



AMPLEFIELD LIMITED

(Unique Entity Number: 198900188N)

ANNUAL REPORT

2019

CONTENTS

	Page
Corporate Data	2
Chairman's Statement	3
Board of Directors	4
Report on Corporate Governance	8
Review of Operations	41
Directors' Statement	43
Independent Auditor's Report	46
Statements of Financial Position	51
Consolidated Statement of Comprehensive Income	52
Consolidated Statement of Changes in Equity	53
Consolidated Statement of Cash Flows	54
Notes to the Financial Statements	56
Statistics of Shareholdings	111
Statistics of Warrantholdings	113
Notice of Annual General Meeting	114
Appendix	119
Proxy Form	

This annual report has been prepared by Amplefield Limited (the "**Company**") and its contents have been reviewed by the Company's Sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**") in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalyst.

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

The contact person for the Sponsor is Mr Joseph Au, Associate Director, Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: sponsorship@ppcf.com.sg).

CORPORATE DATA

BOARD OF DIRECTORS	: Executive: Mr Yap Weng Yau (<i>Executive Director</i>) Mr Phan Chee Shong (<i>Executive Director</i>) Mr Woon Ooi Jin (<i>Executive Director</i>) Non-Executive: Mr Albert Saychuan Cheok (<i>Chairman, Independent</i>) Mr Teh Leong Kok (<i>Independent</i>) Mr Chong Teik Siang (<i>Independent</i>) Prof. Roy Ling Chung Yee (<i>Independent</i>)
AUDIT COMMITTEE	: Mr Albert Saychuan Cheok (<i>Chairman</i>) Mr Teh Leong Kok Mr Chong Teik Siang Prof. Roy Ling Chung Yee
NOMINATING COMMITTEE	: Mr Chong Teik Siang (<i>Chairman</i>) Mr Teh Leong Kok Prof. Roy Ling Chung Yee Mr Albert Saychuan Cheok
REMUNERATION COMMITTEE	: Mr Teh Leong Kok (<i>Chairman</i>) Mr Chong Teik Siang Prof. Roy Ling Chung Yee Mr Albert Saychuan Cheok
RISK MANAGEMENT COMMITTEE	: Mr Yap Weng Yau (<i>Chairman</i>) Mr Woon Ooi Jin Mr Phan Chee Shong Mr Teh Leong Kok
COMPANY SECRETARY	: Ms Lee Pih Peng (with effect from 30 September 2019)
REGISTERED OFFICE	: 101A, Upper Cross Street #11-16 People's Park Centre Singapore 058358 Tel: 6533 2244 Fax: 6533 0837
BUSINESS OFFICE	: Unit A-15-1, AmpleWest@Menara 6 No. 6, Jalan P. Ramlee 50250 Kuala Lumpur Malaysia Tel: (+60) 3-2072 1138 Fax: (+60) 3-2072 1127
SHARE REGISTRAR	: Boardroom Corporate & Advisory Services Pte. Ltd. 50 Raffles Place Singapore Land Tower #32-01 Singapore 048623
PRINCIPAL BANKERS	: BDO Unibank, Philippines OCBC (Malaysia) Sdn Bhd, Kuala Lumpur
INDEPENDENT AUDITOR	: Lo Hock Ling & Co. Chartered Accountants Singapore 101A Upper Cross Street #11-22 People's Park Centre Singapore 058358
AUDIT PARTNER-IN-CHARGE	: Mr Luo Zhi Zhong Roma (from financial year ended 30 September 2016)
CONTINUING SPONSOR	: PrimePartners Corporate Finance Pte. Ltd. 16 Collyer Quay #10-00 Income at Raffles Singapore 049318

CHAIRMAN'S STATEMENT

On behalf of the Board of Directors ("**Board**"), I present the Annual Report and Financial Statements of Amplefield Limited (the "**Company**", and together with its subsidiaries, the "**Group**") for the financial year ended 30 September 2019 ("**FY2019**").

The global output is expected to post a growth rate of 3.0%¹ in 2019 (2018: 3.6%²), its lowest level since 2008-09. The projected growth rate for 2020 is 3.4%¹. Against this background, the Group's revenue has decreased from \$11.1 million in FY2018 to \$7.1 million in FY2019. This was due to lower contribution from our construction segment. Billings from construction activities in Vietnam was \$5.0 million in FY2019 (FY2018: \$9.2 million) while rental income from investment properties in Philippines increased only marginally to \$2.1 million (FY2018: \$2.0 million) due to full tenancy.

The Group will continue to consolidate its business in the Philippines and Vietnam and look out for additional income stream through organic growth as well as through acquisitions. In December 2018, the Group has acquired a 40% equity interest in CAM Ventures Development Inc, a property based company in the Philippines that has investment properties comprising of land and buildings. In April 2019, the Group acquired an additional 25% equity interest in its subsidiary company Citybuilders Pte Ltd. The above acquisitions have resulted in improved bottomlines for the Group for FY2019.

Meanwhile the downside risk to emerging market and developing economies have grown amidst the protracted trade war between USA and the People's Republic of China that has threatened to spill across the globe. We will continue to monitor these risks and take appropriate measures to mitigate its negative impact.

On the corporate development side, on 15 November 2017, the Company has obtained shareholders' approval to adopt a general mandate for interested person transactions ("**IPT Mandate**") in respect of certain future transactions that the Group may enter into with the interested persons. This had enabled the Group to enter into a contract on 4 December 2017 valued at approximately \$24.8 million to undertake the earthworks on a 63.8 hectares piece of land at Lang Le, Le Minh Xuan Ward, Binh Chanh District, Ho Chi Minh City, Vietnam, which is expected to have a positive impact on the Group's construction and development business. It would be advantageous for the Group to renew this IPT Mandate to enter into the mandated transactions, as set out in the Appendix to the Annual Report, at the forthcoming AGM on 22 January 2020. The IPT Mandate, if approved by the Shareholders, will not require the need for the Company to convene separate general meetings on each occasion to seek shareholders' prior approval for the entry into such mandated transactions. This will substantially reduce the expenses and time associated with the convening of general meetings and improve administrative efficacy.

At the forthcoming EGM on 22 January 2020, the Company will be proposing to adopt a share buyback mandate. The approval of the share buyback mandate will give the Company flexibility to undertake purchases or acquisitions of its own shares subject to certain terms and conditions. A share buyback at the appropriate price level is one of the ways through which the return on equity of the Company may be enhanced. Shares purchased pursuant to the share buyback mandate will either be cancelled or held as treasury shares. Shares purchased pursuant to the share buyback mandate and held as treasury shares may be (i) used as consideration for the acquisition of shares or assets of another company, (ii) sold in the event of future share placements or (iii) transferred pursuant to an employee's share scheme. Share buybacks by the Company may also help to mitigate short term share price volatility or trading trends which are not otherwise caused by general market factors or sentiments or the fundamentals of the Company and offset the effects of short-term speculation and bolster shareholder's confidence.

In August 2019, the Company has uploaded its website <https://amplefield.com> onto the internet. This will provide shareholders and investors with another channel of communication with the Company and in line with the Company's objective of promoting better shareholders' relations.

The Group recognizes that embracing sustainable practices is a business priority that is important for the long-term development and success of our business. In this respect, we have issued our first Sustainability Report for FY2018 in September 2019, which was based on the Global Reporting Initiative G4 Reporting Guidelines. In line with our efforts to go green and as part of our social responsibility initiatives and sustainability strategy, we are implementing the use of electronic communications for purposes of serving notices to the Company's shareholders. We hoped that we will have your wholehearted support in this area of embracing electronic communications. We will be publishing our FY2019 sustainability report no later than 29 February 2020.

On behalf of the Board, I would like to extend our thanks to our valued customers, business partners and financiers for their continued support. I would also like to express our appreciation to the management and staff of the Group for their dedication and hard work to see us through an eventful year.

In closing, I also extend my personal thanks and gratitude to my fellow directors for their valuable contribution, and to our shareholders for their unwavering support.

Albert Saychuan Cheok
Independent Chairman

23 December 2019

¹ Source: IMF World Economic Outlook, October 2019

² Source: IMF World Economic Outlook, April 2019

BOARD OF DIRECTORS

ALBERT SAYCHUAN CHEOK Independent Chairman

Mr Albert Saychuan Cheok was appointed to the Board on 25 November 2009. He was last re-elected to the Board on 26 January 2018. He is the Independent Non-Executive Chairman of the Company as well as Chairman of the Audit Committee. He is also a member of the Nominating Committee and Remuneration Committee.

Mr Albert Saychuan Cheok graduated from the University of Adelaide with First Class Honours in Economics and was awarded a PhD scholarship to study at Cambridge University, which was not taken up. He is a Fellow of the Certified Public Accountants Australia. Mr Albert Cheok has more than 35 years of high-level experience in the banking, financial and corporate sectors in the Asia Pacific region.

Between May 1979 and February 1982, Mr Cheok was an Advisor to the Australian Government Inquiry into the Australian Financial System ("**Campbell Inquiry**"), which introduced comprehensive reforms to the Australian banking system.

He was the Chief Manager at the Reserve Bank of Australia from October 1988 to September 1989 before becoming the Deputy Commissioner of Banking in Hong Kong for three and a half years. He was subsequently appointed as the Executive Director in charge of Banking Supervision at the Hong Kong Monetary Authority from April 1993 to May 1995. Mr Cheok was the Chairman of Bangkok Bank Berhad in Malaysia from September 1995 to November 2005.

Mr Cheok was the Chairman of Macau Chinese Bank from May 2002 to May 2016. He was the Chairman of Bowsprit Corporation Limited, manager of First REIT – listed hospital and healthcare group in Singapore from 17 May 2006 to 17 May 2017. Mr Cheok was the Chairman of Auric Pacific Group, the Singapore listed food conglomerate from July 2002 to April 2017. Mr Cheok was the Chairman of LMIRT Management Limited, the Manager of Lippo Malls Indonesia Retail Trust, listed in Singapore from July 2010 to September 2017. He was an independent non-executive director of Hongkong Chinese Limited until 21 December 2017. Mr Cheok was an independent non-executive director of Adavale Resources Limited, which is listed on Australian Securities Exchange. Mr Cheok was the Chairman of the Hong Kong listed International Standards Resources Holdings Limited from July 2013 to September 2019.

Currently, Mr Cheok holds positions on boards throughout Asia/Australia including:

China Aircraft Leasing Group Holdings Limited (listed in Hong Kong) – independent non-executive director

5G Networks Limited, listed in Australia – independent non-executive Chairman

Supermax Bhd (listed in Malaysia) – independent Chairman

Peppermint Innovation Limited – Independent non-executive director

Mr Cheok is a Vice Governor of the Board of Governors of the Malaysian Institute of Corporate Governance.

He has no relationship, including immediate family relationships with other directors, the Company or its 5% shareholders.

BOARD OF DIRECTORS

PROF. ROY LING CHUNG YEE Independent Director

Professor Roy Ling was appointed to the Board as an Independent Director on 14 March 2019.

Prof. Roy Ling is currently a Managing Director at RL Capital Management and an Adjunct Professor in Finance at the SKEMA Business School. Concurrently, he also serves as an Independent Director on several public listed companies across Asia – United Food Holdings Ltd, Debao Property Development Ltd, Ace Achieve Infocom Ltd, Ley Choon Group Holdings Ltd and Vingroup JSC.

Prior to RL Capital, Prof. Ling spent more than 20 years in investment banking and held senior positions with JPMorgan, Lehman Brothers, Goldman Sachs and Salomon Smith Barney. His expertise is in Asia real estate, REIT IPOs and capital markets, and he has worked in New York, Hong Kong, Tokyo and Singapore. During his investment banking career, Prof. Ling has originated and executed a broad range of advisory (>USD40 billion) and capital market transactions (>USD20 billion) including some of the most high profile transactions in the region. Prof. Ling was a former Board Director of the CFA Society of Japan. He was honored as the Real Estate Executive of the Year by Singapore Business Review in 2016, and as one of 20 Rising Stars in Real Estate by Institutional Investor in 2008.

Prof. Ling graduated from INSEAD with a Global EMBA and from the National University of Singapore with a Bachelors degree in Business Administration.

Prof. Roy Ling is a member of the Remuneration Committee, the Audit Committee and the Nominating Committee of the Company.

Prof. Roy Ling has no relationship, including immediate family relationships, with other directors, the Company or its 5% shareholders.

CHONG TEIK SIANG Independent Director

Mr Chong was appointed to the Board on 14 March 2019. He graduated with a Bachelor of Science (Agribusiness) degree from Universiti Putra Malaysia. He is an Independent Director of the Company. Besides being the Chairman of the Nominating Committee, he is also a member of the Audit Committee and Remuneration Committee. Mr Chong's principal commitment is with Phillip Capital Management (S) Ltd. he serves as the Director, Portfolio Management and is responsible for business development and marketing and was involved in the launch of three ETFs in Singapore. He has more than 20 years of experience in financials services specialized in business development in ASEAN region.

He has no present directorship and/or past directorship in other listed companies in the preceding 3 years.

Mr Chong has no relationship, including immediate family relationships with other directors, the Company or its 5% shareholders.

BOARD OF DIRECTORS

TEH LEONG KOK Independent Director

Mr Teh was appointed to the Board on 14 March 2019. He obtained his Master of Arts in Town & Regional Planning from University of Sheffield, United Kingdom in 1986 and Bachelor of Arts in Environmental Studies from University of Waterloo, Waterloo, Ontario, Canada in 1983.

Mr Teh has wide experience in the development and construction industry in Malaysia. He has held various senior positions in Land & Build Sdn Bhd, Malton Bhd, OSK Property Holdings Ltd, Country Heights Group etc.

Mr Teh is the Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee of the Company. He is also a member of the Risk Management Committee.

He has no present directorship and/or past directorship in other listed companies in the preceding 3 years.

Mr Teh has no relationships, including immediate family relationships, with other directors, the Company or its 5% shareholders.

YAP WENG YAU Executive Director

Mr Yap was appointed to the Board on 22 February 2013 and redesignated as Executive Director on 30 May 2016. He was last re-elected to the Board on 30 January 2018. He is responsible for the overall day-to-day operations and plays a leading role in developing the business and direction of the Group. He graduated with a Bachelor of Business (Accounting) degree from Monash University, Australia in 2004. He started his career with Ernst & Young, Malaysia from 2004 to 2009. Mr Yap is the Chairman of the Risk Management Committee. He has no present directorship and/or past directorship in other listed companies in the preceding 3 years.

PHAN CHEE SHONG Executive Director

Mr Phan was appointed to the Board on 30 May 2016 as an Executive Director. He was last re-elected to the Board on 20 January 2017. He is responsible for the execution of the various development and construction projects of the Group. He is a civil engineer by profession and has more than 40 years of experience in civil engineering consultancy, property development, construction and management in the region. He holds a degree in Bachelor of Engineering from University of Canterbury, New Zealand. He is a member of the Institute of Engineers, Malaysia and Lembaga Jurutera Malaysia since 1984. Mr Phan is a member of the Risk Management Committee. He has no present directorship and/or past directorship in other listed companies in the preceding 3 years.

Mr Phan has no relationships, including immediate family relationships, with other directors, the Company or its 5% shareholders.

BOARD OF DIRECTORS

WOON OOI JIN Executive Director

Mr Woon was appointed to the Board on 11 February 2010 and redesignated as Executive Director on 30 May 2016.

He was last re-elected to the Board on 30 January 2018. Mr Woon graduated from the University of Malaya in 1984 with a Bachelor of Science degree in Physics. He is an accountant by profession and is a member of the Malaysian Institute of Certified Public Accountants and Malaysian Institute of Accountants. He is the Chief Financial Officer of the Company since 26 May 2015 and a member of the Risk Management Committee. He has no present directorship and/or past directorship in other listed companies in the preceding 3 years.

