	90

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

8. ASSOCIATES (CONT'D)

The Group has the following significant investments (Cont'd):

Name of subsidiaries (Country of incorporation)	Principal activities	Effective shareholding	
		2019 %	2018 %
Held by Advanced Systems Automation Limited (cont'd)			
(1) Pioneer Venture Pte Ltd (Singapore)	Contract manufacturing solutions of fabricated metal products	100	100
(2) Yumei Technologies Sdn. Bhd. (Malaysia)	Manufacturing of die-casting products	100	100
(2) Yumei REIT Sdn. Bhd. (Malaysia)	Property owner	100	100
Held by the Company			
(1) Dragon Group International Limited (Singapore)	Investment holding and acting as corporate manager and advisor to its subsidiaries	41	41
Held by Dragon Group International Limited			
(3) EoCell Limited (Hong Kong)	Development of battery and storage solutions	40	–
Held by EoCell Limited			
(4) EoCell Inc (United States of America)	Development of battery and storage solutions	100	–

The above list excludes associates that are insignificant to the operations of the Group.

- (1) Audited by Ernst & Young LLP, Singapore
(2) Audited by a member firm of Ernst & Young Global
(3) Audited by other audit firms
(4) Not required to be audited in country of incorporation

Associates that are audited by other audit firms: -

Company	Auditors
Dragon Microfits Sdn. Bhd.	KCK Associates, Malaysia
ASA Multiplate (M) Sdn. Bhd.	CHI-LLTC, Malaysia

The summarised financial information based on its SFRS(I) financial statements and reconciliation with the carrying amount of the investment in the consolidated financial statements are as follows:

- Advanced Systems Automation Limited (“ASA”) and its subsidiaries (“ASA Group”)
- EoCell Limited and its subsidiaries (“EoCell Group”)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

8. ASSOCIATES (CONT'D)

Summarised balance sheet

	ASA Group		EoCell Group	
	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
		(restated)		
Current assets	10,204	10,023	19,755	–
Non-current assets	10,516	13,585	7,362	–
Total assets	20,720	23,608	27,117	–
Current liabilities	19,077	16,665	1,283	–
Non-current liabilities	961	1,625	3,136	–
Total liabilities	20,038	18,290	4,419	–
Net assets	682	5,318	22,698	–
Proportion of the Group's ownership	26%	26%	40%	–
Group's share of net assets	177	1,383	9,079	–
Goodwill on acquisition	3,014	3,014	16,873	–
Other adjustments	(17)	(40)	–	–
Carrying amount of the investment	3,174	4,357	25,952	–

Summarised statement of comprehensive income

	ASA Group		EoCell Group	
	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
		(restated)		
Revenue	13,711	12,191	–	–
Loss after tax for the year	–	–	(4,315)	–
Loss after tax from continuing operations	(3,955)	(1,652)	–	–
Loss after tax from discontinued operations	(682)	(4,427)	–	–
Other comprehensive income	1	62	–	–
Total comprehensive income for the year	(4,636)	(6,017)	(4,315)	–

The total comprehensive income for EoCell Group from date of loss of control to 31 December 2019 amounted to S\$2,653,000.

9. ASSETS HELD FOR SALE

16 units of plant and machinery of a subsidiary have been reclassified as held for sale. The assets belong to the BEST segment and they were disposed in relation to the closing down of its production line located at Zhongshan, China due to project end of life. The sale was completed in February 2020. The carrying value of the assets was S\$2,119,000 as of 31 December 2019, which was lower than the fair value less costs to sell.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

10. INVENTORIES

Group	2019 S\$'000	2018 S\$'000
<u>Balance sheet:</u>		
Raw materials	3,067	2,659
Work-in-progress	72	72
Goods-in-transit	73	19
Finished goods	1,479	1,518
	4,691	4,268
Allowance for stock obsolescence	(1,449)	(1,204)
	3,242	3,064
<u>Income statement:</u>		
Inventories recognised as an expense in cost of sales inclusive of the following charge	21,193	16,788
- Allowance for obsolescence and slow-moving inventories	302	2,790
- Reversal of allowance for obsolescence	(44)	(2,174)
	(44)	(2,174)

The reversal of allowance for obsolescence was made when the related inventories were sold above their carrying amount.

11. PREPAYMENTS AND ADVANCES

	Group		Company	
	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
Prepayment	663	670	36	26
Advances	27	111	–	–
	690	781	36	26

12. AMOUNTS DUE FROM SUBSIDIARIES

Company	2019 S\$'000	2018 S\$'000
Non-interest bearing	1,171	1,637
Interest bearing	6,242	8,303
	7,413	9,940

Amounts due from subsidiaries are stated after an allowance for expected credit losses of S\$66,446,000 (2018: S\$60,011,000).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

12. AMOUNTS DUE FROM SUBSIDIARIES (CONT'D)

Expected credit losses

The movement in allowance for expected credit losses of amounts due from subsidiaries is as follows:

Company	2019 S\$'000	2018 S\$'000
Movement in allowance accounts:		
At 1 January	60,011	49,947
Charge for the year	6,435	10,064
At 31 December	<u>66,446</u>	<u>60,011</u>

Non-interest bearing receivables are unsecured, repayable on demand and to be settled in cash.

Interest bearing receivables are non-trade in nature, unsecured, bear an interest ranging from 1.00% to 3.39% (2018: 1.00% to 5.33%) per annum, repriced on quarterly basis, are repayable on demand and to be settled in cash, except for S\$10,295,000 (2018: S\$9,451,000) which subsequent to the year end, the Company has agreed with a subsidiary (DGI) not to recall the amount for the next twelve months from the date the financial statements are authorised for issuance.

Amounts due from subsidiaries denominated in US dollars are S\$1,091,000 (2018: S\$3,020,000).

13. AMOUNTS DUE FROM ASSOCIATES

Group	2019 S\$'000	2018 S\$'000
Non-interest bearing	922	247
Interest bearing	6,856	7,242
	<u>7,778</u>	<u>7,489</u>
Less: Allowance for impairment	(7,620)	(5,072)
	<u>158</u>	<u>2,417</u>

Non-interest bearing amounts due from associates are unsecured, repayable on demand and to be settled in cash.

Interest bearing amounts due from associates are non-trade in nature, unsecured, bear an interest of 3.39% (2018: ranging from 3.39% to 5.33%) per annum, repriced on quarterly basis, are repayable on demand and to be settled in cash. Subsequent to the year end, the Company has agreed not to recall the amounts due from associate (ASA) of S\$6,291,000 (2018: S\$6,291,000) for the next twelve months from the date the financial statements are authorised for issuance.

Expected credit losses

The movement in allowance for expected credit losses of amounts due from associates is as follows:

Group	2019 S\$'000	2018 S\$'000
Movement in allowance accounts:		
At 1 January	5,072	4,824
Written off	(598)	–
Charge for the year	3,172	248
Currency realignment	(26)	–
At 31 December	<u>7,620</u>	<u>5,072</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

14. TRADE RECEIVABLES

Group	2019 S\$'000	2018 S\$'000
Trade receivables – third parties	12,303	13,804

Trade receivables are non-interest bearing and are generally on 30 to 90 days' terms. They are recognised at their original invoice amounts, which represent their fair values on initial recognition.

Expected credit losses

The movement in allowance for expected credit losses of trade receivables computed based on lifetime ECL is as follows:

Group	2019 S\$'000	2018 S\$'000
Movement in allowance accounts		
At 1 January	2,737	2,810
Allowance on/(write-back of) for the year	1	(54)
Disposal of subsidiaries	–	(68)
Bad debts written off	(2,639)	–
Currency realignment	(11)	49
At 31 December	88	2,737

Trade receivables denominated in foreign currencies as at 31 December are as follows:

Group	2019 S\$'000	2018 S\$'000
US Dollars	78	103
Philippines peso	844	1,530
Others	217	274

15. OTHER RECEIVABLES

	Group		Company	
	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
Tax recoverable	415	283	–	87
Consideration receivable from disposal of STI Group (Note 7c) ⁽¹⁾	4,500	18,000	4,500	18,000
Deposits	585	347	–	–
Other debtors	3,199	–	–	–
Sundry debtors	4,888	3,950	–	–
	13,587	22,580	4,500	18,087
Allowance for other receivables	(5,650)	(3,355)	(2,121)	–
	7,937	19,225	2,379	18,087
Disclosure in balance sheet				
Current	7,933	14,720	2,379	13,587
Non-current	4	4,505	–	4,500
	7,937	19,225	2,379	18,087

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

15. OTHER RECEIVABLES (CONT'D)

Receivables that are impaired

	Group		Company	
	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
Movement in allowance accounts:				
At 1 January	3,355	2,829	–	–
Charge for the year	2,156	444	2,121	–
Currency realignment	139	82	–	–
At 31 December	5,650	3,355	2,121	–

Included in 2019 is an impairment of contingent consideration receivables of S\$2,121,000 in relation to the disposal of subsidiaries in Note 7(c).

These impairment losses are recognised in the “Other expenses” line item of the consolidated income statement for the financial year ended 31 December 2019.