Mr Woon has no relationships, including immediate family relationships, with other directors, the Company or its 5% shareholders.

REPORT ON CORPORATE GOVERNANCE

The Board of Directors (the “**Board**”) of Amplefield Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) is committed to maintaining good standards of corporate governance and places importance on its corporate governance processes and systems so as to ensure greater transparency, accountability and maximisation of long-term shareholder value.

This report outlines the Company’s corporate governance practices that were in place during the financial year ended 30 September 2019 (“**FY2019**”), with specific reference made to the principles of the Code of Corporate Governance 2012 (the “**Code**”) and the disclosure guide developed by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) in January 2015 (the “**Guide**”). Appropriate explanations have been provided in the relevant sections below where there are deviations from the Code and/or Guide.

Guideline	Code and/or Guide Description	Company’s Compliance or Explanation
General	(a) Has the Company complied with all the principles and guidelines of the Code? If not, please state the specific deviations and alternative corporate governance practices adopted by the Company in lieu of the recommendations in the Code.	The Company has complied with the principles and guidelines as set out in the Code and the Guide, where applicable. Appropriate explanations have been provided in the relevant sections below where there are deviations from the Code and/or the Guide.
	(b) In what respect do these alternative corporate governance practices achieve the objectives of the principles and conform to the guidelines of the Code?	Not applicable. The Company did not adopt any alternative corporate governance practices in FY2019.

BOARD MATTERS

The Board’s Conduct of Affairs

1.1	What is the role of the Board?	<p>The Board has 7 members and comprises the following:</p> <table border="1"> <thead> <tr> <th colspan="2"><i>Table 1.1 – Composition of the Board</i></th> </tr> <tr> <th>Name of Director</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>Albert Saychuan Cheok</td> <td>Independent Chairman</td> </tr> <tr> <td>Yap Weng Yau</td> <td>Executive Director</td> </tr> <tr> <td>Phan Chee Shong</td> <td>Executive Director</td> </tr> <tr> <td>Woon Ooi Jin</td> <td>Executive Director</td> </tr> <tr> <td>Teh Leong Kok</td> <td>Independent Director</td> </tr> <tr> <td>Chong Teik Siang</td> <td>Independent Director</td> </tr> <tr> <td>Prof. Roy Ling Chung Yee</td> <td>Independent Director</td> </tr> </tbody> </table>	<i>Table 1.1 – Composition of the Board</i>		Name of Director	Designation	Albert Saychuan Cheok	Independent Chairman	Yap Weng Yau	Executive Director	Phan Chee Shong	Executive Director	Woon Ooi Jin	Executive Director	Teh Leong Kok	Independent Director	Chong Teik Siang	Independent Director	Prof. Roy Ling Chung Yee	Independent Director
<i>Table 1.1 – Composition of the Board</i>																				
Name of Director	Designation																			
Albert Saychuan Cheok	Independent Chairman																			
Yap Weng Yau	Executive Director																			
Phan Chee Shong	Executive Director																			
Woon Ooi Jin	Executive Director																			
Teh Leong Kok	Independent Director																			
Chong Teik Siang	Independent Director																			
Prof. Roy Ling Chung Yee	Independent Director																			

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation																									
		<p>The Board is entrusted to lead and oversee the Company, guided by the fundamental principle to act in the best interests of the Company. The Board assumes stewardship and control of the Group's resources and takes full responsibility for corporate governance and the performance of the Group by setting the visions and objectives and by directing the policies and strategies. Apart from its statutory duties, the Board's principal functions are, <i>inter alia</i>:</p> <ul style="list-style-type: none"> • overseeing the Company, including its control and accountability systems; • sets strategic aims and ensures that the necessary financial and human resources are in place to meet its objectives; • reviews the Group's financial performance; • approves the budgets or forecasts, investment and divestment proposals; • monitoring and reviewing senior management's performance, remuneration packages and implementation of strategy; • satisfying itself that senior management has developed and implemented a sound system of risk management and internal controls in relation to financial reporting risks and has reviewed the effectiveness of the operation of that system; • assessing the effectiveness of senior management's implementation of systems for managing material business risks, including the making of additional enquiries and to request assurances regarding the management of material business risks, as appropriate; • ensuring compliance with all laws and regulations as may be relevant to the business; • providing overall corporate governance of the Company and ensures that obligations to shareholders and other stakeholders are met; and • reviews financial authorization limits in place for all major capital expenditures which require the Board's approval. 																									
<p>1.3 4.1 7.1 2.1</p>	<p>Has the Board delegated certain responsibilities to committees? If yes, please provide details.</p>	<p>The Board carries out these functions directly or through the various committees which would make recommendations to the Board. These committees constituted by the Board are the Audit Committee (the "AC"), the Nominating Committee (the "NC"), the Remuneration Committee (the "RC") and the Risk Management Committee (the "RMC"), (collectively, the "Board Committees"). The compositions of the Board Committees are as follows:</p> <table border="1" data-bbox="619 1675 1433 1973"> <caption data-bbox="627 1682 1114 1709">Table 1.3 – Composition of the Board Committees</caption> <thead> <tr> <th data-bbox="619 1720 762 1749"></th> <th data-bbox="762 1720 927 1749">AC⁽¹⁾</th> <th data-bbox="927 1720 1091 1749">NC⁽²⁾</th> <th data-bbox="1091 1720 1262 1749">RC⁽³⁾</th> <th data-bbox="1262 1720 1433 1749">RMC⁽⁴⁾</th> </tr> </thead> <tbody> <tr> <td data-bbox="619 1749 762 1809">Chairman</td> <td data-bbox="762 1749 927 1809">Albert Saychuan Cheok</td> <td data-bbox="927 1749 1091 1809">Chong Teik Siang</td> <td data-bbox="1091 1749 1262 1809">Teh Leong Kok</td> <td data-bbox="1262 1749 1433 1809">Yap Weng Yau</td> </tr> <tr> <td data-bbox="619 1809 762 1870">Member</td> <td data-bbox="762 1809 927 1870">Prof. Ling Chung Yee</td> <td data-bbox="927 1809 1091 1870">Prof. Ling Chung Yee</td> <td data-bbox="1091 1809 1262 1870">Prof. Ling Chung Yee</td> <td data-bbox="1262 1809 1433 1870">Phan Chee Shong</td> </tr> <tr> <td data-bbox="619 1870 762 1921">Member</td> <td data-bbox="762 1870 927 1921">Teh Leong Kok</td> <td data-bbox="927 1870 1091 1921">Teh Leong Kok</td> <td data-bbox="1091 1870 1262 1921">Chong Teik Siang</td> <td data-bbox="1262 1870 1433 1921">Teh Leong Kok</td> </tr> <tr> <td data-bbox="619 1921 762 1973">Member</td> <td data-bbox="762 1921 927 1973">Chong Teik Siang</td> <td data-bbox="927 1921 1091 1973">Albert Saychuan Cheok</td> <td data-bbox="1091 1921 1262 1973">Albert Saychuan Cheok</td> <td data-bbox="1262 1921 1433 1973">Woon Ooi Jin</td> </tr> </tbody> </table> <p data-bbox="619 1984 683 2007">Notes:</p> <p data-bbox="619 2007 1190 2029">(1) The AC comprises 4 members, all of whom are independent.</p> <p data-bbox="619 2029 1190 2051">(2) The NC comprises 4 members, all of whom are independent.</p> <p data-bbox="619 2051 1190 2074">(3) The RC comprises 4 members, all of whom are independent.</p> <p data-bbox="619 2074 1206 2096">(4) The RMC comprises 4 members, one of whom is independent.</p>		AC ⁽¹⁾	NC ⁽²⁾	RC ⁽³⁾	RMC ⁽⁴⁾	Chairman	Albert Saychuan Cheok	Chong Teik Siang	Teh Leong Kok	Yap Weng Yau	Member	Prof. Ling Chung Yee	Prof. Ling Chung Yee	Prof. Ling Chung Yee	Phan Chee Shong	Member	Teh Leong Kok	Teh Leong Kok	Chong Teik Siang	Teh Leong Kok	Member	Chong Teik Siang	Albert Saychuan Cheok	Albert Saychuan Cheok	Woon Ooi Jin
	AC ⁽¹⁾	NC ⁽²⁾	RC ⁽³⁾	RMC ⁽⁴⁾																							
Chairman	Albert Saychuan Cheok	Chong Teik Siang	Teh Leong Kok	Yap Weng Yau																							
Member	Prof. Ling Chung Yee	Prof. Ling Chung Yee	Prof. Ling Chung Yee	Phan Chee Shong																							
Member	Teh Leong Kok	Teh Leong Kok	Chong Teik Siang	Teh Leong Kok																							
Member	Chong Teik Siang	Albert Saychuan Cheok	Albert Saychuan Cheok	Woon Ooi Jin																							

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation																																																																														
1.4	Have the Board and Board Committees met in the last financial year?	<p>The Board schedules to meet on a quarterly basis, and as and when circumstances require. During the financial year ended 30 September 2019, the number of Board and Board Committee meetings held and the attendance of each Board member at such meetings are set out below:</p> <table border="1"> <thead> <tr> <th colspan="6">Table 1.4 – Directors' Attendance</th> </tr> <tr> <th></th> <th>Board</th> <th>AC</th> <th>NC</th> <th>RC</th> <th>RMC</th> </tr> </thead> <tbody> <tr> <td>Number of Meetings Held</td> <td>6</td> <td>5</td> <td>1</td> <td>1</td> <td>1</td> </tr> <tr> <td>Name of Director</td> <td colspan="5"></td> </tr> <tr> <td>Albert Saychuan Cheok</td> <td>5</td> <td>5</td> <td>–</td> <td>–</td> <td>–</td> </tr> <tr> <td>Prof. Ling Chung Yee Roy⁽¹⁾</td> <td>2</td> <td>2</td> <td>–</td> <td>–</td> <td>–</td> </tr> <tr> <td>Chong Teik Siang⁽¹⁾</td> <td>2</td> <td>2</td> <td>–</td> <td>–</td> <td>–</td> </tr> <tr> <td>Teh Leong Kok⁽¹⁾</td> <td>2</td> <td>2</td> <td>–</td> <td>–</td> <td>–</td> </tr> <tr> <td>Yap Weng Yau</td> <td>6</td> <td>5[#]</td> <td>1[#]</td> <td>1[#]</td> <td>1</td> </tr> <tr> <td>Phan Chee Shong</td> <td>5</td> <td>4[#]</td> <td>1[#]</td> <td>1[#]</td> <td>1</td> </tr> <tr> <td>Woon Ooi Jin</td> <td>6</td> <td>5[#]</td> <td>1[#]</td> <td>1[#]</td> <td>1</td> </tr> <tr> <td>Chong Kum Fatt⁽²⁾</td> <td>4</td> <td>3</td> <td>1</td> <td>1</td> <td>–</td> </tr> <tr> <td>Ng Chin Hoo⁽³⁾</td> <td>2</td> <td>2</td> <td>1</td> <td>1</td> <td>–</td> </tr> </tbody> </table> <p>[#]By invitation</p> <p>Notes:</p> <p>(1) Prof. Ling Chung Yee Roy, Mr Chong Teik Siang and Mr Teh Leong Kok were appointed as independent directors on 14 March 2019.</p> <p>(2) Mr Chong Kum Fatt has stepped down as an independent director with effect on 28 February 2019.</p> <p>(3) Mr Ng Chin Hoo has stepped down as an independent director with effect on 11 February 2019.</p> <p>The Board is also briefed periodically by senior management on the Group's strategy and performance. The Company's Constitution allows for meetings to be held through teleconferencing and/or videoconferencing.</p>	Table 1.4 – Directors' Attendance							Board	AC	NC	RC	RMC	Number of Meetings Held	6	5	1	1	1	Name of Director						Albert Saychuan Cheok	5	5	–	–	–	Prof. Ling Chung Yee Roy ⁽¹⁾	2	2	–	–	–	Chong Teik Siang ⁽¹⁾	2	2	–	–	–	Teh Leong Kok ⁽¹⁾	2	2	–	–	–	Yap Weng Yau	6	5 [#]	1 [#]	1 [#]	1	Phan Chee Shong	5	4 [#]	1 [#]	1 [#]	1	Woon Ooi Jin	6	5 [#]	1 [#]	1 [#]	1	Chong Kum Fatt ⁽²⁾	4	3	1	1	–	Ng Chin Hoo ⁽³⁾	2	2	1	1	–
Table 1.4 – Directors' Attendance																																																																																
	Board	AC	NC	RC	RMC																																																																											
Number of Meetings Held	6	5	1	1	1																																																																											
Name of Director																																																																																
Albert Saychuan Cheok	5	5	–	–	–																																																																											
Prof. Ling Chung Yee Roy ⁽¹⁾	2	2	–	–	–																																																																											
Chong Teik Siang ⁽¹⁾	2	2	–	–	–																																																																											
Teh Leong Kok ⁽¹⁾	2	2	–	–	–																																																																											
Yap Weng Yau	6	5 [#]	1 [#]	1 [#]	1																																																																											
Phan Chee Shong	5	4 [#]	1 [#]	1 [#]	1																																																																											
Woon Ooi Jin	6	5 [#]	1 [#]	1 [#]	1																																																																											
Chong Kum Fatt ⁽²⁾	4	3	1	1	–																																																																											
Ng Chin Hoo ⁽³⁾	2	2	1	1	–																																																																											
1.5	What are the types of material transactions which require approval from the Board?	<p>Matters and transactions that require the Board's approval include, amongst others, the following:</p> <ul style="list-style-type: none"> major capital expenditure, capital management and acquisitions and divestitures exceeding 5% of latest audited NTA of the Group; Chapter 9 and Chapter 10 transactions in the SGX-ST Listing Manual Section B: Rules of Catalist (the "Catalist Rules"); the Company's control and accountability systems; share issuance, dividend release or changes in capital; the Company's policies on risk oversight and management, internal compliance and control, Code of Conduct, and legal compliance; the Company's financial statements, financial results announcements, budgets; and all matters which crosses the Materiality Threshold*. <p>* The Board will establish and review materiality thresholds from time to time which will reflect the stage of development of the Company and takes into consideration the guidelines provided in the Catalist Rules.</p>																																																																														

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation
1.6	<p>(a) Are new Directors given formal training? If not, please explain why.</p> <p>(b) What are the types of information and training provided to (i) new Directors and (ii) existing Directors to keep them up-to-date?</p>	<p>Newly appointed Directors will receive comprehensive and tailored induction upon joining the Board, including briefings on their duties as directors and how to discharge those duties. An orientation program including site visits to the Group's operations will be held where required to ensure that the Directors are familiar with the Group's business, organisation structure, corporate strategies and policies, and governance practices. The Company will also assist in the training for first-time Directors in areas such as accounting, legal and industry specific knowledge as appropriate. In addition, as required under the Catalist Rules, a new Director who has no prior experience as a director of a company listed on the SGX-ST must undergo training as prescribed by the SGX-ST. Such training will be completed within one year of the appointment. The training of Directors will be funded by the Company. Among the courses that some of the directors have attended were 'Listed Entity Director Essentials' by the Singapore Institute of Directors, "Corporate Liability On Corruption" by Malaysian Institute of Corporate Governance and "MFRS 16 Leases – What it entails and its effects" by Malaysian Institute of Accountants.</p> <p>Briefings, updates and trainings for the Directors in FY2019 include the external auditors ("EA") briefing the AC on changes or amendments to accounting standards.</p> <p>The Board values on-going professional development and recognises that it is important that all Directors receive regular training so as to be able to serve effectively on and contribute to the Board. The Board has therefore established a policy on continuous professional development for Directors.</p> <p>The new directors who have no prior experience as a director of a company listed on the SGX-ST will undergo the required trainings as required under the Catalist Rules, within one year from their date of appointment.</p> <p>To ensure Directors can fulfil their obligations and to continually improve the performance of the Board, all Directors are encouraged to undergo continual professional development during the term of their appointment. Professional development may relate to a particular subject area, committee membership, or key developments in the Company's environment, market or operations which may be provided by accredited training providers such as the Singapore Institute of Directors. Directors are encouraged to consult the Chairman if they consider that they personally, or the Board as a whole, would benefit from specific education or training regarding matters that fall within the responsibility of the Board or relate to the Company's business. Such training costs are borne by the Company. The Directors are also reminded on an annual basis to continuously comply with the Company's internal code on dealings in securities of the Company.</p>

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation
Board Composition and Guidance		
2.1 2.2 3.3	Does the Company comply with the guideline on the proportion of Independent Directors on the Board? If not, please state the reasons for the deviation and the remedial action taken by the Company.	Guideline 2.1 and 2.2 of the Code are met as the Independent Directors make up more than half of the Board. Guideline 3.3 of the Code is not applicable given that the Chairman and CEO (or equivalent) are different persons and are not immediate family members, and the Chairman is an independent director who is not part of the management team.
2.3 4.3	Has the independence of the Independent Directors been reviewed in the last financial year?	The Board takes into account the existence of relationships or circumstances, including those identified by the Code and Catalist Rules, that are relevant in its determination as to whether a Director is independent. In addition, the NC reviews the individual directors' declaration in their assessment of independence. The NC has reviewed and confirmed the independence of the Independent Directors in accordance with the Code and Catalist Rules. The Independent Directors have also confirmed their independence in accordance with the Code and Catalist Rules.
	(a) Is there any Director who is deemed to be independent by the Board, notwithstanding the existence of a relationship as stated in the Code that would otherwise deem him not to be independent? If so, please identify the Director and specify the nature of such relationship. (b) What are the Board's reasons for considering him independent? Please provide a detailed explanation.	None of the Independent Directors has a relationship as stated in the Code and Catalist Rules that would otherwise deem him not to be independent.