Included in 2018 is an allowance for expected credit loss is an amount of S\$422,000. In 2017, the Company placed a cash deposit of S\$200,000 with the vendor, Coeur Gold Armenia Ltd (“Coeur”), as part of consideration for acquisition of Coeur. In 2018, the Company made payments of S\$222,000 on behalf of Coeur for Coeur’s mining license and other fees and taxes. These amounts were recorded as “Other receivables”, are refundable and will be used to offset against the consideration for the acquisition upon the completion of the acquisition. As of 31 December 2018, there is uncertainty as to whether Coeur will be able to repay these amounts considering its financial resources and significant uncertainties as to whether the acquisition will be completed with the pending order to delist the Company’s subsidiary, DGI. Management had made the judgment to make an allowance for these amounts. The allowance is recorded in the “Administrative expenses” line item in the consolidated income statement.

Other receivables denominated in foreign currencies as at 31 December are as follows:

Group	2019 S\$'000	2018 S\$'000
US Dollars	283	94
Philippines peso	267	269
Thailand baht	102	96

⁽¹⁾ Included in 2019 and 2018 is the consideration receivable from STI Group of which S\$4,500,000 and S\$9,000,000 respectively is restricted cash. The cash is held in an escrow account and is restricted from use until certain conditions are met as described in Note 7(c).

16. CASH AND CASH EQUIVALENTS

	Group		Company	
	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
Cash on hand and at bank	24,062	22,988	10,165	10,595
Short-term deposits	281	273	–	–
	24,343	23,261	10,165	10,595

Cash at banks earn interest at floating rates based on daily bank deposit rates.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

16. CASH AND CASH EQUIVALENTS (CONT'D)

Short-term deposits of the Group with financial institutions are made for varying periods within 1 month (2018: 1 month) from the financial year end. The effective interest rates as at 31 December 2019 for the Group were ranging from 0.06% to 0.07% (2018: 0.06% to 0.07%) per annum.

Cash and cash equivalents denominated in foreign currencies as at 31 December are as follows:

	Group		Company	
	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
US Dollars	4,278	2,610	2,740	170
Philippines peso	773	1,338	–	–
Others	149	1,898	–	–

17. PROVISIONS

Group	Restructuring provision		Warranties	
	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
At 1 January	86	–	–	409
Charge for the year	135	331	–	81
Utilised	–	(243)	–	–
Exchange differences	(4)	(2)	–	–
Disposal of subsidiaries	–	–	–	(490)
At 31 December	217	86	–	–

Warranties

The Group provides warranty on certain products under which faulty products are repaired or replaced. The provision is based on the sales volume and past experience with the levels of repairs and returns.

Restructuring provision

During 2018, the Group committed to a plan to restructure its operations in Nanjing DTB due to significant uncertainty over the Dragon Treasure Boat project. Following management's decision of the plan, the Group recognised a provision of S\$331,000 for expected staff restructuring costs. These costs were fully provided for in the current reporting period. The remaining provision of S\$86,000 is expected to be fully utilised over the next 12 months.

During the year, the Group has closed down its factory at Zhongshan, China due to project end of life. Following management's decision of the closure, the Group recognised a provision of S\$135,000 for expected retrenchment costs. These costs were fully provided for in the current reporting period. The provision is expected to be fully utilised over the next 12 months.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

18. LOANS AND BORROWINGS

	Group		Company	
	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
Current liabilities:				
Unsecured loan	1,596	2,804	–	–
Non-current liabilities:				
Unsecured loan	616	–	–	–
	2,212	2,804	–	–

Unsecured loan

- (a) In 2018, an unsecured floating rate term bank loan, amounting to S\$1,244,000 of a subsidiary is jointly and severally guaranteed by two subsidiaries of the Company. The interest rate is repriced on a quarterly basis. This loan is fully repaid in 2019.
- (b) Unsecured floating rate bank borrowings of the subsidiaries bear effective interest rates of 6.25% (2018: 6.25%) per annum. These bank borrowings comprise S\$2,212,000 (2018: S\$1,560,000) which are repayable ranging from 90 days to 180 days.

The aggregate balance of bank borrowings that are denominated in US dollars is S\$Nil (2018: S\$1,244,000).

A reconciliation of liabilities arising from financing activities is as follows:

	2018 S\$'000	Net cash flow S\$'000	Foreign exchange movement S\$'000	2019 S\$'000
Loans and borrowings	2,804	(640)	48	2,212

	2017 S\$'000	Net cash flow S\$'000	Reclassified as part of disposal S\$'000	Foreign exchange movement S\$'000	2018 S\$'000
Loans and borrowings	27,222	(4,473)	(19,909)	(36)	2,804

19. TRADE PAYABLES AND ACCRUALS

	Group		Company	
	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
Current:				
Trade payables – third parties	8,209	10,020	588	1,077
Accruals ⁽¹⁾	7,043	15,285	1,867	9,356
	15,252	25,305	2,455	10,433

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

19. TRADE PAYABLES AND ACCRUALS (CONT'D)

Trade payable and accruals are non-interest bearing.

Trade payables are normally settled on 60-days terms, while accruals and other payables have an average term of six months.

Trade payables and accruals denominated in foreign currencies as at 31 December are as follows:

	Group		Company	
	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
US Dollars	4,745	4,566	16	6
Philippines peso	1,539	1,868	–	–
Sterling pound	272	272	–	–
Thailand baht	365	378	–	–
Others	759	719	–	–

(1) Included in "Accruals" is an amount due to key executive officers of S\$1,000,000 relating to the disposal of STI which will be payable if the key executive officers meet certain service conditions and profit targets in FY2018 and FY2019.

20. OTHER PAYABLES

	Group		Company	
	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
Proposed Directors' fees	234	234	234	234
Proposed Directors' fees of subsidiaries	177	217	–	–
Payable arising from purchase of property, plant and equipment	853	5,591	–	–
Advances received from customers (Note (i))	77	423	–	–
Advances from third parties (Note (ii))	–	1,025	–	–
Advances for capital injection from non-controlling Interest	2,448	2,528	–	–
Others	115	112	–	–
	3,904	10,130	234	234

(i) The advances received from customers relate to the deposits received for sales orders.

(ii) In 2018, the Group received advances of S\$1,025,000 from a third party for funding of research and development costs in a subsidiary of the Group.

Other payables denominated in foreign currencies as at 31 December are as follows:

	Group		Company	
	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
US Dollars	111	380	–	–
Philippines peso	1,048	675	–	–

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

21. AMOUNTS DUE TO SUBSIDIARIES

Amounts due to subsidiaries are non-trade in nature, unsecured, interest-free, to be settled in cash and are repayable on demand.

Amounts due to subsidiaries that are denominated in US dollars are S\$7,049,000 (2018: S\$7,149,000).

22. LEASES

Group as a lessee

The Group has lease contracts for various items of plant and machinery, motor vehicles and leasehold properties used in its operations which generally have lease terms between 1 to 3 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Group is restricted from assigning and subleasing the leased assets.

There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

The Group also has leases of office equipment with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

(a) Carrying amount of right-of-use assets

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the financial year:

	Group			Total S\$'000
	Plant and machinery S\$'000	Motor vehicles S\$'000	Leasehold properties S\$'000	
At 1 January 2019 (Note 2.2)	2,496	133	1,810	4,439
Additions	158	–	618	776
Depreciation	(734)	(51)	(846)	(1,631)
Impairment loss	(590)	–	–	(590)
Foreign exchange differences	(10)	–	(15)	(25)
At 31 December 2019	1,320	82	1,567	2,969

Impairment loss recognised

Plant and machinery

During the financial year ended 31 December 2019, a subsidiary of the Group within the BEST segment, Reel Service (Philippines), Inc., carried out a review of the recoverable amount of its leased processing equipment which was leased specifically for one of the end customers who changed their operation model from outsourcing to insourcing, resulting in significant drop in sales from the customer. An impairment loss of S\$590,000 (2018: S\$Nil), representing the write-down of these right-of-use assets to the recoverable amount of S\$Nil was recognised in "Other expense, net" line item of consolidated income statement for the financial year ended 31 December 2019. The recoverable amount was based on its value-in-use and pre-tax discount rate was 14.51%.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

22. LEASES (CONT'D)

Group as a lessee (cont'd)

(b) Lease liabilities

The carrying amounts of lease liabilities and the movements during the financial year, and a reconciliation of liabilities arising from the Group's financing activities are as follows:

	-----Cash flow-----			-----Non-cash changes-----				2019 S\$'000
	2018 S\$'000	Payment of principal S\$'000	Interest paid S\$'000	SFRS(I) 16 adoption S\$'000	Addition S\$'000	Accretion of interests S\$'000	Foreign exchange movement S\$'000	
Lease liabilities	2,502	(1,505)	(261)	1,810	751	261	(32)	3,526

	-----Cash flow-----			-----Non-cash changes-----				2018 S\$'000
	2017 S\$'000	Payment of principal S\$'000	Interest paid S\$'000	Addition S\$'000	Accretion of interests S\$'000	Foreign exchange movement S\$'000		
Lease liabilities	1,831	(661)	(167)	1,300	167	32	2,502	

Lease liabilities related to leases are split between current and non-current:

	Group	
	2019 S\$'000	2018 S\$'000
Current	1,582	656
Non-current	1,944	1,846
	3,526	2,502

(c) Amounts recognised in profit or loss

The following are the amounts recognised in profit or loss:

	Group S\$'000
Depreciation of right-of-use assets	1,631
Impairment loss on right-of-use assets	590
Interest expense on lease liabilities	261
Expense relating to short-term leases	277
Expense relating to leases of low-value assets	16
Total amounts recognised in profit or loss	2,775

(d) Total cash outflow

The Group had total cash outflows for leases of S\$2,059,000 (2018: S\$661,000) in 2019.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

22. LEASES (CONT'D)

Group as a lessee (cont'd)

(e) Extension options

The Group has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.