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation
2.4	<p>Has any Independent Director served on the Board for more than nine years since the date of his first appointment? If so, please identify the Director and set out the Board's reasons for considering him independent.</p>	<p>Mr Albert Saychuan Cheok, an Independent Director, has served beyond nine years since the date of his first appointment. The assessment of his independence was subjected to rigorous review.</p> <p>Notwithstanding that Mr Cheok has served beyond nine years since the date of his first appointment, the Board is of the view that Mr Cheok is independent as he has:</p> <ul style="list-style-type: none"> • contributed constructively and objectively throughout his term in the Company; • sought clarification and amplification of matters from time to time as he deemed fit, including through direct access to key management personnel; and • provided impartial advice and insights, and has exercised his strong independent character and judgement in doing so. <p>The following assessments were conducted and deliberated by the NC and Board before arriving at the aforesaid conclusion:</p> <ul style="list-style-type: none"> • review of Board and Board Committee meetings minutes to assess questions and voting actions of the relevant Independent Directors; • the relevant Independent Directors' declarations of independence; and • board committee performance assessment done by the Directors. <p>Accordingly, the NC and Board has determined that Mr Cheok's tenure in office has not affected his independence and ability to bring independent and considered judgement to bear in his discharge of duties as Non-executive Chairman, Chairman of the AC, and a member of the NC and the RC.</p>
2.5	<p>What are the steps taken by the Board to progressively renew the Board composition?</p>	<p>The Board is of the opinion that it would be most effective to draw on the wealth of experience from the longer serving directors while concurrently taking progressive steps to review and consider opportunities to refresh the Board as and when deemed required.</p> <p>To meet the changing challenges in the industry and countries where the Group operates in, such reviews, which includes the review of factors such as the expertise, skills and perspectives which the Board requires against the existing competencies, would be done on a regular basis to ensure that the Board dynamics remain optimal.</p>

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation																											
2.6	<p>(a) What is the Board's policy with regard to diversity in identifying director nominees?</p> <p>(b) Please state whether the current composition of the Board provides diversity on each of the following – skills, experience, gender and knowledge of the Company, and elaborate with numerical data where appropriate.</p>	<p>The Board and Board Committees comprise directors who as a group provide an appropriate balance and diversity of skills, experience, gender and knowledge of the Company. The Board's policy in identifying director nominees is primarily to have an appropriate mix of members with core competencies such as accounting or finance, business or management experience, industry knowledge, strategic planning experience and customer-based experience or knowledge.</p> <p>The current Board composition provides a diversity of skills, experience and knowledge to the Company as follows:</p> <table border="1"> <thead> <tr> <th colspan="3">Table 2.6 – Balance and Diversity of the Board</th> </tr> <tr> <th></th> <th>Number of Directors</th> <th>Proportion of Board (%)</th> </tr> </thead> <tbody> <tr> <td colspan="3">Core Competencies</td> </tr> <tr> <td>– Accounting or finance</td> <td>5</td> <td>71</td> </tr> <tr> <td>– Business management</td> <td>7</td> <td>100</td> </tr> <tr> <td>– Legal or corporate governance</td> <td>5</td> <td>71</td> </tr> <tr> <td>– Relevant industry knowledge or experience</td> <td>4</td> <td>57</td> </tr> <tr> <td>– Strategic planning experience</td> <td>4</td> <td>57</td> </tr> <tr> <td>– Customer based experience or knowledge</td> <td>4</td> <td>57</td> </tr> </tbody> </table>	Table 2.6 – Balance and Diversity of the Board				Number of Directors	Proportion of Board (%)	Core Competencies			– Accounting or finance	5	71	– Business management	7	100	– Legal or corporate governance	5	71	– Relevant industry knowledge or experience	4	57	– Strategic planning experience	4	57	– Customer based experience or knowledge	4	57
Table 2.6 – Balance and Diversity of the Board																													
	Number of Directors	Proportion of Board (%)																											
Core Competencies																													
– Accounting or finance	5	71																											
– Business management	7	100																											
– Legal or corporate governance	5	71																											
– Relevant industry knowledge or experience	4	57																											
– Strategic planning experience	4	57																											
– Customer based experience or knowledge	4	57																											
	<p>(c) What steps have the Board taken to achieve the balance and diversity necessary to maximise its effectiveness?</p>	<p>The Board has taken the following steps to maintain or enhance its balance and diversity:</p> <ul style="list-style-type: none"> • Annual review by the NC to assess if the existing attributes and core competencies of the Board are complementary and enhance the efficacy of the Board; and • Annual evaluation by the Directors of the skill sets the other Directors possess, with a view to understand the range of expertise which is lacking in the Board, if any. <p>The NC will consider the results of these exercises in its recommendation for the appointment of new directors and/or the re-appointment of incumbent directors.</p>																											
2.8	<p>Have the Non-Executive Directors met in the absence of key management personnel in the last financial year?</p>	<p>The Non-Executive Directors are scheduled to meet regularly, and as warranted, in the absence of key management personnel to discuss concerns or matters such as the effectiveness of the Management.</p> <p>The Non-Executive Directors have met once in the absence of key management personnel in FY2019.</p>																											

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation
Chairman and Chief Executive Officer		
3.1 3.2	Are the duties between Chairman and CEO segregated?	<p>The roles of the Chairman and CEO (or equivalent) are separate to ensure a clear division of their responsibilities, increased accountability and greater capacity of the Board for independent decision making. The Chairman is not related to the CEO (or equivalent).</p> <p>The responsibilities of the Independent Chairman are as follows:</p> <ul style="list-style-type: none"> (a) to lead the Board to ensure its effectiveness on all aspects of its role; (b) to promote a culture of openness and debate at the Board; (c) to facilitate the effective contribution of non-executive directors in particular; (d) to promote high standards of corporate governance; and (e) to set the agenda for Board meetings. <p>The responsibilities of the CEO (or equivalent) are as follows:</p> <ul style="list-style-type: none"> (a) to progress and advance the strategic direction provided by the Board; and (b) the overall day-to-day operational running of the Company, pursuant to the Board delegating to him certain of the Board's powers, authorities and discretions.
3.4	Have the Independent Directors met in the absence of other directors?	<p>The Independent Directors will meet in the absence of the other directors as and when circumstances warrant.</p> <p>The Independent Directors have met once in the absence of the other directors in FY2019.</p>
Board Membership		
4.1 4.2	What are the duties of the NC?	<p>The NC is guided by key terms of reference as follows:</p> <ul style="list-style-type: none"> (a) the review of board succession plans for directors, in particular, the Chairman and the CEO (or equivalent); (b) the development of a process for evaluation of the performance of the Board, its Board Committees and Directors; (c) the review of training and professional development programs for the Board; (d) to review and approve any new employment of related persons and proposed terms of their employment; (e) to decide whether or not a Director of the Company is able to and has been adequately carrying out his duties as a Director;

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation
		<p>(f) board appointments and re-nominations of existing Directors for re-election in accordance with the Company's Constitution (including alternate directors, if applicable) after having considered important issues, as part of the process for the selection, appointment and re-appointment of Directors, as to composition and progressive renewal of the Board and each director's competencies, commitment, contribution and performance (e.g. attendance, preparedness, participation, candour) including, if applicable, as an independent director; and</p> <p>(g) ensuring all Directors submit themselves for re-nomination and re-appointment at regular intervals and at least once every three years.</p>
4.4	(a) What is the maximum number of listed company board representations that the Company has prescribed for its directors? What are the reasons for this number?	<p>The Board has set the maximum number of listed company board representations as 10.</p> <p>Having assessed the capacity of the Directors based on factors disclosed in Section 4.4(c) below, the Board is of the view that this number would allow Directors to have increased exposure to different Boards and broaden their experience and knowledge in relation to Board matters, hence ultimately benefiting the Company.</p>
	(b) If a maximum has not been determined, what are the reasons?	Not applicable.
	(c) What are the specific considerations in deciding on the capacity of directors?	<p>The considerations in assessing the capacity of Directors include the following:</p> <ul style="list-style-type: none"> • expected and/or competing time commitments of Directors; • geographical location of Directors; • size and composition of the Board; and • nature and scope of the Group's operations and size.
	(d) Have the Directors adequately discharged their duties?	The NC has reviewed the time spent and attention given by each of the Directors to the Company's affairs, taking into account the multiple directorships and other principal commitments of each of the Directors (if any) and is satisfied that all Directors have discharged their duties adequately for FY2019.
4.5	Are there alternate Directors?	The Company does not have any alternate directors.

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation																		
4.6	Please describe the board nomination process for the Company in the last financial year for (i) selecting and appointing new directors and (ii) re-electing incumbent directors.	<p>Table 4.6(a) – Process for the Selection and Appointment of New Directors</p> <table border="1"> <tr> <td data-bbox="619 658 655 680">1.</td> <td data-bbox="663 658 879 714">Determination of selection criteria</td> <td data-bbox="887 658 1431 837"> <ul style="list-style-type: none"> The NC, in consultation with the Board, would identify the current needs of the Board in terms of expertise and skills that are required in the context of the strengths and weaknesses of the existing Board to complement and strengthen the Board. </td> </tr> <tr> <td data-bbox="619 848 655 871">2.</td> <td data-bbox="663 848 879 927">Search for suitable candidates</td> <td data-bbox="887 848 1431 960"> <ul style="list-style-type: none"> The NC would consider candidates proposed by the Directors, management or substantial shareholders, and may engage professional search firms where necessary. </td> </tr> <tr> <td data-bbox="619 972 655 994">3.</td> <td data-bbox="663 972 879 1050">Assessment of shortlisted candidates</td> <td data-bbox="887 972 1431 1061"> <ul style="list-style-type: none"> The NC would meet and interview the shortlisted candidates to assess their suitability. </td> </tr> <tr> <td data-bbox="619 1072 655 1095">4.</td> <td data-bbox="663 1072 879 1128">Appointment of director</td> <td data-bbox="887 1072 1431 1151"> <ul style="list-style-type: none"> The NC would recommend the selected candidate to the Board for consideration and approval. </td> </tr> </table> <p>Table 4.6(b) – Process for Re-electing Incumbent Directors</p> <table border="1"> <tr> <td data-bbox="619 1240 655 1263">1.</td> <td data-bbox="663 1240 879 1296">Assessment of director</td> <td data-bbox="887 1240 1431 1476"> <ul style="list-style-type: none"> The NC would assess the contributions and performance of the Director in accordance with the performance criteria set by the Board; and The NC would also review the range of expertise, skills and attributes of current Board members and consider the current needs of the Board. </td> </tr> <tr> <td data-bbox="619 1487 655 1509">2.</td> <td data-bbox="663 1487 879 1543">Re-appointment of director</td> <td data-bbox="887 1487 1431 1599"> <ul style="list-style-type: none"> Subject to the NC's satisfactory assessment, the NC would recommend the proposed re-appointment of the Director to the Board for its consideration and approval. </td> </tr> </table>	1.	Determination of selection criteria	<ul style="list-style-type: none"> The NC, in consultation with the Board, would identify the current needs of the Board in terms of expertise and skills that are required in the context of the strengths and weaknesses of the existing Board to complement and strengthen the Board. 	2.	Search for suitable candidates	<ul style="list-style-type: none"> The NC would consider candidates proposed by the Directors, management or substantial shareholders, and may engage professional search firms where necessary. 	3.	Assessment of shortlisted candidates	<ul style="list-style-type: none"> The NC would meet and interview the shortlisted candidates to assess their suitability. 	4.	Appointment of director	<ul style="list-style-type: none"> The NC would recommend the selected candidate to the Board for consideration and approval. 	1.	Assessment of director	<ul style="list-style-type: none"> The NC would assess the contributions and performance of the Director in accordance with the performance criteria set by the Board; and The NC would also review the range of expertise, skills and attributes of current Board members and consider the current needs of the Board. 	2.	Re-appointment of director	<ul style="list-style-type: none"> Subject to the NC's satisfactory assessment, the NC would recommend the proposed re-appointment of the Director to the Board for its consideration and approval.
1.	Determination of selection criteria	<ul style="list-style-type: none"> The NC, in consultation with the Board, would identify the current needs of the Board in terms of expertise and skills that are required in the context of the strengths and weaknesses of the existing Board to complement and strengthen the Board. 																		
2.	Search for suitable candidates	<ul style="list-style-type: none"> The NC would consider candidates proposed by the Directors, management or substantial shareholders, and may engage professional search firms where necessary. 																		
3.	Assessment of shortlisted candidates	<ul style="list-style-type: none"> The NC would meet and interview the shortlisted candidates to assess their suitability. 																		
4.	Appointment of director	<ul style="list-style-type: none"> The NC would recommend the selected candidate to the Board for consideration and approval. 																		
1.	Assessment of director	<ul style="list-style-type: none"> The NC would assess the contributions and performance of the Director in accordance with the performance criteria set by the Board; and The NC would also review the range of expertise, skills and attributes of current Board members and consider the current needs of the Board. 																		
2.	Re-appointment of director	<ul style="list-style-type: none"> Subject to the NC's satisfactory assessment, the NC would recommend the proposed re-appointment of the Director to the Board for its consideration and approval. 																		

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation
		<p>Pursuant to Regulation 117 of the Constitution, at least one-third of the Directors for the time being (or if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation. For the avoidance of doubt, each Director shall retire from office at least once every three (3) years. Pursuant to Regulation 118 of the Constitution, Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment.</p> <p>Pursuant to Regulation 122 of the Constitution, the Company may by ordinary resolution appoint any person to be a director to fill a casual vacancy or as an additional director. Any person so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election.</p> <p>As such, the Board has accepted the NC's recommendations to seek the approval of shareholders at the forthcoming AGM to re-elect Albert Saychuan Cheok and Phan Chee Shong who will be retiring pursuant to Regulation 117 of the Constitution and Teh Leong Kok, Chong Teik Siang and Prof. Roy Ling Chung Yee who will be retiring under Regulation 122 of the Constitution (collectively, the "Retiring Directors" and each a "Retiring Director"). In making the recommendations, the NC has considered Albert Saychuan Cheok, Phan Chee Shong, Teh Leong Kok, Chong Teik Siang and Prof. Roy Ling Chung Yee's overall contribution and performance. Albert Saychuan Cheok will, upon re-election as a Director, remain as the Chairman of the AC and a member of the NC and RC. Phan Chee Shong will, upon re-election as a Director, remain as an Executive Director and a member of the RMC. Teh Leong Kok will upon re-election as a Director, remain as Chairman of the RC and a member of the AC, NC and RMC. Chong Teik Siang will upon re-election as a Director, remain as Chairman of the NC and a member of the AC and RC.</p> <p>Albert Saychuan Cheok, Teh Leong Kok, Chong Teik Siang and Prof. Roy Ling Chung Yee will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.</p>

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation																																																						
		<p>Pursuant to Rule 720(5) of the Catalist Rules, the information as set out in Appendix 7F to the Catalist Rules relating to the Retiring Directors is disclosed below:</p> <table border="1" data-bbox="619 689 1434 2076"> <thead> <tr> <th data-bbox="619 696 751 770">Name of Director</th> <th data-bbox="758 696 890 770">Albert Saychuan Cheek</th> <th data-bbox="896 696 1029 770">Phan Chee Shong</th> <th data-bbox="1035 696 1168 770">Prof. Ling Chung Yee</th> <th data-bbox="1174 696 1307 770">Chong Teik Siang</th> <th data-bbox="1313 696 1434 770">Teh Leong Kok</th> </tr> </thead> <tbody> <tr> <td data-bbox="619 779 751 824">Date of Appointment</td> <td data-bbox="758 779 890 824">25 November 2009</td> <td data-bbox="896 779 1029 824">30 May 2016</td> <td data-bbox="1035 779 1168 824">14 March 2019</td> <td data-bbox="1174 779 1307 824">14 March 2019</td> <td data-bbox="1313 779 1434 824">14 March 2019</td> </tr> <tr> <td data-bbox="619 833 751 878">Date of Last Re-Appointment</td> <td data-bbox="758 833 890 878">26 January 2018</td> <td data-bbox="896 833 1029 878">20 January 2017</td> <td data-bbox="1035 833 1168 878">N.A.</td> <td data-bbox="1174 833 1307 878">N.A.</td> <td data-bbox="1313 833 1434 878">N.A.</td> </tr> <tr> <td data-bbox="619 887 751 931">Age</td> <td data-bbox="758 887 890 931">69</td> <td data-bbox="896 887 1029 931">64</td> <td data-bbox="1035 887 1168 931">42</td> <td data-bbox="1174 887 1307 931">45</td> <td data-bbox="1313 887 1434 931">61</td> </tr> <tr> <td data-bbox="619 940 751 985">Country of principal residence</td> <td data-bbox="758 940 890 985">Australia</td> <td data-bbox="896 940 1029 985">Malaysia</td> <td data-bbox="1035 940 1168 985">Singapore</td> <td data-bbox="1174 940 1307 985">Singapore</td> <td data-bbox="1313 940 1434 985">Malaysia</td> </tr> <tr> <td data-bbox="619 994 751 1406">The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)</td> <td data-bbox="758 994 890 1406">The Board has considered the recommendation of the NC and has reviewed the qualification and performance and suitability of him for re-appointment as Ind. Director and concluded that he possesses the skills and knowledge to carry out his responsibilities</td> <td data-bbox="896 994 1029 1406">The Board has considered the recommendation of the NC and has reviewed the qualification and performance and suitability of him for re-appointment as Exec. Dir. and concluded that he possesses the skills and knowledge to carry out his duties</td> <td data-bbox="1035 994 1168 1406">The Board has considered the recommendation of the NC and has reviewed the qualification and performance and suitability of him for re-appointment as Ind. Dir. and concluded that he possesses the skills and knowledge to carry out his duties</td> <td data-bbox="1174 994 1307 1406">The Board has considered the recommendation of the NC and has reviewed the qualification and performance and suitability of him for re-appointment as Ind. Dir. and concluded that he possesses the skills and knowledge to carry out his duties</td> <td data-bbox="1313 994 1434 1406">The Board has considered the recommendation of the NC and has reviewed the qualification and performance and suitability of him for re-appointment as Ind. Dir. and concluded that he possesses the skills and knowledge to carry out his duties</td> </tr> <tr> <td data-bbox="619 1415 751 1541">Whether appointment is executive, and if so, the area of responsibility</td> <td data-bbox="758 1415 890 1541">No</td> <td data-bbox="896 1415 1029 1541">Yes, overall day-to-day operations</td> <td data-bbox="1035 1415 1168 1541">No</td> <td data-bbox="1174 1415 1307 1541">No</td> <td data-bbox="1313 1415 1434 1541">No</td> </tr> <tr> <td data-bbox="619 1550 751 1639">Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)</td> <td data-bbox="758 1550 890 1639">AC Chairman, NC and RC member</td> <td data-bbox="896 1550 1029 1639">Executive Director, RMC member</td> <td data-bbox="1035 1550 1168 1639">AC, NC and RC member</td> <td data-bbox="1174 1550 1307 1639">NC Chairman, AC and RC member</td> <td data-bbox="1313 1550 1434 1639">RC Chairman, NC, RMC, AC member</td> </tr> <tr> <td data-bbox="619 1648 751 2076">Working experience and occupation(s) during the past 10 years</td> <td data-bbox="758 1648 890 2076">Chairman of Macau Chinese Bank, Bowsprit Corporation Ltd, Auric Pacific Group, LMIRT Management Ltd, AcrossAsia Ltd, Int'l Standards, Resources Holdings Ltd. Independent director of Hongkong Chinese and Advale Resources Ltd</td> <td data-bbox="896 1648 1029 2076">Director of Niche Properties Sdn Bhd</td> <td data-bbox="1035 1648 1168 2076">Ind. Dir. of Pine Capital Grp Ltd., TAP Private Equity Pte. Ltd., Arion Entertainment S'pore Ltd, Chaswood Resources Hldgs. Ltd., China Flexible Packaging Hldgs. Ltd.</td> <td data-bbox="1174 1648 1307 2076">Managing Consultant of EastField Grp, Snr. VP, Far East of Crossland Investment Ltd, Snr. Sales Mgr, Bank of East Asia, Dir., Grp Investment of Gold Bullion Asia Pte Ltd, Head of Unit Trust Marketing, Phillip Securities Pte Ltd.</td> <td data-bbox="1313 1648 1434 2076">Snr. GM of Land&Build Sdn Bhd., Chief Operating Officer of Malton Bhd., Project Director of OSK Property Holdings Bhd.</td> </tr> </tbody> </table>	Name of Director	Albert Saychuan Cheek	Phan Chee Shong	Prof. Ling Chung Yee	Chong Teik Siang	Teh Leong Kok	Date of Appointment	25 November 2009	30 May 2016	14 March 2019	14 March 2019	14 March 2019	Date of Last Re-Appointment	26 January 2018	20 January 2017	N.A.	N.A.	N.A.	Age	69	64	42	45	61	Country of principal residence	Australia	Malaysia	Singapore	Singapore	Malaysia	The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board has considered the recommendation of the NC and has reviewed the qualification and performance and suitability of him for re-appointment as Ind. Director and concluded that he possesses the skills and knowledge to carry out his responsibilities	The Board has considered the recommendation of the NC and has reviewed the qualification and performance and suitability of him for re-appointment as Exec. Dir. and concluded that he possesses the skills and knowledge to carry out his duties	The Board has considered the recommendation of the NC and has reviewed the qualification and performance and suitability of him for re-appointment as Ind. Dir. and concluded that he possesses the skills and knowledge to carry out his duties	The Board has considered the recommendation of the NC and has reviewed the qualification and performance and suitability of him for re-appointment as Ind. Dir. and concluded that he possesses the skills and knowledge to carry out his duties	The Board has considered the recommendation of the NC and has reviewed the qualification and performance and suitability of him for re-appointment as Ind. Dir. and concluded that he possesses the skills and knowledge to carry out his duties	Whether appointment is executive, and if so, the area of responsibility	No	Yes, overall day-to-day operations	No	No	No	Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	AC Chairman, NC and RC member	Executive Director, RMC member	AC, NC and RC member	NC Chairman, AC and RC member	RC Chairman, NC, RMC, AC member	Working experience and occupation(s) during the past 10 years	Chairman of Macau Chinese Bank, Bowsprit Corporation Ltd, Auric Pacific Group, LMIRT Management Ltd, AcrossAsia Ltd, Int'l Standards, Resources Holdings Ltd. Independent director of Hongkong Chinese and Advale Resources Ltd	Director of Niche Properties Sdn Bhd	Ind. Dir. of Pine Capital Grp Ltd., TAP Private Equity Pte. Ltd., Arion Entertainment S'pore Ltd, Chaswood Resources Hldgs. Ltd., China Flexible Packaging Hldgs. Ltd.	Managing Consultant of EastField Grp, Snr. VP, Far East of Crossland Investment Ltd, Snr. Sales Mgr, Bank of East Asia, Dir., Grp Investment of Gold Bullion Asia Pte Ltd, Head of Unit Trust Marketing, Phillip Securities Pte Ltd.	Snr. GM of Land&Build Sdn Bhd., Chief Operating Officer of Malton Bhd., Project Director of OSK Property Holdings Bhd.
Name of Director	Albert Saychuan Cheek	Phan Chee Shong	Prof. Ling Chung Yee	Chong Teik Siang	Teh Leong Kok																																																			
Date of Appointment	25 November 2009	30 May 2016	14 March 2019	14 March 2019	14 March 2019																																																			
Date of Last Re-Appointment	26 January 2018	20 January 2017	N.A.	N.A.	N.A.																																																			
Age	69	64	42	45	61																																																			
Country of principal residence	Australia	Malaysia	Singapore	Singapore	Malaysia																																																			
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board has considered the recommendation of the NC and has reviewed the qualification and performance and suitability of him for re-appointment as Ind. Director and concluded that he possesses the skills and knowledge to carry out his responsibilities	The Board has considered the recommendation of the NC and has reviewed the qualification and performance and suitability of him for re-appointment as Exec. Dir. and concluded that he possesses the skills and knowledge to carry out his duties	The Board has considered the recommendation of the NC and has reviewed the qualification and performance and suitability of him for re-appointment as Ind. Dir. and concluded that he possesses the skills and knowledge to carry out his duties	The Board has considered the recommendation of the NC and has reviewed the qualification and performance and suitability of him for re-appointment as Ind. Dir. and concluded that he possesses the skills and knowledge to carry out his duties	The Board has considered the recommendation of the NC and has reviewed the qualification and performance and suitability of him for re-appointment as Ind. Dir. and concluded that he possesses the skills and knowledge to carry out his duties																																																			
Whether appointment is executive, and if so, the area of responsibility	No	Yes, overall day-to-day operations	No	No	No																																																			
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	AC Chairman, NC and RC member	Executive Director, RMC member	AC, NC and RC member	NC Chairman, AC and RC member	RC Chairman, NC, RMC, AC member																																																			
Working experience and occupation(s) during the past 10 years	Chairman of Macau Chinese Bank, Bowsprit Corporation Ltd, Auric Pacific Group, LMIRT Management Ltd, AcrossAsia Ltd, Int'l Standards, Resources Holdings Ltd. Independent director of Hongkong Chinese and Advale Resources Ltd	Director of Niche Properties Sdn Bhd	Ind. Dir. of Pine Capital Grp Ltd., TAP Private Equity Pte. Ltd., Arion Entertainment S'pore Ltd, Chaswood Resources Hldgs. Ltd., China Flexible Packaging Hldgs. Ltd.	Managing Consultant of EastField Grp, Snr. VP, Far East of Crossland Investment Ltd, Snr. Sales Mgr, Bank of East Asia, Dir., Grp Investment of Gold Bullion Asia Pte Ltd, Head of Unit Trust Marketing, Phillip Securities Pte Ltd.	Snr. GM of Land&Build Sdn Bhd., Chief Operating Officer of Malton Bhd., Project Director of OSK Property Holdings Bhd.																																																			

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation					
		Name of Director	Albert Saychuan Cheok	Phan Chee Shong	Prof. Ling Chung Yee	Chong Teik Siang	Teh Leong Kok
		Shareholding interest in the listed issuer and its subsidiaries	500,000	Nil	Nil	Nil	Nil
		Any relationship with any existing director, executive director, the issuer and/ or substantial shareholder of the listed issuer or its principal subsidiaries	Nil	Nil	Nil	Nil	Nil
		Conflict of interest (including any competing business)	Nil	Nil	Nil	Nil	Nil
		Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes	Yes	Yes	Yes
		Other Principal Commitments Including Directorships					
		Past (for the last 5 years)	Chairman of Macau Chinese Bank, Bowsprit Corporation Ltd., Auric Pacific Group, LMIRT Management Ltd., AcrossAsia Ltd. and Int'l Standards Resources Holdings Ltd. Independent director of Hongkong Chinese and Adavale Resources	Nil	Independent director of Pine Capital Grp Ltd., TAP Private Equity Pte. Ltd., Arion Entertainment S'pore Ltd, Chaswood Resources Hldgs. Ltd., China Flexible Packaging Hldgs. Ltd.	Senior VP, Far East of Crossland Investment Ltd, Managing Consultant of EastField Group	Senior General Manager of Land & Build Sdn Bhd
		Present	Chairman of Supermax Bhd, 5G Networks Ltd. Ind. director of China Aircraft Leasing Group Holdings Ltd and Peppermint Innovation Ltd. Vice governor of the Board of Governors of M'sian Institute of Corporate Governance	Director of Niche Properties Sdn Bhd	Managing Director of RL Capital Management and independent director of United Food Holdings Ltd., Debao Property Dev. Ltd., Ace Achieve Infocom Ltd., Ley Choon Grp Hldgs Ltd., and Vingroup JSC.	Director, Portfolio management of Phillip Capital Management (S) Ltd.	Nil

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation					
		Name of Director	Albert Saychuan Cheok	Phan Chee Shong	Prof. Ling Chung Yee	Chong Teik Siang	Teh Leong Kok
Information required pursuant to Catalyst Rule 704(6)							
(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	No	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	No	No	No	
(c) Whether there is any unsatisfied judgment against him?		No	No	No	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	No	No	No	

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation					
		Name of Director	Albert Saychuan Cheok	Phan Chee Shong	Prof. Ling Chung Yee	Chong Teik Siang	Teh Leong Kok
		(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	No	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	No	No	No
		(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	No	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	No	No	No

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation					
		Name of Director	Albert Saychuan Cheok	Phan Chee Shong	Prof. Ling Chung Yee	Chong Teik Siang	Teh Leong Kok
		(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	No	No	No
		(j) Whether he has ever, to his knowledge, been concerned with the management of conduct, in Singapore or elsewhere, of the affairs of:-					
		(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No	No	No	No
		(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	No	No	No	No	No
		(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	No	No	No	No	No
		(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?	No	No	No	No	No

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation					
		<p>Name of Director</p> <p>(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?</p>	<p>Albert Saychuan Cheok</p> <p>In Hongkong, a listed company of which Mr Cheok was the independent non-executive chairman, was the subject of an enquiry for delay in making of an announcement between 4 to 15 January 2013. The Market Misconduct Tribunal ("MMT") delivered its report dated 29th November 2016. The MMT found no evidence of intentional misconduct or reckless misconduct. There was no suggestion that Mr Cheok's ability and fitness to act as a director of officer was impugned. Neither were there any connotations regarding Mr Cheok's character, integrity and competence</p>	<p>Phan Chee Shong</p> <p>No</p>	<p>Prof. Ling Chung Yee</p> <p>No</p>	<p>Chong Teik Siang</p> <p>No</p>	<p>Teh Leong Kok</p> <p>No</p>
Disclosure applicable to appointment of Director only							
Any prior experience as a director of a listed company? If yes, please provide details of prior experience.	Yes	No	Yes	No	No		
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. 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).	N.A. This relates to the re-appointment of director. Mr Cheok was appointed to the Company since 25 November 2009.	N.A. This relates to the re-appointment of director. Mr Phan was appointed to the Company since 23 May 2018.	N.A. This relates to the re-appointment of director.	N.A. This relates to the re-appointment of director. Mr Chong will complete the required trainings under the Catalist Rules within one year from his date of appointment.	N.A. This relates to the re-appointment of director. Mr Teh will complete the required trainings under the Catalist Rules within one year from his date of appointment.		