Set out below are the undiscounted potential future rental payments relating to periods following the exercise date of extension and termination options that are not included in the lease term:

	Within five years S\$'000	Group More than five years S\$'000	Total S\$'000
2019			
Extension options expected not to be exercised	1,664	–	1,664

Group as a lessor

Operating lease – as lessor

The Group leases out certain premises under non-cancellable lease arrangements. Future minimum rentals under non-cancellable leases as of 31 December are as follows:

Group	2019 S\$'000	2018 S\$'000
Within one year	–	7
Within two to five years	–	–
Over five years	–	–
	–	7

Rental income relating to the above leasing arrangements was S\$431,000 for the year ended 31 December 2018.

Certain operating leases above include escalation clauses. The operating leases do not provide for contingent rents and do not contain renewal options or options to purchase for the lessee.

23. LONG TERM PAYABLES

Long term payables are non-trade in nature, bear an interest of 8% (2018: 8%) per annum, to be settled in cash and are not expected to be repaid within the next 12 months.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

24. INCOME TAX EXPENSE

Group	2019 S\$'000	2018 S\$'000
Income tax payable in respect of results for the year:		
Current income tax		
(i) Singapore	167	38
(ii) Others	(1,630)	(1,562)
Deferred income tax	91	(38)
	<u>(1,372)</u>	<u>(1,562)</u>
Over/(under) provision in respect of prior years:		
Current income tax	24	68
Deferred income tax	(55)	64
	<u>(31)</u>	<u>132</u>
Withholding tax on payments to non-residents	-	-
Income tax attributable to continuing operations	(1,403)	(1,430)
Income tax attributable to discontinued operations	-	(713)
	<u>(1,403)</u>	<u>(2,143)</u>
Income tax expense recognised in profit or loss	<u>(1,403)</u>	<u>(2,143)</u>

A reconciliation between tax expense and the product of accounting losses multiplied by the applicable corporate tax rate for the year ended 31 December 2019 and 2018 is as follows:

Group	2019 S\$'000	2018 S\$'000
Profit/(loss) before tax from continuing operations	21,847	(21,491)
Profit before tax from discontinued operations	-	43,366
Profit/(loss) before tax	<u>21,847</u>	<u>21,875</u>
Tax calculated at a tax rate of 17% (2018: 17%)	(3,714)	(3,719)
Differential tax rate of overseas subsidiaries	(424)	(188)
Non-deductible expenses	(3,639)	(15,473)
Income not subject to tax	6,476	17,499
Tax incentives/exemption ⁽¹⁾	-	918
Deferred tax assets not recognised	(71)	(1,614)
Benefits from previously unrecognised tax losses and unabsorbed capital allowances	-	302
(Under)/over provision in respect of prior years	(31)	132
	<u>(1,403)</u>	<u>(2,143)</u>
Income tax expense	<u>(1,403)</u>	<u>(2,143)</u>

⁽¹⁾ Incentives granted by relevant tax authorities to incentivise investments on machineries and automation, and to encourage research and development activities.

Deferred tax liabilities/assets

Group	2019 S\$'000	2018 S\$'000
Deferred tax liabilities arise as a result of:		
- Differences in depreciation	107	92
- Others	1	16
	<u>108</u>	<u>108</u>
Deferred tax assets arise as a result of:		
- Others	54	-
	<u>54</u>	<u>-</u>
Deferred tax credit recognised in profit or loss	<u>36</u>	<u>26</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

24. INCOME TAX EXPENSE (CONT'D)

Certain subsidiaries have estimated unutilised tax losses and unabsorbed capital allowances amounting to approximately S\$77,074,000 (2018: S\$75,596,000) and S\$3,524,000 (2018: S\$3,524,000) available for set off against future taxable profits of the subsidiaries in which the losses arose for which no deferred tax asset is recognised due to uncertainty of its recoverability. The use of these tax losses is subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the subsidiaries operate. The tax losses have no expiry date.

According to the Applicable Enterprise Income Tax ("EIT") laws and regulations, income such as rental, royalty and profits from the PRC derived by a foreign enterprise which has no establishment in the PRC or has establishment but the income has no relationship with such establishment is subject to a 10% withholding tax, subject to reduction as provided by any applicable double taxation treaty, unless the relevant income is specifically exempted from tax under the Applicable EIT Laws and regulations.

Pursuant to a tax treaty between the PRC and the Republic of Singapore, which became effective on 1 January 2008, a company incorporated in Singapore will be subject to a withholding tax at the rate of 5% on dividends it receives from a company incorporated in the PRC if it holds 25% or more interests in the PRC company, or 10% if it holds less than 25% interests in the PRC company.

At the end of the reporting period, no withholding tax has been recognised for taxes that would be payable on the undistributed earnings of certain subsidiaries of S\$34,640,000 (2018: S\$30,139,000) as the Group has determined that undistributed earnings of its subsidiaries will not be distributed in the foreseeable future. Furthermore, certain other subsidiaries of the Group (primarily in Malaysia) had undistributed earnings of S\$5,108,000 (2018: S\$5,293,000). The Group has not recorded withholding taxes on these undistributed earnings as the tax jurisdictions in which the earnings arose do not charge withholding taxes on the repatriation of these earnings.

25. REVENUE

Disaggregation of revenue

Group	Backend equipment solutions & technologies		Distribution & services		Total revenue	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Primary geographical markets						
China	27,525	19,698	2,975	2,717	30,500	22,415
Singapore	1,337	1,229	86	143	1,423	1,372
Malaysia	2,204	2,673	145	133	2,349	2,806
Philippines	26,261	30,711	–	–	26,261	30,711
United States	32	12	–	–	32	12
United Kingdom	2,802	3,122	–	–	2,802	3,122
Others	2,562	2,960	6	2	2,568	2,962
	62,723	60,405	3,212	2,995	65,935	63,400
Timing of transfer of goods or services						
At a point in time	62,723	60,405	3,212	2,995	65,935	63,400
	62,723	60,405	3,212	2,995	65,935	63,400

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

26. OTHER INCOME

Group	2019 S\$'000	2018 S\$'000
Gain on deemed disposal of associates	–	1,636
Rental income	371	448
Unrealised exchange gains, net	–	287
Provision of other services/commission income	371	126
Government incentives and grant income	15	27
Gain on deemed disposal of subsidiaries	28,405	–
Gain on disposal of property, plant and equipment	16	14
Written-off advance from customer	214	–
Others	366	150
	29,758	2,688

27. PROFIT BEFORE TAX

The following items have been included in arriving at profit before tax from continuing operations.

Group	2019 S\$'000	2018 S\$'000
Impairment loss on contingent consideration receivables (Note 7(c))	(2,121)	–
Impairment loss on property, plant and equipment (Note 5)	(529)	–
Impairment loss on right-of-use assets (Note 22)	(590)	–
Impairment losses on investment securities	–	(22)
Property, plant and equipment written off	(84)	(7)
Gain on disposal of property, plant and equipment	16	14
Allowance on amounts due from associates	(3,172)	–
Unrealised exchange loss, net	(1,148)	–
Depreciation of property, plant and equipment	(6,725)	(6,341)
Depreciation of investment properties	(11)	(17)
Allowance for obsolete and slow-moving inventories	(258)	(616)
Allowance on other receivables (excluding consideration receivables)	(35)	(444)
Restructuring expenses	(135)	(331)
Reversal of management bonuses	1,108	439
Claw-back of bonus paid to a director (included in “Administrative expenses”) (Note 39)	5,818	–
Staff costs		
- salaries, wages, bonuses and others	(29,234)	(43,732)
- defined contribution plans	(563)	(693)

28. FINANCE COSTS, NET

Group	2019 S\$'000	2018 S\$'000
Interest income		
- short-term deposits/current accounts	27	79
- amounts owing from other debtors	27	27
- amounts owing from associates	224	199
	278	305
Interest expense		
- lease liabilities	(261)	(167)
- bank loans and trade financing	(199)	(392)
	(460)	(559)
Bank charges	(64)	(175)
Total	(246)	(429)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

29. DISCONTINUED OPERATIONS

In 2018, the results of STI Group are presented separately on the consolidated income statement as “Profit from discontinued operations, net of tax”. The discontinued operations disclosure below includes results of STI Group and its comparatives of which the sale was completed 26 September 2018. The effects of sale relating to the group are in Note 7(c).