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation				
4.7	Please provide Directors' key information.	The key information of the Directors, including their appointment dates and directorships held in the past 3 years, are set out in the table below.				
Table 4.7 – Directors' Key Information						
Name of Director	Board Membership	Date of first appointment	Date of last re-appointment	Directorships in other listed companies		Other Principal Commitments
				Current	Past three years	
Albert Saychuan Cheok	Independent Chairman	25 November 2009	26 January 2018	China Aircraft Leasing Group Holdings Ltd, 5G Networks Limited, Supermax Bhd, Peppermint Innovation Ltd.	Auric Pacific Group, Bowsprit Capital Corporation Ltd, Lippo Mapletree Indonesia Retail Trust Management Ltd, Adavale Resources Ltd, Hongkong Chinese Limited, International Standards Resources Holdings Ltd	Vice Governor, Board of Governors, Malaysian Institute of Corporate Governance
Prof. Ling Chung Yee	Independent Non-Executive Director	14 March 2019	N.A.	Managing Director of RL Capital Management and Independent director of United Food Holdings Ltd., Debao Property Dev. Ltd., Ace Achieve Infocom Ltd., Ley Choon Grp Hldgs Ltd. and Vingroup JSC.	Independent director of Pine Capital Grp Ltd., TAP Private Equity Pte. Ltd., Arion Entertainment S'pore Ltd, Chaswood Resources Hldgs. Ltd., China Flexible Packaging Hldgs. Ltd.	Adjunct Professor in Finance at SKEMA Business School
Chong Teik Siang	Independent Director	14 March 2019	N.A.	Nil	Nil	Director, Portfolio Management of Phillip Capila Management (S) Ltd
Teh Leong Kok	Independent Director	14 March 2019	N.A.	Nil	Nil	Nil
Yap Weng Yau	Executive Director	22 February 2013	30 January 2019	Nil	Nil	Nil
Phan Chee Shong	Executive Director	30 May 2016	20 January 2017	Nil	Nil	Director of Niche Properties Sdn Bhd
Woon Ooi Jin	Executive Director	11 February 2010	30 January 2019	Nil	Nil	Nil

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation									
Board Performance											
5.1 5.2 5.3	What is the performance criteria set to evaluate the effectiveness of the Board as a whole and its board committees, and for assessing the contribution by each Director to the effectiveness of the Board?	<p>Table 5 sets out the performance criteria, as recommended by the NC and approved by the Board, to be relied upon to evaluate the effectiveness of the Board as a whole and its Board Committees, and for assessing the contribution by each Director to the effectiveness of the Board.</p> <table border="1"> <thead> <tr> <th colspan="3"><i>Table 5 – Performance Criteria</i></th> </tr> <tr> <th>Performance Criteria</th> <th>Board and Board Committees</th> <th>Individual Directors</th> </tr> </thead> <tbody> <tr> <td>Qualitative</td> <td> <ol style="list-style-type: none"> 1. Size and composition 2. Access to information 3. Quality of Board processes 4. Inputs to strategic planning 5. Board accountability 6. Executive Director/Top Management interaction 7. Guidance provided to Management 8. Standard of Conduct </td> <td> <ol style="list-style-type: none"> 1. Commitment of time 2. Knowledge and abilities 3. Teamwork 4. Overall effectiveness 5. Engagement with Management 6. Level of participation 7. Attendance record </td> </tr> </tbody> </table> <p>The NC would review the criteria on a periodic basis to ensure that the criteria is able to provide an accurate and effective performance assessment taking into consideration industry standards and the economic climate with the objective to enhance long term shareholder value, thereafter propose amendments if any, to the Board for approval. After review, the NC did not propose any changes to the performance criteria for FY2019 as compared to the previous financial year as the economic climate, Board composition, the Group's principal business activities remained largely the same since FY2018.</p>	<i>Table 5 – Performance Criteria</i>			Performance Criteria	Board and Board Committees	Individual Directors	Qualitative	<ol style="list-style-type: none"> 1. Size and composition 2. Access to information 3. Quality of Board processes 4. Inputs to strategic planning 5. Board accountability 6. Executive Director/Top Management interaction 7. Guidance provided to Management 8. Standard of Conduct 	<ol style="list-style-type: none"> 1. Commitment of time 2. Knowledge and abilities 3. Teamwork 4. Overall effectiveness 5. Engagement with Management 6. Level of participation 7. Attendance record
<i>Table 5 – Performance Criteria</i>											
Performance Criteria	Board and Board Committees	Individual Directors									
Qualitative	<ol style="list-style-type: none"> 1. Size and composition 2. Access to information 3. Quality of Board processes 4. Inputs to strategic planning 5. Board accountability 6. Executive Director/Top Management interaction 7. Guidance provided to Management 8. Standard of Conduct 	<ol style="list-style-type: none"> 1. Commitment of time 2. Knowledge and abilities 3. Teamwork 4. Overall effectiveness 5. Engagement with Management 6. Level of participation 7. Attendance record 									
	(a) What was the process upon which the Board reached the conclusion on its performance for the financial year?	<p>The review of the performance of the Board and the Board Committees is conducted by the NC annually. The review of the performance of each Director is also conducted at least annually and when the individual Director is due for re-election.</p> <p>For FY2019, the review process was as follows:</p> <ol style="list-style-type: none"> 1. all Directors individually completed a board evaluation questionnaire on the effectiveness of the Board and Board Committees, and the individual Directors based on criteria disclosed in Table 5 above; 2. the questionnaire results are collated for the NC's discussion and the NC concluded the performance results during the NC meeting; and 3. all NC members have abstained from the voting or review process of any matters in connection with the assessment of his performance. <p>No external facilitator was used in the evaluation process.</p>									
	(b) Has the Board met its performance objectives?	Yes, the Board has met its performance objectives.									

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation																								
Access to Information																										
6.1 10.3	What types of information does the Company provide to Non-Executive Directors to enable them to understand its business, the business and financial environment as well as the risks faced by the Company? How frequently is the information provided?	<p>It is the aim of the Board to provide shareholders with a balanced and understandable assessment of the Company's performance, position and prospects. This responsibility extends to the interim and full-year financial results announcements, other price-sensitive public reports and reports to regulators (if required).</p> <p>Management provides the Board with key information that is complete, adequate and timely. The types of information which are provided by the Management to Independent Directors are set out in the table below:</p> <table border="1" data-bbox="619 920 1431 1361"> <thead> <tr> <th></th> <th>Information</th> <th>Frequency</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Board papers (with background or explanatory information relating to the matters brought before the Board, where necessary)</td> <td>Quarterly</td> </tr> <tr> <td>2.</td> <td>Updates to the Group's operations and the markets in which the Group operates in</td> <td>Quarterly</td> </tr> <tr> <td>3.</td> <td>Reports on on-going or planned corporate actions</td> <td>Quarterly</td> </tr> <tr> <td>4.</td> <td>Internal auditors' ("IA") report(s)</td> <td>Yearly</td> </tr> <tr> <td>5.</td> <td>Regulatory updates and implications</td> <td>As and when required</td> </tr> <tr> <td>6.</td> <td>Significant project updates</td> <td>As and when required</td> </tr> <tr> <td>7.</td> <td>EA's report(s)</td> <td>Yearly</td> </tr> </tbody> </table> <p>Management recognises the importance of circulating information on a timely basis to ensure that the Board has adequate time to review the materials to facilitate a constructive and effective discussion during the scheduled meetings. As such, Management endeavours to circulate information for the Board meetings at least 1 week prior to the meetings to allow sufficient time for the Directors' review.</p> <p>Key management personnel will also provide any additional material or information that is requested by Directors or that is necessary to enable the Board to make a balanced and informed assessment of the Group's performance, position and prospects. Directors are also provided with the contact details of key management personnel to facilitate direct and independent access to the Management.</p>		Information	Frequency	1.	Board papers (with background or explanatory information relating to the matters brought before the Board, where necessary)	Quarterly	2.	Updates to the Group's operations and the markets in which the Group operates in	Quarterly	3.	Reports on on-going or planned corporate actions	Quarterly	4.	Internal auditors' ("IA") report(s)	Yearly	5.	Regulatory updates and implications	As and when required	6.	Significant project updates	As and when required	7.	EA's report(s)	Yearly
	Information	Frequency																								
1.	Board papers (with background or explanatory information relating to the matters brought before the Board, where necessary)	Quarterly																								
2.	Updates to the Group's operations and the markets in which the Group operates in	Quarterly																								
3.	Reports on on-going or planned corporate actions	Quarterly																								
4.	Internal auditors' ("IA") report(s)	Yearly																								
5.	Regulatory updates and implications	As and when required																								
6.	Significant project updates	As and when required																								
7.	EA's report(s)	Yearly																								

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation
6.3	What is the role of the Company Secretary?	<p>All Directors have separate and independent access to the Company Secretary. The role of the Company Secretary, the appointment and removal of whom is a matter for the Board as a whole, is as follows:</p> <ul style="list-style-type: none"> • ensuring that board procedures are followed and that the Company's Constitution, applicable rules and regulations, including requirements of the Securities and Futures Act (Chapter 289) of Singapore, the Companies Act (Chapter 50) of Singapore and the Catalist Rules are complied with; • ensuring good information flows within the Board and its Board Committees and between the senior management and the Directors, advising the Board on all governance matters, facilitating orientation and assisting with professional developments; and • attending all board and committee meetings. <p>Individually or collectively, in order to execute their duties, Directors are able to obtain independent professional advice at the Company's expense as and when required.</p>
REMUNERATION MATTERS		
<u>Developing Remuneration Policies</u>		
7.1	What is the role of the RC?	<p>The RC is guided by key terms of reference which include, amongst others, the following:</p> <ul style="list-style-type: none"> (a) review and recommend to the Board a framework of remuneration for Directors and key management personnel to ensure the package is sufficient to attract and retain people of required calibre to run the Company successfully. The review covers all aspects of remuneration including but not limited to Directors' fees, salaries, bonus, options and benefits-in-kind; (b) determine the specific remuneration package for Executive Directors and key management personnel based on performance, service seniority, experience and scope of responsibility. Such remuneration packages are periodically benchmarked to market/industry standards; (c) recommend the fees payable to non-executive Directors based on level of responsibilities undertaken by them; and (d) administer any long term incentive scheme (if applicable).
7.3	Were remuneration consultants engaged in the last financial year?	The Company did not engage any remuneration consultants in FY2019.

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation																																																																						
8.4	Are "claw-back" provisions provided for in the service agreements of Executive Directors and key management personnel?	The Company currently does not have any contractual provisions which allow it to reclaim incentives from the Executive Directors and key management personnel in certain circumstances. The Board is of the view that as the Group pays performance bonuses based on the actual performance of the Group and/or Company (and not on forward-looking results) as well as the actual results of its Executive Directors and key management personnel, "claw-back" provisions in the service agreements may not be relevant or appropriate.																																																																						
Disclosure on Remuneration																																																																								
9	What is the Company's remuneration policy?	The Company's remuneration policy, which covers all aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, benefits-in-kind, bonuses, options, share-based incentives and awards, is one that seeks to attract, retain and motivate talent to achieve the Company's business vision and create sustainable value for its stakeholders. The policy articulates to staff the link that total compensation has to the achievement of organisational and individual performance objectives, and benchmarked against relevant and comparative compensation in the market.																																																																						
9.1 9.2	Has the Company disclosed each Director's and the CEO's remuneration as well as a breakdown (in percentage or dollar terms) into base/fixed salary, variable or performance-related income/bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives? If not, what are the reasons for not disclosing so?	<p>The breakdown for the remuneration of the Directors for FY2019 is as follows:</p> <table border="1"> <caption>Table 9 – Directors' Remuneration</caption> <thead> <tr> <th>Name</th> <th>Remuneration Bands⁽¹⁾</th> <th>Salary \$'000</th> <th>Variable \$'000</th> <th>Directors Fees \$'000</th> <th>Others \$'000</th> <th>Total \$'000</th> </tr> </thead> <tbody> <tr> <td>Albert Saychuan Cheek</td> <td>A</td> <td>–</td> <td>–</td> <td>14</td> <td>–</td> <td>14</td> </tr> <tr> <td>Prof. Ling Chung Yee</td> <td>A</td> <td>–</td> <td>–</td> <td>7</td> <td>–</td> <td>7</td> </tr> <tr> <td>Chong Teik Siang</td> <td>A</td> <td>–</td> <td>–</td> <td>7</td> <td>–</td> <td>7</td> </tr> <tr> <td>Teh Leong Kok</td> <td>A</td> <td>–</td> <td>–</td> <td>7</td> <td>–</td> <td>7</td> </tr> <tr> <td>Yap Weng Yau</td> <td>A</td> <td>93</td> <td>8</td> <td>11</td> <td>–</td> <td>112</td> </tr> <tr> <td>Phan Chee Shong</td> <td>A</td> <td>79</td> <td>6</td> <td>11</td> <td>–</td> <td>96</td> </tr> <tr> <td>Woon Ooi Jin</td> <td>A</td> <td>59</td> <td>6</td> <td>11</td> <td>7</td> <td>83</td> </tr> <tr> <td>Chong Kum Fatt</td> <td>A</td> <td>–</td> <td>–</td> <td>5</td> <td>–</td> <td>5</td> </tr> <tr> <td>Ng Chin Hoo</td> <td>A</td> <td>–</td> <td>–</td> <td>5</td> <td>–</td> <td>5</td> </tr> </tbody> </table> <p>Note: (1) Remuneration Band A refers to remuneration of up to S\$250,000 per annum.</p> <p>There were no termination, retirement and post-employment benefits that may be granted to Directors, the Executive Directors and the top key management personnel (who are not Directors) in FY2019.</p>	Name	Remuneration Bands ⁽¹⁾	Salary \$'000	Variable \$'000	Directors Fees \$'000	Others \$'000	Total \$'000	Albert Saychuan Cheek	A	–	–	14	–	14	Prof. Ling Chung Yee	A	–	–	7	–	7	Chong Teik Siang	A	–	–	7	–	7	Teh Leong Kok	A	–	–	7	–	7	Yap Weng Yau	A	93	8	11	–	112	Phan Chee Shong	A	79	6	11	–	96	Woon Ooi Jin	A	59	6	11	7	83	Chong Kum Fatt	A	–	–	5	–	5	Ng Chin Hoo	A	–	–	5	–	5
Name	Remuneration Bands ⁽¹⁾	Salary \$'000	Variable \$'000	Directors Fees \$'000	Others \$'000	Total \$'000																																																																		
Albert Saychuan Cheek	A	–	–	14	–	14																																																																		
Prof. Ling Chung Yee	A	–	–	7	–	7																																																																		
Chong Teik Siang	A	–	–	7	–	7																																																																		
Teh Leong Kok	A	–	–	7	–	7																																																																		
Yap Weng Yau	A	93	8	11	–	112																																																																		
Phan Chee Shong	A	79	6	11	–	96																																																																		
Woon Ooi Jin	A	59	6	11	7	83																																																																		
Chong Kum Fatt	A	–	–	5	–	5																																																																		
Ng Chin Hoo	A	–	–	5	–	5																																																																		