Income statement disclosure

The results of STI Group for the years ended 31 December are as follows:

Group	2018 \$'000
Revenue	55,115
Expenses	<u>(45,548)</u>
Profit from operations	9,567
Finance costs, net	(731)
Gain on disposal less costs to sell	<u>34,530</u>
Profit before taxation from discontinued operation	43,366
Income tax expense	<u>(713)</u>
Profit from discontinued operation, net of tax	<u>42,653</u>

Cash flow statement disclosures

The cash flows attributable to STI Group are as follows:

Group	2018 \$'000
Operating	41,203
Investing	(38,316)
Financing	<u>1,601</u>
Net cash inflows/(outflows)	<u>4,488</u>

Earnings per share disclosures

Group	2018
Earnings per share from discontinued operations attributable to owners of the Company (cents per share)	
Basic	6.51
Diluted	6.51

The basic and diluted loss per share from discontinued operations are calculated by dividing the loss from discontinued operations, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares for basic earnings per share computation and weighted average number of ordinary shares for diluted earnings per share computation respectively.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

30. EARNINGS PER SHARE

Continuing operations

Basic and diluted earnings per share from continuing operations are calculated by dividing profit from continuing operations, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

The following reflects the income and share data used in the basic and diluted earnings per share computations for the years ended 31 December:

Group	2019 S\$'000	2018 S\$'000
Profit for the year attributable to owners of the Company	7,200	24,336
Less: Profit from discontinued operations, net of tax, attributable to owners of the Company	-	(42,653)
Profit/(loss) from continuing operations, net of tax, attributable to owners of the Company used in the computation of basic earnings per share from continuing operations	<u>7,200</u>	<u>(18,317)</u>
Weighted average number of ordinary shares in issue applicable to basic and diluted earnings per share computation (no. of shares, in '000s)	<u>654,731</u>	<u>654,731</u>

The diluted earnings per share is the same as the basic earnings per share as there were no outstanding convertible securities for both the financial years ended 31 December 2019 and 31 December 2018.

31. SHARE CAPITAL

Group and Company	2019 Number of shares	2018 Number of shares	2019 S\$'000	2018 S\$'000
Issued and fully paid ordinary shares				
Balance at beginning and at end	<u>681,966,341</u>	681,966,341	<u>132,617</u>	132,617

The holders of ordinary shares (except treasury shares as disclosed in Note 32) are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions. The ordinary shares have no par value.

32. TREASURY SHARES

Group and Company	2019 Number of shares	2018 Number of shares	2019 S\$'000	2018 S\$'000
Balance at beginning and at end	<u>(27,234,855)</u>	(27,234,855)	<u>(4,772)</u>	(4,772)

Treasury shares relate to the ordinary shares of the Company that are held by the Company. Losses or gains on disposal or reissue of treasury shares are reflected as equity in the balance sheet.

33. FOREIGN CURRENCY TRANSLATION RESERVE

The foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from the Group's presentation currency.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

34. CAPITAL RESERVES

	Group		Company	
	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
(a) Loss arising from sale or reissue of treasury shares				
Balance at 1 January and 31 December	(3,746)	(3,746)	(2,960)	(2,960)
(b) <u>Premium paid on acquisition of non-controlling interest or additional interest in subsidiary</u>				
Balance at 1 January and 31 December	(1,131)	(1,131)	–	–
(c) <u>Discount on disposal to non-controlling interests</u>				
Balance at 1 January and 31 December	(2,894)	(2,894)	–	–
(d) <u>Loss on dilution in interest in subsidiary</u>				
Balance at 1 January	(419)	(165)	–	–
Increase in interest in a subsidiary without change in control	–	(254)	–	–
Balance at 31 December	(419)	(419)	–	–
(e) <u>Realisation of reserves on disposal of subsidiaries</u>				
Balance at 1 January	(155)	(155)	–	–
Deemed disposal of subsidiary	151	–	–	–
Balance at 31 December	(4)	(155)	–	–
Total balance at 31 December	(8,194)	(8,345)	(2,960)	(2,960)

No dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be made in respect of this reserve.

Gain or loss arising from sale or reissue of treasury shares

This represents the gain or loss arising from the purchase, sale, issue or cancellation of treasury shares. No dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be made in respect of these reserves.

35. SEGMENT INFORMATION

The Group positioned its operations into two strategic business segments comprising Back-end Equipment Solutions and Technologies ("BEST") and Distribution and Services. BEST is mainly engaged in provision of solutions and technologies in the back-end (i.e. assembly, test and finishing) arena of the semiconductor industry. The Distribution and Services segment is engaged mainly in the provision of semiconductor application in consumer electronics, computer peripheral and communication solution.

Segment accounting policies are described in Note 2.26.

Management monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss.

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35. SEGMENT INFORMATION (CONT'D)

Inter-segment sales and transfers are carried out on an arm's length basis. Segment assets consist primarily of property, plant and equipment, current assets, investments and intangible assets.

	BEST		Distribution and Services		Discontinued operation		Adjustment and elimination		Consolidation	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Revenue										
Segmental revenue	62,723	60,405	3,212	2,995	-	55,115	-	(55,115)	65,935	63,400
- External sales	531	764	-	-	-	-	(531)	(764)	-	-
- Inter-segment sales	63,254	61,169	3,212	2,995	-	55,115	(531)	(55,879)	65,935	63,400
	(2,566)	(15,255)	23,010	(6,902)	-	42,653	-	(43,417)	20,444	(22,921)
Segment results										
EBITDA (Note C)	10,438	(7,264)	23,491	(5,791)	-	44,237	-	(45,001)	33,929	(13,819)
Interest income	705	559	28	28	-	1	(455)	(283)	278	305
Interest expense	(574)	(559)	(341)	(282)	-	(597)	455	879	(460)	(559)
Depreciation on property, plant and equipment and investment properties	(6,606)	(6,029)	(130)	(329)	-	(275)	-	275	(6,736)	(6,358)
Depreciation on right-of-use assets	(1,631)	-	-	-	-	-	-	-	(1,631)	-
Impairment loss on other receivables	(8)	-	(27)	(444)	-	-	-	-	(35)	(444)
Impairment loss on property, plant and equipment	(529)	-	-	-	-	-	-	-	(529)	-
Impairment loss on right-of-use assets	(590)	-	-	-	-	-	-	-	(590)	-
Impairment loss on inventories	(282)	(613)	24	(3)	-	-	-	-	(258)	(616)
Impairment loss on contingent receivables	(2,121)	-	-	-	-	-	-	-	(2,121)	-
Loss before tax	(1,198)	(13,906)	23,045	(6,821)	-	43,366	-	(44,130)	21,847	(21,491)
Income tax expense	(1,368)	(1,349)	(35)	(81)	-	(713)	-	713	(1,403)	(1,430)
(Loss)/profit for the year	(2,566)	(15,255)	23,010	(6,902)	-	42,653	-	(43,417)	20,444	(22,921)
Other information:										
Share of results of associates	(1,181)	(2,109)	(1,061)	-	-	-	-	-	(2,242)	(2,109)
Foreign currency exchange (loss)/gain	(848)	636	(300)	(349)	-	208	-	(208)	(1,148)	287
Additions to non-current assets (Note D)	6,090	13,514	616	2,152	-	317	-	-	6,706	15,983
Segment assets	82,137	101,796	31,832	10,367	-	-	(11,070)	(11,229)	102,899	100,934
Segment liabilities	21,614	35,447	17,490	19,709	-	-	(11,070)	(11,229)	28,034	43,927

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

35. SEGMENT INFORMATION (CONT'D)

Notes

- A The amounts relating to discontinued operations have been excluded to arrive at amounts shown in profit or loss as they are presented separately in the statement of comprehensive income with one line item, "profit from discontinued operation, net of tax".
- B Inter-segment transactions are eliminated on consolidation.
- C EBITDA: Earnings before interest expense, interest income, tax, depreciation, amortization and impairment losses.
- D Additions to non-current assets consist of additions to intangible assets, property, plant and equipment and right-of-use assets.

Geographical information

Revenue and non-current assets are based on the geographical location of the entities as follows:

	Revenue		Non-current assets	
	2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
China	30,500	22,415	342	3,096
Singapore	1,423	1,372	392	335
Malaysia	2,349	2,806	941	614
Philippines	26,261	30,711	18,700	21,263
United States	32	12	–	7,023
United Kingdom	2,802	3,122	2,258	1,401
Others	2,568	2,962	294	293
	65,935	63,400	22,927	34,025

Non-current assets information presented above consist of property, plant and equipment, intangible assets (excluding goodwill) and investment properties as presented in the consolidated balance sheet.

Information about major customers

Revenue from 3 major customers amounted to S\$49,648,000 (2018: S\$46,571,000), arising from sales by the BEST segment.

Revenue from one major customer amounted to S\$801,000 (2018: S\$664,000), arising from sales by the Distribution and Services segment.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

36. OPERATING LEASE COMMITMENTS

Operating lease – as lessee

The Group leases premises, machinery and equipment under non-cancellable lease arrangements. Future minimum rentals under non-cancellable leases as of 31 December are as follows:

Group	2018 S\$'000 (restated)
Within one year	974
Within two to five years	937
Over five years	–
	<u>1,911</u>

Rental expense (principally for premises, machinery and equipment) was S\$2,392,000 for the year ended 31 December 2018.