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation										
9.3	<p>(a) Has the Company disclosed each key management personnel's remuneration, in bands of S\$250,000 or more in detail, as well as a breakdown (in percentage or dollar terms) into base/fixed salary, variable or performance-related income/bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives? If not, what are the reasons for not disclosing so?</p> <p>(b) Please disclose the aggregate remuneration paid to the top five key management personnel (who are not Directors or the CEO).</p>	<p>The Company only has one (1) top key management personnel.</p> <p>The breakdown for the remuneration of the Company's key management personnel (who are not Directors or the CEO (or equivalent)) for FY2019 is as follows:</p> <table border="1"> <caption>Table 9.3 – Remuneration of Key Management Personnel</caption> <thead> <tr> <th>Remuneration Band</th> <th>Base/Fixed Salary \$'000</th> <th>Variable/Bonus \$'000</th> <th>Others \$'000</th> <th>Total \$'000</th> </tr> </thead> <tbody> <tr> <td>Up to \$250,000</td> <td>44</td> <td>14</td> <td>23</td> <td>81</td> </tr> </tbody> </table> <p>Note: The Board has decided not to disclose the names of the top key management personnel due to competitive pressures in the talent market and the need to ensure Company's competitive advantage in the retention of staff as well as the sensitivity of the remuneration matters.</p> <p>The total remuneration paid to the top key management personnel (who is not a Director or the CEO (or equivalent)) for FY2019 was \$81,000.</p>	Remuneration Band	Base/Fixed Salary \$'000	Variable/Bonus \$'000	Others \$'000	Total \$'000	Up to \$250,000	44	14	23	81
Remuneration Band	Base/Fixed Salary \$'000	Variable/Bonus \$'000	Others \$'000	Total \$'000								
Up to \$250,000	44	14	23	81								
9.4	<p>Is there any employee who is an immediate family member of a Director or the CEO, and whose remuneration exceeds S\$50,000 during the last financial year? If so, please identify the employee and specify the relationship with the relevant Director or the CEO.</p>	<p>There was no employee of the Group who was an immediate family member of a Director or the CEO (or equivalent) whose remuneration exceeded \$50,000 in FY2019.</p>										

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation						
9.5	Please provide details of the employee share scheme(s).	The Company does not have an employee share scheme.						
9.6	(a) Please describe how the remuneration received by Executive Directors and key management personnel has been determined by the performance criteria.	The remuneration received by the Executive Directors and key management personnel takes into consideration his or her individual performance and contribution towards the overall performance of the Group for FY2019. Their remuneration is made up of fixed and variable compensations. The fixed compensation consists of an annual base salary, fixed allowance and annual wage supplement. The variable compensation is determined based on the level of achievement of corporate and individual performance objectives.						
	(b) What were the performance conditions used to determine their entitlement under the short term and long term incentive schemes?	<p>The following performance conditions were chosen for the Group to remain competitive and to motivate the Executive Directors and key management personnel to work in alignment with the goals of all stakeholders:</p> <table border="1"> <thead> <tr> <th colspan="2"><i>Table 9.6(b) – Performance Conditions</i></th> </tr> <tr> <th>Performance Conditions</th> <th>Short-term Incentives (such as performance bonus)</th> </tr> </thead> <tbody> <tr> <td>Qualitative</td> <td> 1. Leadership 2. People development 3. Attitude and commitment 4. Productivity level 5. Cooperation and teamwork </td> </tr> </tbody> </table>	<i>Table 9.6(b) – Performance Conditions</i>		Performance Conditions	Short-term Incentives (such as performance bonus)	Qualitative	1. Leadership 2. People development 3. Attitude and commitment 4. Productivity level 5. Cooperation and teamwork
	<i>Table 9.6(b) – Performance Conditions</i>							
Performance Conditions	Short-term Incentives (such as performance bonus)							
Qualitative	1. Leadership 2. People development 3. Attitude and commitment 4. Productivity level 5. Cooperation and teamwork							
(c) Were all of these performance conditions met? If not, what were the reasons?	Yes, the RC has reviewed and is satisfied that the performance conditions were met for FY2019.							

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation
ACCOUNTABILITY AND AUDIT		
Risk Management and Internal Controls		
11.2 11.3	(a) In relation to the major risks faced by the Company, including financial, operational, compliance, information technology and sustainability, please state the bases for the Board's view on the adequacy and effectiveness of the Company's internal controls and risk management systems.	<p>The Board together with the AC, is responsible for the overall risk governance, risk management and internal control framework of the Group and is fully aware of the need to put in place a system of internal controls within the Group to safeguard shareholders' interests, the Group's assets, and to manage risks. The RMC oversees the design, implementation and monitoring of the risk management and internal control systems and is responsible to oversee and advise the Board on the Group's risk exposure, risk appetite and risk strategy. The committee also review and guides the management in the formation of the Group's risk policies and execution of risk assessment processes and mitigation strategies.</p> <p>At least once a year, the RMC undertakes a formal enterprise-wide review of the adequacy and effectiveness of its risk management and internal control systems, including financial, operational, compliance and information technology controls. During this exercise, risk owners review and update the risks and controls for their respective areas. The result of this annual risk review is presented to the Board to ensure enterprise risks are appropriately identified and managed such that residual risks are acceptable given the operational nature of the business.</p> <p>The Board, the RMC and the AC is of the view that the Company's internal controls (including financial, operational, compliance and information technology controls) and risk management systems were adequate and effective for FY2019.</p> <p>The bases for the Board's view are as follows:</p> <ol style="list-style-type: none"> 1. assurance has been received from the CEO (or equivalent) and Chief Financial Officer ("CFO") (or equivalent) (refer to Section 11.3(b) below); 2. an internal audit has been done by the IA and significant matters highlighted to the AC and key management personnel were appropriately and adequately addressed; 3. key management personnel regularly evaluates, monitors and reports to the AC on material risks;

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation
		<p>4. discussions were held between the AC and auditors in the absence of the key management personnel to review and address any potential concerns;</p> <p>5. an enterprise risk management framework overseen by the RMC was established to identify, manage and mitigate significant risks;</p> <p>6. risk appetite statements with tolerance limits have been approved by the Board to contain risks within acceptable levels; and</p> <p>7. the Group has put in place whistle-blowing procedures by which employees may report and raise any concerns on possible wrongdoings in good faith and in confidence. All concerns can be reported to the Chairman of the Audit Committee which will then be forwarded to the CEO (or equivalent) and AC. They will assess whether action or review is required. The whistle-blowing procedure is posted on the Company's notice boards for staff easy reference.</p> <p>The Company is gradually placing emphasis on sustainability and would implement appropriate policies and programmes when the opportunities arise.</p>
	<p>(b) In respect of the past 12 months, has the Board received assurance from the CEO and the CFO as well as the IA that: (i) the financial records have been properly maintained and the financial statements give true and fair view of the Company's operations and finances; and (ii) the Company's risk management and internal control systems are effective? If not, how does the Board assure itself of points (i) and (ii) above?</p>	<p>Yes, the Board has obtained such assurance from the CEO (or equivalent) and CFO (or equivalent) in respect of FY2019 and relied on the EA's report as set out in this Annual Report that the financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances.</p> <p>The Board has additionally relied on the reports issued to the Company by Brenda Hoh & Associates ("IA") for FY2019 as assurances that the Company's risk management and internal control systems are effective.</p>

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation
Audit Committee		
12.1 12.4	What is the composition of and role of the AC?	<p>All members of the AC are independent.</p> <p>The AC is guided by the following key terms of reference:</p> <ul style="list-style-type: none"> (a) consider and recommend the nomination and appointment or re-appointment of the external auditors, the level of their remuneration and matters relating to resignation or removal of the external auditors, and review with the external auditors the audit plans, their evaluation of the system of internal accounting controls, their audit reports, their management letter and the Company's management's response before submission of the results of such review to the Board for approval; (b) consider the appointment or re-appointment of the internal auditors, the level of their remuneration and matters relating to resignation or removal of the internal auditors, and review with the internal auditors the internal audit plans and their evaluation of the adequacy of the Company's system of internal accounting controls and accounting system before submission of the results of such review to the Board for approval prior to the incorporation of such results in the Company's annual report (where necessary); (c) review the system of internal accounting controls and procedures established by management and discuss problems and concerns, if any, arising from the interim and final audits, and any matters which the auditors may wish to discuss (in the absence of management where necessary); (d) together with the RMC oversees the development of the Company's risk framework to manage the current risk exposures and future risk strategy of the Company; (e) review the annual and quarterly financial statements and results announcements, where applicable, before submission to the Board for approval, focusing in particular, on changes in accounting policies and practices, major areas of judgement, significant adjustments resulting from the audit, the going concern statement, compliance with accounting standards as well as compliance with any stock exchange and statutory/regulatory requirements; (f) review the effectiveness and adequacy of the Company's administrative, operating, internal accounting and financial control procedures; (g) review the scope and results of the external audit, and the independence and objectivity of the external auditors; (h) review interested person transactions in accordance with the requirements of the Catalist Rules; and (i) review arrangements by which the staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting and to ensure that arrangements are in place for the independent investigations of such matter and for appropriate follow-up.

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation									
12.2	Are the members of the AC appropriately qualified to discharge their responsibilities?	<p>Yes. The Board considers Albert Saychuan Cheok, who has extensive and practical accounting and financial management knowledge and experience, well qualified to chair the AC. Prof. Ling Chung Yee, Chong Teik Siang and Teh Leong Kok of the AC have sufficient knowledge and practical experience in financial management and matters.</p> <p>The members of the AC collectively have many years of strong accounting and related financial management expertise and experience and are appropriately qualified to discharge their responsibilities.</p>									
12.5	Has the AC met with the auditors in the absence of key management personnel?	Yes, the AC has met with the IA and the EA once in the absence of key management personnel in FY2019.									
12.6	Has the AC reviewed the independence of the EA?	There are no non-audit fees incurred for FY2019. The AC has reviewed the non-audit services provided by the EA and is satisfied that the nature and extent of such services would not prejudice the independence of the EA, and has recommended the re-appointment of the EA at the forthcoming AGM.									
	(a) Please provide a breakdown of the fees paid in total to the EA for audit and non-audit services for the financial year.	<table border="1"> <thead> <tr> <th colspan="3">Table 12.6(a) – Fees Paid/Payable to the EA for FY2019</th> </tr> <tr> <th></th> <th>S\$'000</th> <th>% of total</th> </tr> </thead> <tbody> <tr> <td>Audit fees</td> <td>68</td> <td>100</td> </tr> </tbody> </table>	Table 12.6(a) – Fees Paid/Payable to the EA for FY2019				S\$'000	% of total	Audit fees	68	100
	Table 12.6(a) – Fees Paid/Payable to the EA for FY2019										
	S\$'000	% of total									
Audit fees	68	100									
(b) If the EA have supplied a substantial volume of non-audit services to the Company, please state the bases for the AC's view on the independence of the EA.	There were no non-audit services rendered during FY2019.										

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation
12.7	Does the Company have a whistle-blowing policy?	<p>The Group has put in place whistle-blowing procedures by which employees and the public may report and raise any concerns on possible wrongdoings in good faith and in confidence. All concerns can be reported to the Head of Admin & HR which will then be forwarded to the Executive Director and/or AC as appropriate. They will assess whether action or review is required. Alternatively, all concerns may be received by the AC through our whistle blower email in our website. The whistle-blowing procedure is posted on the Company's notice boards for easy reference of the Company's staff.</p> <p>The Company has made the whistle blowing policy publicly available on 27 September 2019 and arrangements will be made to ensure independent investigations will be conducted, if deemed fit.</p>
12.8	What are the AC's activities or the measures it has taken to keep abreast of changes to accounting standards and issues which have a direct impact on financial statements?	In FY2019, the AC was briefed by the EA on the changes or amendments to the accounting standards which may have a direct impact on the financial statements.
12.9	Are there any member of the AC who is a former partner or director of the Company's existing auditing firm or auditing corporation (a) within a period of 12 months commencing on the date of his ceasing to be a partner of the auditing firm or the auditing corporation; and in any case (b) for as long as he has any financial interest in the auditing firm or auditing corporation?	There is no AC member who is a former partner or director of the Company's existing auditing firm or audit corporation within the last twelve months and none of the AC members hold any financial interest in the external audit firm.
Internal Audit		
13.1 13.2 13.3 13.4 13.5	Please provide details of the Company's internal audit function, if any.	The Company's internal audit function is outsourced to Brenda Hoh & Associates ("IA") that reports directly to the AC Chairman and administratively to the CEO (or equivalent) and CFO (or equivalent). The AC reviews and approves the internal audit plan to ensure the adequacy of the scope of audit. The AC is satisfied that the internal audit function is independent, effective, and adequately qualified (given, inter alia, its adherence to standards set by internationally recognised professional bodies) and resourced, and has the appropriate standing in the Company to discharge its duties effectively.

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation
SHAREHOLDER RIGHTS AND RESPONSIBILITIES		
<u>Shareholder Rights</u>		
14.2	Are shareholders informed of the rules, including voting procedures, that govern general meetings of shareholders?	Shareholders are entitled to attend the general meetings of shareholders and are afforded the opportunity to participate effectively in and vote at general meetings of shareholders. An independent polling agent is appointed by the Company for general meetings who will explain the rules, including the voting procedures, that govern the general meetings of shareholders.
14.3	Are corporations which provide nominee or custodial services allowed to appoint more than two proxies?	The Company's Constitution allows a shareholder to appoint up to two proxies to attend and vote in the shareholder's place at the general meetings of shareholders. Pursuant to the introduction of the multiple proxies regime under the Singapore Companies (Amendment) Act 2014, indirect investors who hold the Company's shares through a nominee company or custodian bank or through a Central Provident Fund agent bank may attend and vote at general meetings.
<u>Communication with Shareholders</u>		
15.1	Does the Company have an investor relations policy?	The Company has in place an investor relations policy, to promote regular, effective and fair communication.
15.2 15.3 15.4	(a) Does the Company regularly communicate with shareholders and attend to their questions? How often does the Company meet with institutional and retail investors?	The Company solicits feedback from and addresses the concerns of shareholders (including institutional and retail investors) via the following: The contacts of the investor relations officer are as follows: Investor Relations Department, Unit A-15-1, AmpleWest@Menara 6, No 6, Jalan P. Ramlee, 50250 Kuala Lumpur, Malaysia. Tel: (+60) 3-2072 1138 Fax: (+60) 3-2072 1127 Email address: investor_relations@amplefield.com
	(b) Is this done by a dedicated investor relations team (or equivalent)? If not, who performs this role?	The Company has an internal investor relations team.
	(c) How does the Company keep shareholders informed of corporate developments, apart from SGXNet announcements and the annual report?	The Company updates shareholders on its corporate developments through the SGXNet announcements, its annual report and at general meetings.