Lease terms do not provide for contingent rents and do not contain restrictions on Group activities concerning dividends, additional debt or entering into other leasing agreement. Certain leases include renewal options for additional lease periods ranging from 1 to 3 years or an unspecified number of years, and at rental rates based on negotiations or prevailing market rates. The Group is restricted from subleasing the leased equipment to third parties.

37. COMMITMENTS

(a) Financial support

The Company has agreed to provide financial support to a subsidiary to meet its liabilities as and when they fall due and to not recall loan due from it for twelve months from the date of issuance of the financial statements.

The Company has also agreed to not recall loan due from an associate for twelve months from the date of issuance of the financial statements.

(b) Guarantees

The Company has given corporate guarantees of S\$772,000 (2018: S\$1,177,000) to financial institutions in connection with banking facilities granted to its subsidiaries.

38. AUDIT AND NON-AUDIT FEES

Group	2019 S\$'000	2018 S\$'000
Audit fees paid to auditors of the Company	299	315
Audit fees paid to other auditors	290	211
Non-audit fees paid to auditors of the Company	45	60
Non-audit fees paid to other auditors	10	6
	<u>10</u>	<u>6</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

39. SIGNIFICANT RELATED PARTY TRANSACTIONS

Significant transactions are entered with related parties and the effects of these transactions on the basis determined between the parties are reflected in these financial statements.

Group	2019 S\$'000	2018 S\$'000
<u>Directors:</u>		
Proposed directors' fees of the Company	234	234
Proposed directors' fees of listed subsidiaries	177	213
Directors' remuneration ⁽¹⁾	2,062	10,063
Defined contribution plans	15	15
<u>Other key executive officers:</u>		
Short-term employee benefits ⁽²⁾	1,556	7,598
Defined contribution plans	53	122
<u>Related parties:</u>		
Purchases of goods	–	424
Corporate cost recovery	400	–
Interest income	224	200
Rental expenses	(63)	–
Remuneration paid to a close member of a director	(87)	(81)
<u>Shareholder:</u>		
Remuneration paid to a shareholder of the Company who is not a director	433	–
Defined contribution plans	30	–
<u>Transactions with directors or key executive officers:</u>		
Fee paid to director of the Company for consultancy services	50	–
Fee paid to director of a subsidiary for consultancy services	123	202

Related party refers to the company in which the Company's Chairman and Chief Executive Officer holds a key executive position and has 5% equity interest, as well as associates.

⁽¹⁾ In 2018, included in the directors' remuneration is a payment of bonus of S\$8,000,000 to a director. In view of said director's decision to relinquish his position in the Company, the Remuneration Committee, on 31 March 2019, deliberated on the bonus that was approved and paid out to the director in 2018 and revised the figure to S\$2,182,000. The said director has returned the difference of S\$5,818,000 during the year. The claw-back amount is excluded from the amount for 2019 in the table above.

⁽²⁾ In 2018, included in the other key executive officers' balances are amounts totalling S\$5,000,000 of which 80% has been paid and balance of 20% will be payable upon certain conditions being met.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group and the Company is exposed to financial risks arising from its operations. The key financial risks include credit risk, liquidity risk, interest rate risk, foreign currency risk. It is the Group's policy that no derivatives shall be undertaken except for the use as hedging instruments where appropriate and cost-efficient. The Group and the Company do not apply hedge accounting.

The following sections provide details regarding the Group's and Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

(i) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other debtors and amounts due from subsidiary companies. For other financial assets (including available-for-sale financial assets and cash and cash equivalents), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 360 days when they fall due, which are derived based on the Group's historical information.

The Group considers "low risk" to be an investment grade credit rating with at least one major rating agency for those investments with credit rating. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at reporting date with the risk of default as at the date of initial recognition. The Group considers available reasonable and supportive forward-looking information which includes the following indicators:

- External credit rating
- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 30 days past due in making contractual payment.

The Group determined that its financial assets are credit-impaired when:

- There is significant difficulty of the issuer or the counterparty
- A breach of contract, such as a default or past due event
- It is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation

The Group categorises a loan or receivable for potential write-off when a debtor fails to make contractual payments on a specific basis. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the Group continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(i) Credit risk (Cont'd)

The following are credit risk management practices and quantitative and qualitative information about amounts arising from expected credit losses for each class of financial assets.

Trade receivables and contract assets

The Group provides for lifetime expected credit losses for all trade receivables, using a provision matrix. The provision rates are determined based on the Group's historical observed default rates analysed in accordance to days past due by grouping of customers based on geographical region. The loss allowance provision as at 31 December 2019 is determined as follows. The expected credit losses below also incorporate forward-looking information such as forecast of economic conditions where the gross domestic product will deteriorate over the next year, leading to an increased number of defaults.

Summarised below is the information about the credit risk exposure on the Group's trade receivables using provision matrix, grouped by geographical region:

Singapore:

	Current	1 to 30 days past due	31 to 60 days past due	61 to 90 days past due	More than 90 days past due	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
2019						
Gross carrying amount	122	106	68	8	24	328
Loss allowance provision	–	–	–	–	–	–
2018						
Gross carrying amount	111	128	–	–	2	241
Loss allowance provision	–	–	–	–	–	–

China:

	Current	1 to 30 days past due	31 to 60 days past due	61 to 90 days past due	More than 90 days past due	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
2019						
Gross carrying amount	4,492	1,594	–	–	75	6,161
Loss allowance provision	–	–	–	–	75	75
2018						
Gross carrying amount	4,793	1,514	195	42	2,725	9,269
Loss allowance provision	–	–	–	–	2,725	2,725

Philippines:

	Current	1 to 30 days past due	31 to 60 days past due	61 to 90 days past due	More than 90 days past due	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
2019						
Gross carrying amount	2,222	1,310	354	89	163	4,138
Loss allowance provision	–	–	–	–	13	13
2018						
Gross carrying amount	4,887	146	206	65	180	5,484
Loss allowance provision	–	–	–	–	12	12

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(i) Credit risk (Cont'd)

Other geographical areas:

	Current	1 to 30 days past due	31 to 60 days past due	61 to 90 days past due	More than 90 days past due	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
2019						
Gross carrying amount	1,327	280	58	81	18	1,764
Loss allowance provision	–	–	–	–	–	–
2018						
Gross carrying amount	677	457	226	53	134	1,547
Loss allowance provision	–	–	–	–	–	–

Information regarding loss allowance of trade receivables is disclosed in Note 14.

Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the country profile of its trade debtors on an on-going basis. The credit risk concentration profile of the Group's trade debtors at the date of statement of financial position is as follows:

Group	2019		2018	
	\$'000	% of total	\$'000	% of total
China	6,086	49	6,544	47
Singapore	328	3	241	2
Malaysia	605	5	687	5
Philippines	4,125	34	5,472	40
Other	1,159	9	860	6
	12,303	100	13,804	100

Exposure to credit risk

At the end of the reporting period, the Group's and the Company's maximum exposure to credit risk is represented by:

- the carrying amount of each class of financial assets recognised in the balance sheets; and
- corporate guarantees provided by the Company to financial institutions on credit facilities extended to the subsidiaries (Note 37).

Credit risk concentration profile

The Group analyses the credit risk concentration profile separately for the Distribution and Service and BEST segments.

Distribution and Services Segment

The Group determines concentrations of credit risk for the Distribution and Services Segment by monitoring the country profile of its trade receivables on an on-going basis. There was no significant concentration of credit risk in the Distribution and Services segment except that significant trade receivables are customers engaging businesses in the semiconductor and electronics industries in Greater China.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(i) Credit risk (Cont'd)

Credit risk concentration profile (Cont'd)

BEST Segment

Significant trade receivables are customers engaging businesses in the semiconductor and electronics industries. In addition, the Group monitors its concentrations of credit risk for the BEST Segment by specific customers' profile, based on their market position and relative financial stability. As at 31 December 2019, approximately 91% (31 December 2018: 72%) of the trade receivables is due from the top five customers of the BEST Segment. These are multi-national corporations who are key market players and leaders in the semiconductor industry and with strong financial standing.

Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are creditworthy receivables with good payment record with the Group. Cash and cash equivalents and derivatives with positive fair value that are neither past due nor impaired are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

Financial assets that are either past due or impaired

Information regarding trade receivables and other receivables that are either past due or impaired is disclosed in Note 14 and Note 15 respectively.

(ii) Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities.

The Group's financing activities are managed centrally with the objective of maintaining an adequate level of cash and cash equivalents to finance the Group's operations. The Group also ensures availability of bank credit lines to address any short-term funding requirement.

Except for loans and borrowings, lease liabilities and long term payables, the Group's and the Company's financial liabilities at the end of the reporting period are repayable/mature within one year. The repayment terms of long term payables, lease liabilities and the loans and borrowings are disclosed in Note 23, Note 22 and Note 18 respectively.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(ii) Liquidity risk (Cont'd)

The table below summarises the maturity profile of the Group's and the Company's financial assets and liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

Group	Less than 1 year S\$'000	1 to 5 years S\$'000	Over 5 years S\$'000	Total S\$'000
2019				
Financial assets:				
Cash and cash equivalents	24,343	–	–	24,343
Trade receivables	12,303	–	–	12,303
Other receivables	7,518	4	–	7,522
Amount due from associates	158	–	–	158
Total undiscounted financial assets	44,322	4	–	44,326
Financial liabilities:				
Trade payables and accruals	15,252	–	–	15,252
Other payables	1,379	–	–	1,379
Lease liabilities	1,741	2,038	–	3,779
Long term payables	–	783	1,779	2,562
Loans and borrowings	1,696	654	–	2,350
Total undiscounted financial liabilities	20,068	3,475	1,779	25,322
Total net undiscounted financial assets/(liabilities)	24,254	(3,471)	(1,779)	19,004

Group	Less than 1 year S\$'000	1 to 5 years S\$'000	Over 5 years S\$'000	Total S\$'000
2018				
Financial assets:				
Cash and cash equivalents	23,261	–	–	23,261
Trade receivables	13,804	–	–	13,804
Other receivables	14,154	4,505	–	18,659
Amount due from associates	2,417	–	–	2,417
Total undiscounted financial assets	53,636	4,505	–	58,141
Financial liabilities:				
Trade payables and accruals	25,305	–	–	25,305
Other payables	7,179	–	–	7,179
Lease liabilities	780	2,009	–	2,789
Long term payables	–	1,111	1,134	2,245
Loans and borrowings	2,940	–	–	2,940
Total undiscounted financial liabilities	36,204	3,120	1,134	40,458
Total net undiscounted financial assets/(liabilities)	17,432	1,385	(1,134)	17,683

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(ii) Liquidity risk (Cont'd)

Company	Less than 1 year S\$'000	1 to 5 years S\$'000	Total S\$'000
2019			
Financial assets:			
Cash and cash equivalents	10,165	–	10,165
Other receivables	2,379	–	2,379
Amounts due from subsidiaries	7,618	–	7,618
Total undiscounted financial assets	20,162	–	20,162
Financial liabilities:			
Trade payables and accruals	2,455	–	2,455
Other payables	234	–	234
Amounts due to subsidiaries	7,049	–	7,049
Total undiscounted financial liabilities	9,738	–	9,738
Total net undiscounted financial assets	10,424	–	10,424

Company	Less than 1 year S\$'000	1 to 5 years S\$'000	Total S\$'000
2018			
Financial assets:			
Cash and cash equivalents	10,595	–	10,595
Other receivables	13,500	4,500	18,000
Amounts due from subsidiaries	10,222	–	10,222
Amounts due from associates	2,469	–	2,469
Total undiscounted financial assets	36,786	4,500	41,286
Financial liabilities:			
Trade payables and accruals	10,433	–	10,433
Other payables	234	–	234
Amounts due to subsidiaries	7,146	–	7,146
Total undiscounted financial liabilities	17,813	–	17,813
Total net undiscounted financial assets	18,973	4,500	23,473

The table below shows the contractual expiry by maturity of the Company's contingent liabilities and commitments. The maximum amount of the financial guarantee contracts are allocated to the earliest period in which the guarantee could be called.

Company	Less than 1 year S\$'000	1 to 5 years S\$'000	Total S\$'000
2019			
Financial guarantees	547	225	772
2018			
Financial guarantees	564	613	1,177

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(iii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates. The Group's and the Company's exposure to interest rate risk arises primarily from their loans and borrowings and interest-bearing loans given to related parties. The Company's loans at floating rate given to related parties form a natural hedge for its floating rate bank loan. All of the Group's and the Company's financial liabilities at floating rates are contractually repriced at intervals of less than 3 months (2018: less than 3 months) from the end of the reporting period.

Sensitivity analysis for interest rate risk

At the end of the reporting period, if interest rates had been 75 (2018: 75) basis points lower/higher with all other variables held constant, the Group's loss before tax would have been S\$12,000 lower/higher (2018: S\$19,000 lower/higher), arising mainly as a result of lower/higher interest expense on floating rate loans and borrowings.

(iv) Foreign currency risk

Certain subsidiaries of the Group have transactional currency exposures arising from sales that are denominated in currencies other than their respective functional currencies. The foreign currency in which these transactions are mostly denominated is US dollars ("USD"). Approximately 14% (2018: 21%) of the Group's sales is denominated in currencies other than its operating entities' respective functional currencies.

The Group's trade receivables at the end of the reporting period have similar exposures.

The Group and the Company also hold cash and cash equivalents denominated in foreign currencies for working capital purposes. At the end of the reporting period, such foreign currency balances amounted to S\$5,200,000 and S\$2,740,000 (2018: S\$5,846,000 and S\$170,000) for the Group and the Company respectively.

The Group uses forward currency contracts to mitigate the currency exposures to the USD.

Sensitivity analysis for foreign currency risk

The Group has significant foreign currency risk exposure to fluctuation in the USD against SGD. At the end of the reporting period, if USD had strengthened or weakened by 5% (2018: 5%) against SGD with all other variables held constant, the Group's loss before tax would have been S\$1,217,000 lower/higher (2018: S\$966,000 lower/higher).

NOTES TO THE FINANCIAL STATEMENTS

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41. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	Note	Group		Company	
		2019 S\$'000	2018 S\$'000	2019 S\$'000	2018 S\$'000
Financial assets measured at amortised cost					
Amounts due from subsidiaries	12	–	–	7,413	9,940
Amounts due from associates	13	158	2,417	–	2,389
Trade receivables	14	12,303	13,804	–	–
Other receivables ⁽¹⁾	15	7,522	18,942	2,379	18,000
Cash and cash equivalents	16	24,343	23,261	10,165	10,595
		44,326	58,424	19,957	40,924
Financial liabilities measured at amortised cost					
Trade payables and accruals	19	15,252	25,305	2,455	10,433
Other payables ⁽²⁾	20	1,379	7,179	234	234
Lease liabilities	22	3,526	2,502	–	–
Long term payables	23	2,479	2,161	–	–
Loans and borrowings	18	2,212	2,804	–	–
Amounts due to subsidiaries	21	–	–	7,049	7,146
		24,848	39,951	9,738	17,813

⁽¹⁾ excludes tax recoverable⁽²⁾ excludes advances from customers and capital injection from non-controlling interest

(b) Fair value of assets and liabilities

(i) Fair value hierarchy

The Group categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1 – Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date,
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and
- Level 3 – Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

There has been no transfer between Level 1 and Level 2 and no transfers into or out of Level 3 during the financial years ended 2019 and 2018.

(ii) Assets and liabilities measured at fair value

Investment securities are measured at fair value in 2019 and 2018.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

41. FINANCIAL INSTRUMENTS (CONT'D)

(b) Fair value of assets and liabilities (Cont'd)

(iii) Level 2 fair value measurements

The following is a description of the valuation techniques and inputs used in the fair value measurement for assets and liabilities that are categorised within Level 2 of the fair value hierarchy:

Valuation policies and procedures

The Group's Vice President of Finance who is assisted by the team (collectively referred to as the "Finance Team"), oversees the Group's financial reporting valuation process and is responsible for setting and documenting the Group's valuation policies and procedures. In this regard, the Finance Team reports to the Group's Audit Committee.

For all significant financial reporting valuations using valuation models and significant unobservable inputs, it is the Group's policy to engage external valuation experts who possess the relevant credentials and knowledge on the subject of valuation, valuation methodologies and SFRS(I) 13 fair value measurement guidance to perform the valuation.

For valuations performed by external valuation experts, the appropriateness of the valuation methodologies and assumptions adopted are reviewed along with the appropriateness and reliability of inputs (including those developed internally by the Group) used in valuations.

(iv) Assets and liabilities not carried at fair value, for which fair value is disclosed

The following table shows an analysis of the Group's assets and liabilities not measured at fair value at the end of reporting period but for which fair value is disclosed:

Group 2018	Fair value measurements at the end of the reporting period using			
	Significant observable inputs (Level 2) S\$'000	Significant unobservable inputs (Level 3) S\$'000	Fair value S\$'000	Carrying amount S\$'000
Assets				
Investment properties	796	–	796	303
Liabilities				
Lease creditors				
- Obligations under finance leases	–	2,495	2,495	2,502

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

41. FINANCIAL INSTRUMENTS (CONT'D)

(b) Fair value of assets and liabilities (Cont'd)

(iv) Assets and liabilities not carried at fair value, for which fair value is disclosed (Cont'd)

Determination of fair value

The fair values of lease obligations under finance leases as disclosed in the table above are estimated by discounting expected future cash flows at market incremental lending rate for similar types of lending borrowing or leasing arrangements at the end of the reporting period.

Management has determined that the carrying amounts of loans and borrowings based on their notional amounts, reasonably approximate their fair values because these are mostly short term in nature or are re-priced frequently.

Company	Fair value measurements at the end of the reporting period using			
	Quoted prices in active markets for identical assets (Level 1) S\$'000	Significant observable inputs (Level 2) S\$'000	Total S\$'000	Carrying amount S\$'000
2019				
Assets				
Subsidiaries:				
- Quoted shares	5,703	-	5,703	-
Associates:				
- Quoted shares	5,801	-	5,801	5,801
2018				
Assets				
Subsidiaries:				
- Quoted shares	5,703	-	5,703	-
Associates:				
- Quoted shares	5,801	-	5,801	5,801

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

42. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in objectives, policies and processes during the years ended 31 December 2019 and 31 December 2018.