REPORT ON CORPORATE GOVERNANCE

Guideline	Code and/or Guide Description	Company's Compliance or Explanation
15.5	Does the Company have a dividend policy?	The Company does not have a fixed dividend policy. Nonetheless, key management personnel will review, <i>inter alia</i> , the Group's performance in the relevant financial period, projected capital needs and working capital requirements and make appropriate recommendations to the Board on dividend declaration.
	Is the Company is paying dividends for the financial year? If not, please explain why.	The Board has not declared or recommended any dividends for FY2019, as notwithstanding the Group was profitable in FY2019, the Company still has accumulated losses. Furthermore, the Group is keeping its resources for working capital and expansion.
CONDUCT OF SHAREHOLDER MEETINGS		
16.1 16.3 16.4 16.5	How are the general meetings of shareholders conducted?	<p>The Company's Constitution allow for abstentia voting.</p> <p>The Company requires all Directors (including the respective chairman of the Board Committees) to be present at all general meetings of shareholders, except in cases of exigencies. The EA is also required to be present to address shareholders' queries about the conduct of audit and the preparation and content of the independent auditor's report.</p> <p>All resolutions are put to vote by poll, and their detailed results will be announced via SGXNet after the conclusion of the general meeting.</p> <p>All minutes of general meetings including the questions raised by shareholders in relation to the meeting agenda and the responses from the Board and/or Management, will be made available to shareholders upon their request within a reasonable time frame after the general meeting.</p>

REPORT ON CORPORATE GOVERNANCE

Catalist Rule	Rule Description	Company's Compliance or Explanation								
COMPLIANCE WITH APPLICABLE CATALIST RULES										
712, 715 or 716	Appointment of Auditors	The Company confirms its compliance to the Catalist Rules 712 and 715.								
1204(8)	Material Contracts	<p>Save as disclosed below, there were no material contracts entered into by the Group involving the interest of the Executive Director, any Director, or controlling shareholder, which are either still subsisting at the end of FY2019 or if not then subsisting, entered into since the end of the previous financial year.</p> <table border="1"> <thead> <tr> <th>Party</th> <th>Date of Contract</th> <th>Contract Value</th> <th>Description</th> </tr> </thead> <tbody> <tr> <td>Sing Viet City Ltd, (an associate of controlling shareholder of the Company, Dato Sri Yap Teiong Choon)</td> <td>4 December 2017</td> <td>\$24,792,000</td> <td>Earthworks and sandfill contract on 63.8 hectares piece of land at Lang Le, Le Minh Xuan Ward, Binh Chanh District, Ho Chi Minh City, Vietnam</td> </tr> </tbody> </table>	Party	Date of Contract	Contract Value	Description	Sing Viet City Ltd, (an associate of controlling shareholder of the Company, Dato Sri Yap Teiong Choon)	4 December 2017	\$24,792,000	Earthworks and sandfill contract on 63.8 hectares piece of land at Lang Le, Le Minh Xuan Ward, Binh Chanh District, Ho Chi Minh City, Vietnam
Party	Date of Contract	Contract Value	Description							
Sing Viet City Ltd, (an associate of controlling shareholder of the Company, Dato Sri Yap Teiong Choon)	4 December 2017	\$24,792,000	Earthworks and sandfill contract on 63.8 hectares piece of land at Lang Le, Le Minh Xuan Ward, Binh Chanh District, Ho Chi Minh City, Vietnam							
1204(10)	Confirmation of adequacy of internal controls	<p>The Board, RMC and the AC are of the opinion that the Company has adequate and effective systems of internal controls and risk management to address the financial, operational and compliance and information technology control and risk management systems which the Group considers relevant and material to its current business scope and environment for FY2019 based on the following:</p> <ul style="list-style-type: none"> internal controls and the risk management system established by the Company; work performed by the IA and EA; assurances from the CEO (or equivalent) and CFO (or equivalent); and reviews done by the various Board Committees and key management personnel. 								
1204(17)	Interested Persons Transaction ("IPT")	<p>The Group has procedures governing all IPTs to ensure that they are properly documented and reported on a timely manner to the AC and that they are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders.</p> <p>There were no interested person transactions which were more than \$100,000 entered into in FY2019. The Group has a general mandate for recurrent mandated interested person transactions.</p>								

REPORT ON CORPORATE GOVERNANCE

Catalist Rule	Rule Description	Company's Compliance or Explanation
1204(19)	Dealing in Securities	<p>The Company has adopted an internal policy which prohibits the Directors and officers from dealing in the securities of the Company while in possession of price-sensitive information.</p> <p>The Company, its Directors and officers are also discouraged from dealing in the Company's securities on short term considerations and are prohibited from dealing in the Company's securities during the period beginning two weeks before the announcement of the Company's quarterly financial statements and one month before the announcement of the Company's full-year financial statements respectively, and ending on the date of the announcement of the relevant results.</p>
1204(21)	Non-sponsor fees	For FY2019, there were no non-sponsor fees paid or payable to its sponsor, PrimePartners Corporate Finance Pte. Ltd.
1204(22)	Use of Proceeds	N.A.

REVIEW OF OPERATIONS

The Group's revenue decreased from \$11.1 million for the financial year ended 30 September 2018 ("FY2018") to \$7.1 million for the financial year ended 30 September 2019 ("FY2019"). The decrease in revenue for FY2019 was due mainly to lower billings from our construction segment. Construction revenue from the Group's property development and construction segment dropped from \$9.2 million in FY2018 to \$5.0 million in FY2019 due to decreased activities in Vietnam during the year. Meanwhile, the revenue attributed to facilities provider or rental segment from the Group's investment properties in the Philippines was \$2.1 million in FY2019 (FY2018: \$2.0 million).

Other income has increased from \$0.18 million in FY2018 to \$0.50 million in FY2019. In FY2019, the main component of other income was the fair value gain on investment properties of \$0.3 million. In FY2018, the main component of other income was gain on disposal of investment properties in Pasir Gudang, Johor, Malaysia of \$75k.

In line with the lower revenue from construction activities, the construction costs decreased to \$4.6 million (FY2018: \$8.3 million). Employees benefit expenses increased from \$0.53 million in FY2018 to \$0.59 million in FY2019 due to higher headcount in the Philippines for more staff in maintenance and accounting as well as general workers. Depreciation charges increased from \$0.02 million to \$0.04 million due to full year's depreciation for most of the fixed assets items. Other expenses of \$1.0 million (FY2018:\$1.2 million) comprised of items such as professional fees, regulatory and administrative costs, rental of office, foreign exchange losses. The decrease in other expenses was due mainly to decrease in professional fees paid to real estate agent of \$0.04 million (FY2018: \$0.1 million) for securing tenants for the Group's investment properties as well as decrease in foreign exchange loss of \$0.1 million in FY2018 to nil in FY2019. Finance costs have dropped further from \$256k in FY2018 to \$177k in FY2019 due to lower level of bank borrowings as a result of repayment during the financial year.

The share of results of associates has increased to \$0.5 million in FY2019 (FY2018: loss of \$0.04 million) due mainly to share of results of newly acquired associated company, CAM Ventures Development Inc. The increase was due mainly to fair value gain and leasing income from the investment properties of the associates.

The Group recorded a profit before tax from operations of \$1.7 million for FY2019 compared to \$0.9 million in FY2018. The Group's profit after tax was \$1.6 million in FY2019 compared \$0.8 million in FY2018. Meanwhile, the profits attributable to the shareholders of the Company and non-controlling interests in FY2019 was \$1.5 million (FY2018: \$0.6 million) and \$0.09 million (FY2018: \$0.2 million) respectively.

Contracts entered into by the Group which are still subsisting at the end of FY2019 are as follows:

Date of Contract	Contract Value	Duration	Scope of Works
6 May 2014	USD23 million	12 months from site possession	Civil and structural works on main infrastructure on 63.8 hectares, parcel of land at Le Minh Xuan Ward, Binh Chanh District, Ho Chi Minh City, Vietnam ("Land").
14 July 2014	USD9 million	12 months upon commencement of M&E	Mechanical & Engineering ("M&E") works on main infrastructure on 63.8 hectares, parcel of the Land.
24 Nov 2014	\$233 million	36 months from site possession	Design, execution and completion of main infrastructure works on 300 hectares, parcel of the Land.
4 Dec 2017	\$24.792 million	Until 30 September 2020	Earth works and sandfill contract on 63.8 hectares parcel of Land.

REVIEW OF OPERATIONS

Note:

The contracts are between Citybuilders Vietnam Co., Ltd. ("**CBVN**"), a subsidiary of the Company and Sing Viet City Limited ("**SVC**"). Approximately 3% of the contract value in relation to the contract dated 6 May 2014 had been billed as the entire 63.8 hectares of the Land had been handed over by SVC to CBVN only on 29 September 2016 mainly due to protracted delay in land handover by existing land owners to SVC and rising construction materials faced by CBVN. Upon further negotiation between CBVN and SVC, the Company had announced on 4 December 2017, that it was awarded a \$24.792 million contract to resume certain of the main infrastructure works on the 63.8 hectares of Land by undertaking the soil investigation, preliminary works, site clearance, sandfilling and related earthworks which is expected to be completed by end September 2020. Meanwhile, both CBVN and SVC are currently reviewing the completion and delivery date of the 6 May 2014 contract and will update shareholders as and when appropriate.

There was no M&E works carried out to date by CBVN in relation to the contract dated 14 July 2014 pending the completion of the main infrastructure works on the 63.8 hectares of the Land.

Save for certain design works being carried out in relation to the contract dated 24 November 2014, CBVN had not commenced any physical works on the 300 hectares of the Land as SVC had not handed the possession of the 300 hectares of the Land to CBVN.

DIRECTORS' STATEMENT

The directors present this statement to the members together with the audited and consolidated financial statements of the Group for the financial year ended 30 September 2019 and the balance sheet of the Company as at 30 September 2019.

(1) DIRECTORS' OPINION

In the opinion of the directors,

- (a) the financial statements set out on pages 51 to 110 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 30 September 2019, and the financial performance, changes in equity and cash flows of the Group for the year then ended; and
- (b) 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.

(2) DIRECTORS

The directors holding office at the date of this statement are:

Mr Albert Saychuan Cheok
Mr Yap Weng Yau
Mr Woon Ooi Jin
Mr Phan Chee Shong
Mr Chong Teik Siang (appointed on 14 March 2019)
Mr Teh Leong Kok (appointed on 14 March 2019)
Prof. Ling Chung Yee Roy (appointed on 14 March 2019)

(3) ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Neither during nor at the end of the financial year was the Company a party to any arrangement the object of which was to enable the directors of the Company to acquire benefits through the acquisition of shares in, or debentures of, the Company or any other body corporate.

(4) DIRECTORS' INTERESTS IN SHARES OR DEBENTURES

The Company's immediate and ultimate holding company is Olander Limited, a company incorporated in British Virgin Islands.

DIRECTORS' STATEMENT

(Continued)

(4) DIRECTORS' INTERESTS IN SHARES OR DEBENTURES (CONTINUED)

The directors holding office at the end of the financial year and their interests in shares and debentures of the Company and related corporations as recorded in the Register of Directors' Shareholdings kept by the Company under Section 164 of the Companies Act, Cap. 50 were as follows:–

	Ordinary shares registered in the name of Directors or nominees			Ordinary shares in which Directors are deemed to have interests		
	As at 01-10-2018/ Date of appointment		As at 21-10-2019	As at 01-10-2018/ Date of appointment		As at 21-10-2019
	As at 30-09-2019	As at 21-10-2019	As at 30-09-2019	As at 21-10-2019	As at 30-09-2019	As at 21-10-2019
Amplefield Limited						
Mr Albert Saychuan Cheok	500,000	500,000	500,000	–	–	–
Mr Yap Weng Yau	–	–	–	–	–	–
Mr Woon Ooi Jin	–	–	–	–	–	–
Mr Phan Chee Shong	–	–	–	–	–	–
Mr Chong Teik Siang	–	–	–	–	–	–
Mr Teh Leong Kok	–	–	–	–	–	–
Prof Ling Chung Yee Roy	–	–	–	–	–	–

(5) SHARE OPTIONS

There were no options granted during the financial year to take up unissued shares of the Company or any corporation in the Group.

During the financial year, there were no shares of the Company or any corporation in the Group issued by virtue of the exercise of options.

There were no unissued shares of the Company or any corporation in the Group under option at the end of the financial year.

(6) AUDIT COMMITTEE

The audit committee performed the functions specified in the Companies Act. The functions performed are detailed in the Company's annual report under "Report on Corporate Governance".

DIRECTORS' STATEMENT

(Continued)

(7) AUDITORS

The auditors, Messrs. Lo Hock Ling & Co., have expressed their willingness to accept re-appointment.

On behalf of the Directors,

Albert Saychuan Cheok
Chairman

Yap Weng Yau
Executive Director

23 December 2019

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF AMPLEFIELD LIMITED

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying financial statements of Amplefield Limited (the "Company") and its subsidiaries (collectively the "Group") set out on pages 51 to 110, which comprise the statements of financial position (balance sheets) of the Group and of the Company as at 30 September 2019, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity, and the consolidated statement of cash flows 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 statement of financial position 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 30 September 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 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.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF AMPLEFIELD LIMITED

(Continued)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

Key Audit Matters (Continued)

(1) Valuation of Investment Properties (refer to note 12 to the financial statements)

The Group owns investment properties comprising 16 units of warehouse buildings located in the Philippines. As at 30 September 2019, investment properties stated at fair values approximately amounting to \$20.14 million were determined by management based on an independent external valuation.

We focus on this area as the valuation process involved significant judgment in determining the appropriate valuation methodologies to be used and the underlying assumptions to be applied.

We evaluated the qualifications and competence of the external valuer. We considered other alternative valuation methods.

We held discussions with the valuer in Philippines to understand the valuation methodologies used. We undertook further procedures to test the underlying assumptions against comparability and market factors, supporting lease agreements and other documents. We also considered the adequacy of the disclosures in the financial statements.

The valuer is the member of recognised professional bodies for external valuers. We found the valuation methodologies used to be in line with generally accepted market practices in Philippines. We also found that disclosures in the financial statements to be adequate.

(2) Impairment Assessment of Goodwill (refer to note 13 to the financial statements)

The carrying amount of goodwill amounting to \$1.48 million as at 30 September 2019 is subject to annual impairment testing.

The Group's goodwill is allocated to Cash Generating Unit ("CGU") in Vietnam property construction project. Management uses assumptions in respect of future market and economic conditions such as revenue and margin of development. When performing the assessment, management concluded that there was no impairment of goodwill during the financial year ended 30 September 2019.

The procedures over management's annual impairment test were significant to our audit because the assessment process is complex. This assessment requires management to make significant judgments on the selection of various assumptions that are affected by future market and economic conditions which are uncertain.

We examined management's methodology used to assess the carrying amount of the goodwill balance allocated to CGU in Vietnam project in accordance with SFRS(I) 1-36 "Impairment of Assets".

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF AMPLEFIELD LIMITED

(Continued)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

Key Audit Matters (Continued)

(2) *Impairment Assessment of Goodwill* (refer to note 13 to the financial statements) (Continued)

We corroborated revenue forecast against the secured contracts. We assessed and tested the assumptions which the outcome of the impairment test is most sensitive to and the data used. We further assessed the appropriateness of key assumptions, notably the discount rate including the risk-free rate, equity risk premium along with gearing ratio and cost of debts. Such inputs were benchmarked against risk rate in Vietnam.

We also focused on the adequacy of the note disclosures concerning those key assumptions to which the outcome of the impairment is most sensitive. The disclosures on goodwill, key assumptions and sensitivities are included in the note 13 to the financial statements.