Group	2019 S\$'000	2018 S\$'000
Loans and borrowings (Note 18)	2,212	2,804
Trade payables and accruals (Note 19)	15,252	25,305
Other payables (Note 20)	3,904	10,130
Lease liabilities (Note 22)	3,526	2,502
Long term payables	2,479	2,161
Less: Cash and short-term deposits	(24,343)	(23,261)
Net debt	<u>3,030</u>	<u>19,641</u>
Equity attributable to owners of the Company	73,235	69,163
Less: Fair value reserve	–	–
Total capital	<u>73,235</u>	<u>69,163</u>
Capital and net debt	<u>76,265</u>	<u>88,804</u>
Gearing ratio	<u>4%</u>	<u>22%</u>

43. DIVIDENDS

Group and Company	2019 S\$'000	2018 S\$'000
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Declared and paid during the financial year:

Dividends on ordinary shares:

Interim exempt (one-tier) dividend for 2019: Nil cent (2018: 2 cents) per share	–	13,095
Final exempt (one-tier) dividend for 2019: 0.5 cent (2018: Nil cents) per share	<u>3,274</u>	<u>–</u>

Proposed but not recognised as a liability as at 31 December:

Dividends on ordinary shares, subject to shareholders' approval at the Annual General Meeting:

Group and Company	2019 S\$'000	2018 S\$'000
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Dividends on ordinary shares, subject to shareholders' approval at the AGM:

Final exempt (one-tier) dividend for 2019: Nil (2018: 0.5 cent) per share	<u>–</u>	<u>3,274</u>
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NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

44. CONTINGENCIES

Legal claims

- (i) On 27 April 2018, a sales representative commenced an action against the Group in respect of the commission payable claimed to be at a higher rate. The estimate payout is S\$650,000 should the action be successful. The Group has appointed a legal counsel to file a defence against the claim. A trial date has not yet been set. The legal counsel has opined that it is difficult to provide an evaluation of the probability of a favourable or unfavourable outcome or an estimate of the amount or range of potential loss as it is still in preliminary stage and no provision for any liability has been made in the financial statements.
- (ii) On 7 February 2019, an ex-employee of a DGI subsidiary and his joint venture vehicle had written in to the subsidiary to quantify their claims for the purpose of seeking a settlement for negotiations over certain disputes. The employee, who was terminated in 2018, is claiming US\$3,750,000 (approximately S\$5,126,000) relating to employment and shareholder disputes which arose in 2018.

On 18 June 2019, the ex-employee had filed a claim with California Labor Commissioner's Office ("CLCO") for the amount of US\$750,000 (approximately S\$1,025,000) for his commission and bonus for the years 2017 and 2018. On 19 November 2019, the amount claimed was revised to US\$1,553,000 (approximately S\$2,097,000) for his commission, bonus and late payment penalty.

A hearing with the CLCO was scheduled on 16 December 2019. It was postponed by mutual consent of the subsidiary and the ex-employee to 21 February 2020. Due to the travel restrictions related to COVID-19, the subsidiary submitted a request to the hearing officer to delay the hearing. The hearing date was postponed to 14 April 2020.

On 30 March 2020, the subsidiary submitted a request to the hearing officer to further delay the hearing in view of the COVID-19 situation. The hearing date was further postponed by another 90 days to 13 July 2020.

At the date of these financial statements, the directors of DGI are of the view that the ex-employee's claim is without merit and unsubstantiated, and have assessed that it is possible, but not probable, that the claim will succeed.

- (iii) In January 2020, a Writ of Summons and a Statement of Claim were served by an individual against a subsidiary of ASA in respect of damages alleged caused by the non-repayment of an alleged loan of \$340,000. The subsidiary of ASA has disclaimed the liability and is defending the action. Legal advice obtained indicates that it is not probable to determine whether any significant liability will arise at this juncture. At the date of these financial statements, the directors of ASA are of the view that no material losses will arise in respect of the claim.

45. EVENTS OCCURRING AFTER THE REPORTING PERIOD

- (i) On 7 April 2019, the Group announced that Dato' Michael Loh Soon Gnee had decided to resign as Chief Executive Officer and/or Executive Chairman and would be transitioning his duties within the next 12 months. Subsequently, by mutual agreement between the Company and Dato' Loh, his notice of resignation has been withdrawn on 29 March 2020.
- (ii) Due to the uncertainty surrounding the spread of COVID-19 globally and government decree to shut down non-essential operations in various countries, COVID-19 will have an adverse impact on the Group's operations in particular on the supply chain and results, the extent of which will depend on how long the outbreak lasts.

The Group is taking steps to ensure the health and safety of employees and other stakeholders. Group management will proactively manage the business and take the necessary actions to ensure that the Group's long-term business prospects remain robust.

- (iii) Subsequent to the reporting period, a subsidiary under the BEST segment has closed down its production line located at Zhongshan, China due to project end of life. The sale of 16 units of plant and machinery of the subsidiary (which were classified as held for sale as of 31 December 2019) was completed in February 2020.

46. AUTHORISATION OF FINANCIAL STATEMENTS

The consolidated financial statements of ASTI Holdings Limited for the financial year ended 31 December 2019 were authorised for issue in accordance with a resolution of the Directors on 13 June 2020.

APPENDIX 3

ASTI HOLDINGS LIMITED | ANNUAL REPORT 2019

STATISTICS OF SHAREHOLDINGS

STATISTICS OF SHAREHOLDINGS

As at 21 May 2020

Number of Equity Securities	:	654,731,486
Class of Equity Securities	:	Ordinary shares (excludes treasury shares)
Voting Rights	:	One vote per share (excludes treasury shares)
Number of Treasury Shares	:	27,234,855

The percentage of treasury shares against equity securities is 4.16%.

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 - 99	14	0.33	390	0.00
100 - 1000	516	12.16	475,556	0.07
1,001 - 10,000	1,505	35.45	8,238,169	1.26
10,001 - 1,000,000	2,166	51.02	213,524,122	32.61
1,000,001 and above	44	1.04	432,493,249	66.06
Total	4,245	100.00	654,731,486	100.00

TWENTY LARGEST SHAREHOLDERS

S/No	Name	No. of Shares	%
1.	LOH SOON GNEE	130,209,600	19.89
2.	CITIBANK NOMINEES SINGAPORE PTE LTD	64,875,400	9.91
3.	SOH POCK KHENG	57,859,000	8.84
4.	DBS NOMINEES (PRIVATE) LIMITED	35,652,013	5.45
5.	NG YEW NAM	28,600,400	4.37
6.	UOB KAY HIAN PRIVATE LIMITED	13,346,945	2.04
7.	MAYBANK KIM ENG SECURITIES PTE. LTD.	10,921,600	1.67
8.	KOH CHIN HWA	9,193,000	1.40
9.	RAFFLES NOMINEES (PTE.) LIMITED	6,318,700	0.97
10.	PHILLIP SECURITIES PTE LTD	5,852,580	0.89
11.	OCBC NOMINEES SINGAPORE PRIVATE LIMITED	5,476,340	0.84
12.	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	5,473,000	0.84
13.	LIM & TAN SECURITIES PTE LTD	4,829,100	0.74
14.	CGS-CIMB SECURITIES (SINGAPORE) PTE. LTD.	4,371,800	0.67
15.	OCBC SECURITIES PRIVATE LIMITED	3,717,000	0.57
16.	CHIN KIAM HSUNG	2,600,000	0.40
17.	LIM TIAU	2,550,000	0.39
18.	TAN NGOK PENG	2,468,800	0.38
19.	LIM CHIN HOCK	2,300,000	0.35
20.	OOI CHEE KEONG	2,142,857	0.33
Total		398,758,135	60.94

SUBSTANTIAL SHAREHOLDERS (As recorded in the Register of Substantial Shareholders)

	Direct Interest	%*	Deemed Interest	%*	Total %*
Loh Soon Gnee	130,209,600	19.89	-	-	19.89
Soh Pock Kheng ¹	57,859,000	8.84	28,996,000	4.43	13.27
Heah Theare Haw ²	-	-	41,484,000	6.34	6.34

PERCENTAGE OF SHAREHOLDINGS HELD IN THE HANDS OF PUBLIC ('PUBLIC FLOAT')[#] IS 60.50% OF ISSUED SHARE CAPITAL OF THE COMPANY

¹ Deemed interested in 28,996,000 shares held by nominees.

² Deemed interested in 41,484,000 shares held by nominees.

* The above percentage is calculated based on the issued share capital of 654,731,486 shares (excluding treasury shares), rounded up.

[#] The Public Float meets the requirements of Rule 723 of the SGX-ST Listing Manual, which requires at least 10% of the shares of the Company to be held by the public.

APPENDIX 4

ASTI HOLDINGS LIMITED | ANNUAL REPORT 2019

NOTICE OF ANNUAL GENERAL MEETING

NOTICE OF ANNUAL GENERAL MEETING

ASTI HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 199901514C)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of ASTI Holdings Limited (the “**Company**”) will be convened and held by electronic means on Monday, 29 June 2020 at 3.30 p.m. (of which there will be a live webcast) for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To re-elect the following Directors of the Company retiring pursuant to Regulation 89 of the Constitution of the Company:

Mr. Timothy Lim Boon Liat	(Retiring under Regulation 89)	(Resolution 2)
Mr. Mandie Chong Man Sui	(Retiring under Regulation 89)	(Resolution 3)

[See Explanatory Note (i)]
3. To approve the payment of Directors’ fees of S\$234,000 for the financial year ended 31 December 2019 (FY2018: S\$233,836) **(Resolution 4)**
4. To re-appoint Messrs Ernst & Young LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without any modifications:

6. AUTHORITY TO ALLOT AND ISSUE SHARES IN THE SHARE CAPITAL OF THE COMPANY

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (“**Act**”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company (“**shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
- (a) new shares arising from the conversion or exercise of any convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustments in accordance with 2(a) or 2(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (ii)]

(Resolution 6)

By Order of the Board

Dayne Ho Chung Wei
Secretary
Singapore, 14 June 2020

Explanatory Notes:

- (i) Mr. Timothy Lim Boon Liat will, upon re-election as a Director of the Company, be considered non-independent. Mr. Timothy Lim Boon Liat is an Executive Director of the Company.

Mr. Mandie Chong Man Sui will, upon re-election as a Director of the Company, be considered independent.

- (ii) In relation to Ordinary Resolution 6 proposed in item 6 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

Measures to Minimize Risk of Community Spread of 2019 Novel Coronavirus ("COVID-19")

On 3 April 2020, the Singapore Government announced the implementation of circuit breaker measures (enhanced safe distancing measures and closure of non-essential workplace premises) to curb the further spread of COVID-19.

The COVID-19 (Temporary Measures) Act 2020 was passed by Parliament on 7 April 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 was issued by the Minister for Law on 13 April 2020 which provide, among others, legal certainty to enable issuers to make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company's constitution). A joint statement was also issued on 13 April 2020 by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation providing guidance for listed and non-listed entities on the manner in which general meetings are to be conducted during the period when elevated safe distancing measures are in place.

In light of the above developments, the Company is arranging for a live audio visual webcast (the "**Live AGM Webcast**") and a live audio only broadcast ("**Live AGM Audio Feed**") of the Annual General Meeting proceedings which will take place on 29 June 2020 at 3.30 p.m. ("**AGM**"). **Shareholders will be able to watch the AGM proceedings through the Live AGM Webcast, and the Company will not accept any physical attendance by shareholders. Any shareholder seeking to attend the AGM physically in person will be turned away.**

Shareholders will be able to participate in the AGM in following manner set out in the paragraphs below.

Live Webcast:

1. Shareholders may attend the AGM proceedings through the Live AGM Webcast and Live AGM Audio Feed. To do so, shareholders will need to register at <https://sg.conveneagm.com/asti> (the "**Registration Link**") by **3.30 p.m. on 25 June 2020** (the "**Registration Deadline**") to enable the Company to verify their status.
2. Following verification, authenticated shareholders will receive an email by **3.30 a.m. on 28 June 2020** which will allow them to access the Live AGM Webcast, using the account created during the registration, via the live audio-visual webcast and via the live audio only broadcast of the AGM proceedings on <https://sg.conveneagm.com/asti>.
3. Shareholders must not forward the abovementioned details and/or links to other persons who are not Shareholders of the Company and who are not to attend the AGM. This is also to avoid any technical disruptions or overload to the live audio-visual webcast and the live audio only broadcast of the AGM proceedings.
4. Shareholders who register by the Registration Deadline but do not receive an email response by **6.00 p.m. on 28 June 2020** may contact the Company by email to AGM2020@astigp.com with the full name of the shareholder and his/her identification number.

Submission of Proxy Forms to Vote:

1. **Shareholders will not be able to vote online or through the Live AGM Webcast or the Live AGM Audio Feed on the resolutions to be tabled for approval at the AGM.** Shareholders who wish to vote at the AGM may submit a proxy form to appoint the Chairman of the AGM to cast votes on their behalf.
2. Shareholders (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.
3. The Chairman of the AGM, as proxy, need not be a shareholder of the Company.
4. The instrument appointing a proxy or proxies, duly completed and signed, must be deposited/submitted:
 - (a) By mail to **ASTI HOLDINGS LIMITED, C/O Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623**; or
 - (b) by email to AGM2020@astigp.com**by no later than 3.30 p.m. on 26 June 2020, being 72 hours before the time fixed for the AGM.**

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.
5. CPF or SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes **at least seven (7) working days before the AGM (i.e. by 3.30 p.m. on 17 June 2020)** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.

Submission of Questions:

1. **Please note that shareholders will not be able to ask questions at the AGM during the Live AGM Webcast or the Live AGM Audio Feed, and therefore it is important for shareholders to pre-register their participation in order to be able to submit their questions in advance of the AGM.**
2. Shareholders may submit questions relating to the items on the agenda of the AGM by:
 - (a) digital submission at <https://sg.conveneagm.com/asti>; or
 - (b) email to AGM2020@astigp.com. When submitting the questions, please provide the Company with the following details, for verification purpose:
 - (i) Full name;
 - (ii) Current address;
 - (iii) Number of shares held; and
 - (iv) The manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS)

3. The Company will endeavour to address the substantial and relevant questions at or before the AGM. The responses to such questions from shareholders will be posted on the SGXNet and the Company's website 3 business days before the AGM date, or if answered during the AGM, to be included in the minutes of the AGM, which will be uploaded within one month after the date of the AGM.
4. All questions must be submitted by **3.30 p.m. on 22 June 2020**.

Request for Annual Report for FY2019:

1. The printed copy of Annual Report for FY2019 would only be available to Shareholders upon submission of a duly completed request form, as provided for in the Important Notice to Shareholders dated 14 June 2020, to the Company no later than 22 June 2020.
2. In this regard, the Annual Report for FY2019 have been made available for download from Company's corporate website at https://www.astigp.com/PDF/ASTI_AR2019.pdf. The Annual Report for FY2019 have also been made available on SGXNet.

Others

1. Please note that all documents relating to the business of the AGM will be published on SGXNET and will be published together with the Notice of AGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

APPENDIX 5

ASTI HOLDINGS LIMITED | ANNUAL REPORT 2019

PROXY FORM

ASTI HOLDINGS LIMITED

(Company Registration No. 199901514C)
(Incorporated in the Republic of Singapore)

PROXY FORM

(Please see notes overleaf before completing this Form)

IMPORTANT

1. The Annual General Meeting (“AGM”) will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Alternative arrangements relating to the attendance at the AGM via electronic means are set out in the Notice of AGM dated 14 June 2020.
 2. Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.
 3. CPF/SRS Investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven working days before the AGM.
- Please read the notes overleaf to the proxy form**

I/We*, _____ (Name) _____ (NRIC/Passport No.)

of _____ (Address)

being a member/ members of ASTI Holdings Limited (the “Company”), hereby appoint the Chairman of the Annual General Meeting of the Company, as *my/our proxy, to vote for *me/us on *my/our behalf at the Annual General Meeting of the Company to be convened and held by electronic means on **Monday, 29 June 2020 at 3.30 p.m.** and at any adjournment thereof. *I/We direct my/our* proxy to vote for or against or abstain from voting on the resolutions proposed to be proposed at the Annual General Meeting in the spaces provided hereunder. In the absence of specific direction in respect of a resolution, the appointment of the Chairman of the Annual General Meeting as your proxy for that resolution will be treated as invalid.

(Please indicate your vote “For” or “Against” or “Abstain” with a tick [✓] within the box provided if you wish to exercise all your votes. Alternatively, please indicate the number of votes as appropriate. If you mark “Abstain”, you are directing your proxy not to vote.)

No.	Resolutions relating to:	For	Against	Abstain
1	Adoption of Directors' Report and Audited Financial Statements for the financial year ended 31 December 2019 (“FY2019”)			
2	Re-election of Mr Timothy Lim Boon Liat as a Director of the Company			
3	Re-election of Mr Mandie Chong Man Sui as a Director of the Company			
4	Approval of payment of Directors' fees amounting to S\$234,000 for FY2019 (FY2018: S\$233,836)			
5	Re-appointment of Messrs Ernst & Young LLP as Auditors			
6	Authority to allot and issue shares in the share capital of the Company			

Note: Voting will be conducted by poll.

Dated this _____ day of _____ 2020

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature of Shareholder(s)
or, Common Seal of Corporate Shareholder

*Delete where inapplicable

Important: Please read notes overleaf



Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy shall be deemed to relate to all the Shares held by you.
2. The instrument appointing a proxy must either be (a) submitted by mail to **ASTI HOLDINGS LIMITED, C/O Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623**; or (b) submitted by email to **AGM2020@astigp.com**, not later than 72 hours before the time set for the Annual General Meeting (the "AGM").

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

3. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which this proxy form shall be treated as invalid.
4. CPF or SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes **at least seven (7) working days before the AGM (i.e. by 3.30 p.m. on 17 June 2020)** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.

"**relevant intermediary**" means:

- (a) a banking corporation licensed under the Banking Act, Cap. 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Cap. 289 of Singapore, and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act, Cap. 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
5. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

PERSONAL DATA PRIVACY:

By attending the Meeting and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 14 June 2020.

General:

The Company shall be entitled to reject the instrument appointing a proxy if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

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