Other Information

Management is responsible for the 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 and will 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 identified above 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 on the other information that we obtained prior to the date of this auditor's report, 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

TO THE MEMBERS OF AMPLEFIELD LIMITED

(Continued)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

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.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF AMPLEFIELD LIMITED

(Continued)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

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

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 determined 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.

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 the subsidiary 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 Mr Luo Zhi Zhong Roma.

Singapore, 23 December 2019

LO HOCK LING & CO.
PUBLIC ACCOUNTANTS AND
CHARTERED ACCOUNTANTS SINGAPORE

STATEMENTS OF FINANCIAL POSITION

AS AT 30 SEPTEMBER 2019

	Notes	30.09.2019 \$'000	Group 30.09.2018 \$'000	01.10.2017 \$'000	30.09.2019 \$'000	Company 30.09.2018 \$'000	01.10.2017 \$'000
ASSETS							
Current assets							
Cash and bank balances	3	763	1,231	294	161	10	15
Trade receivables	4	6,654	4,294	1,256	–	–	–
Other receivables	5	16,950	24,774	44,224	–	–	–
Contract assets	6	–	4,484	–	–	–	–
Prepaid land lease	7	56	52	52	–	–	–
		24,423	34,835	45,826	161	10	15
Non-current assets classified as held-for-sale	8	–	–	3,212	–	–	–
Total current assets		24,423	34,835	49,038	161	10	15
Non-current assets							
Other receivables	5	15,087	24,818	24,985	19,314	35,731	54,201
Prepaid land lease	7	4,451	4,267	4,554	–	–	–
Investments in subsidiaries	9	–	–	–	35,278	29,687	28,338
Investments in associates	10(a)	1,513	–	–	–	–	–
Amounts due from associates	10(b)	9,269	633	–	8,393	–	–
Property, plant and equipment	11	350	375	52	–	–	–
Investment properties	12	20,142	18,754	19,778	–	–	–
Goodwill	13	1,475	1,475	1,475	–	–	–
Total non-current assets		52,287	50,322	50,844	62,985	65,418	82,539
Total assets		76,710	85,157	99,882	63,146	65,428	82,554
LIABILITIES AND EQUITY							
Current liabilities							
Trade payables	14	5,242	7,605	732	–	–	–
Other payables	15	2,299	2,916	5,671	879	686	726
Amount due to associate	10(c)	166	–	–	–	–	–
Bank borrowings – secured	16	534	2,110	2,462	–	–	–
Current tax liabilities		112	143	53	–	1	–
Total current liabilities		8,353	12,774	8,918	879	687	726
Non-current liabilities							
Other payables	15	1,545	254	43,916	205	188	43,847
Bank borrowings – secured	16	534	1,011	3,040	–	–	–
Deferred tax liabilities	17	44	44	44	–	–	–
Total non-current liabilities		2,123	1,309	47,000	205	188	43,847
Equity							
Share capital	18	68,206	68,206	41,182	68,206	68,206	41,182
Retained earnings/ (accumulated losses)		2,174	466	(142)	(6,144)	(3,653)	(3,201)
Translation reserve	19	(4,211)	(5,239)	(4,576)	–	–	–
Equity holders of the Company		66,169	63,433	36,464	62,062	64,553	37,981
Non-controlling interests		65	7,641	7,500	–	–	–
Total equity		66,234	71,074	43,964	62,062	64,553	37,981
Total liabilities and equity		76,710	85,157	99,882	63,146	65,428	82,554

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 SEPTEMBER 2019

		Group	
	Notes	2019 \$'000	2018 \$'000
Revenue	20	7,137	11,092
Other income	21	505	175
Construction costs		(4,591)	(8,334)
Employee benefits expense	22	(595)	(527)
Depreciation on property, plant and equipment	11	(44)	(20)
Finance costs	23	(177)	(256)
Other expenses	24	(1,026)	(1,184)
Share of results of associates	10(a)	500	(37)
Profit before tax		<u>1,709</u>	909
Income tax expense	25	(103)	(141)
Profit for the year		<u>1,606</u>	<u>768</u>
<u>Other comprehensive income/(loss)</u>			
Items that may be reclassified subsequently to profit or loss:			
Translation differences arising from consolidation			
– Net currency translation differences of foreign subsidiaries		1,028	(663)
Items that will not reclassified subsequently to profit or loss:			
Translation differences arising from consolidation			
– Net currency translation differences of foreign subsidiaries		26	(19)
Other comprehensive income/(loss), net of tax		<u>1,054</u>	<u>(682)</u>
Total comprehensive income for the year		<u>2,660</u>	<u>86</u>
<u>Profit attributable to:</u>			
Equity holders of the Company		1,516	608
Non-controlling interests		90	160
		<u>1,606</u>	<u>768</u>
<u>Total comprehensive income/(loss) attributable to:</u>			
Equity holders of the Company		2,544	(55)
Non-controlling interests		116	141
		<u>2,660</u>	<u>86</u>
Earnings per share attributable to equity holders of the Company			
<u>(cents per share)</u>			
Basic earnings per share	26	<u>0.17</u>	<u>0.08</u>
Diluted earnings per share	26	<u>0.17</u>	<u>0.08</u>

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 SEPTEMBER 2019

	Share capital \$'000	(Accumulated) losses/ retained earnings \$'000	Translation reserve \$'000	Total attributable to equity holders of the Company \$'000	Non- controlling interests \$'000	Total equity \$'000
Balance as at 1 October 2017	41,182	(142)	(4,576)	36,464	7,500	43,964
Profit for the year	–	608	–	608	160	768
Other comprehensive loss	–	–	(663)	(663)	(19)	(682)
Total comprehensive income/(loss) for the year	–	608	(663)	(55)	141	86
Gross proceeds from issuance of new ordinary shares arising from Right Issue	27,737	–	–	27,737	–	27,737
Share issuance expenses	(713)	–	–	(713)	–	(713)
Total transactions with owners, recognised directly in equity	27,024	–	–	27,024	–	27,024
Balance as at 30 September 2018	68,206	466	(5,239)	63,433	7,641	71,074
Balance as at 1 October 2018	68,206	466	(5,239)	63,433	7,641	71,074
Profit for the year	–	1,516	–	1,516	90	1,606
Other comprehensive income	–	–	1,028	1,028	26	1,054
Total comprehensive income for the year	–	1,516	1,028	2,544	116	2,660
Acquisition of non-controlling interest on subsidiary	–	192	–	192	(7,692)	(7,500)
Total transactions with owners, recognised directly in equity	–	192	–	192	(7,692)	(7,500)
Balance as at 30 September 2019	68,206	2,174	(4,211)	66,169	65	66,234

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 SEPTEMBER 2019

	Notes	2019 \$'000	2018 \$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		1,709	909
Adjustments for:			
Depreciation on property, plant and equipment	11	44	20
Fair value gain on investment properties	21	(299)	–
Gain on disposal of investment properties	21	–	(75)
Interest expense	23	177	256
Interest income	21	(24)	(17)
Property, plant and equipment written off		–	2
Share of results of associates	10(a)	(500)	37
Unrealised foreign exchange (gain)/loss		(92)	82
Operating profit before changes in working capital		1,015	1,214
Decrease/(increase) in contract assets		4,591	(4,495)
Increase in receivables		(706)	(3,476)
(Decrease)/increase in payables		(3,112)	4,300
Cash generated from/(used in) operations		1,788	(2,457)
Income tax paid		(139)	(48)
Net cash from/(used in) operating activities		1,649	(2,505)
CASH FLOWS FROM INVESTING ACTIVITIES			
Interest received		24	17
Net proceeds from disposal of investment properties		–	3,287
Acquisition of associate		–	(13)
Purchase of property, plant and equipment	11	(19)	(337)
Purchase of investment properties	12	(30)	–
Net cash (used in)/from investing activities		(25)	2,954
CASH FLOWS FROM FINANCING ACTIVITIES			
Decrease/(increase) in amounts due from associates		9	(277)
Increase in amount due to associate		157	–
Net proceeds from issuance of ordinary shares		–	4,469
Repayments of bank borrowings		(2,191)	(2,182)
Payment of interest on bank borrowings		(150)	(242)
Repayment to related party		–	(1,291)
Net cash (used in)/from financing activities		(2,175)	477
Net (decrease)/increase in cash and cash equivalents		(551)	926
Cash and cash equivalents at beginning of the year		1,231	294
Effects of exchange rates changes on cash and cash equivalents		83	11
Cash and cash equivalents at end of the year	27	763	1,231

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 SEPTEMBER 2019

(Continued)

Reconciliation of liabilities arising from financing activities is as follows:

	Cash changes			Non-cash changes			Balance at the end of the year \$'000	
	Balance at the beginning of the year \$'000	Principal and interest payments \$'000	Cash proceeds from issuance of shares \$'000	Share issuance expenses \$'000	Increase in amount due to associate \$'000	Conversion of debt into equity \$'000		Interest expense \$'000
2019								
Amount due to associate	–	–	–	–	157	–	–	9
Bank borrowings	3,121	(2,341)	–	–	–	–	150	138
2018								
Bank borrowings	5,502	(2,424)	–	–	–	–	242	(199)
Share capital	41,182	–	5,182	(713)	–	22,555	–	–

The accompanying notes form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

1. GENERAL

Amplefield Limited (the “Company”) (Registration No. 198900188N) is a limited company domiciled and incorporated in the Republic of Singapore. The Company is listed on the Catalist of Singapore Exchange. Its principal place of business is located at Unit A-15-1, AmpleWest@Menara 6, No. 6, Jalan P. Ramlee 50250 Kuala Lumpur, Malaysia while its registered office is located at 101A Upper Cross Street, #11-16 People’s Park Centre, Singapore 058358.

The principal activities of the Company are those of investment holding and the provision of administrative and management services.

The principal activities of the subsidiaries and associates are disclosed in notes 9 and 10 to the financial statements respectively.

The Company’s immediate and ultimate holding company is Olander Limited, a company incorporated in British Virgin Islands.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation

The financial statements are presented in Singapore dollars (“\$” or “SGD”), which is also the functional currency of the Company, and financial information presented in Singapore dollars has been rounded to the nearest thousand (\$’000), unless otherwise stated.

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards (International) (“SFRS(I)”).

For all periods up to and including the year ended 30 September 2018, the Group and the Company prepared the financial statements in accordance with Financial Reporting Standards in Singapore (“FRS”). These financial statements for the year ended 30 September 2019 are the first set of financial statements of the Group and the Company have prepared in accordance with SFRS(I). The information on how the Group and the Company adopted SFRS(I) is disclosed in note 2.2 to the financial statements.

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

2.2 First-Time Adoption of SFRS(I)

These financial statements for the year ended 30 September 2019 are the first set of financial statements of the Group and the Company have prepared in accordance with SFRS(I). Accordingly, the Group and the Company have prepared the financial statements that comply with SFRS(I) applicable as at 30 September 2019, together with the comparative period data for the year ended 30 September 2018, as described in the summary of significant accounting policies. On preparing the financial statements, the Group’s and the Company’s opening balance sheets were prepared as at 1 October 2017, the Group’s and the Company’s date of transition to SFRS(I).

The principal adjustments made by the Group and the Company on adoption of SFRS(I) and the adoption of the new standards that are effective on 1 October 2018 are disclosed below.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 First-Time Adoption of SFRS(I) (Continued)

Exemptions applied on adoption of SFRS(I)

SFRS(I) allows first-time adopters exemptions from the retrospective application of certain requirements under SFRS(I). The Group and the Company have applied the following exemptions:

- *SFRS(I) 3 Business Combinations* has not been applied to either acquisitions of subsidiaries that are considered businesses under SFRS(I), or acquisitions of interests in associates and joint ventures that occurred before 1 October 2017. The carrying amounts of assets and liabilities at the date of transition to SFRS(I) is the same as previously reported under FRS.
- *SFRS(I) 1-21 The Effects of Changes in Foreign Exchange Rates* has not been applied retrospectively to fair value adjustments and goodwill from business combinations that occurred before the date of transition to SFRS(I). Such fair value adjustments and goodwill are treated as assets and liabilities of the parent rather than as assets and liabilities of the acquiree. Therefore, those assets and liabilities are already expressed in the functional currency of the parent or are non-monetary foreign currency items and no further translation differences occur.
- The comparative information do not comply with *SFRS(I) 9 Financial Instruments* or *SFRS(I) 7 Financial Instruments: Disclosures* to the extent the disclosures relate it items within the scope of *SFRS(I) 9*.

New accounting standards effective on 1 October 2018

The accounting policies adopted are consistent with those previously applied under FRS except that in the current financial year, the Group and the Company have adopted all the SFRS(I) which are effective for annual financial periods beginning on or after 1 October 2018. Except for the impact arising from the exemptions applied as described above and the adoption of SFRS(I) 9 and SFRS(I) 15 described below, the adoption of these standards did not have any material effect on the financial performance or position of the Group and the Company.

SFRS(I) 9 Financial Instruments

SFRS(I) 9 Financial Instruments sets out requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. It also introduces a new 'expected credit losses' (ECL) model and a new general hedge accounting model.

On 1 October 2018, the Group and the Company adopted *SFRS(I) 9 Financial Instruments*, which is effective for annual periods beginning on or after 1 October 2018. The changes arising from the adoption of SFRS(I) 9 have been applied retrospectively. The Group and the Company have elected to apply the exemption in SFRS(I) 1 and have not restated comparative information in the year of initial application. The impact arising from SFRS(I) 9 adoption was included in the opening retained earnings at the date of initial application, 1 October 2018. The comparative information was prepared in accordance with the requirements of FRS 39.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 First-Time Adoption of SFRS(I) (Continued)

New accounting standards effective on 1 October 2018 (Continued)

SFRS(I) 9 Financial Instruments (Continued)

Changes in accounting policies resulting from the adoption of SFRS(I) 9 have been generally applied by the Group and the Company retrospectively, except as described below.

- The following assessments were made on the basis of facts and circumstances that existed at 1 October 2018.
 - The determination of the business model within which a financial asset is held; and
 - The determination of whether the contractual terms of a financial asset give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The impact upon adoption of SFRS(I) 9, including the corresponding tax effects, are described below.

(i) *Classification of financial assets and financial liabilities*

Under SFRS(I) 9, financial assets are classified in the following categories: measured at amortised cost, fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). The classification of financial assets under SFRS(I) 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. SFRS(I) 9 eliminated the previous FRS 39 categories of held-to-maturity, loans and receivables and available-for-sale.

The adoption of SFRS (I) 9 has not had a significant effect on the Group's and the Company's accounting policies for financial liabilities.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 First-Time Adoption of SFRS(I) (Continued)

New accounting standards effective on 1 October 2018 (Continued)

SFRS(I) 9 Financial Instruments (Continued)

(i) *Classification of financial assets and financial liabilities* (Continued)

The following table and the accompanying notes below explain the original measurement categories under FRS 39 and the new measurement categories under SFRS(I) 9 for each class of the Group's and the Company's financial assets as at 1 October 2018.

	Note	Original classification under FRS 39	New classification under SFRS(I) 9	Original carrying amount under FRS 39 \$'000	New carrying amount under SFRS(I) 9 \$'000
<u>Group</u>					
<u>Financial assets</u>					
Trade and other receivables	(a)	Loans and other receivables	Amortised cost	29,063	29,063
Cash and cash equivalents		Loans and other receivables	Amortised cost	1,231	1,231
Total financial assets				<u>30,294</u>	<u>30,294</u>
<u>Company</u>					
<u>Financial assets</u>					
Cash and cash equivalents		Loans and other receivables	Amortised cost	10	10
Total financial assets				<u>10</u>	<u>10</u>

(a) Trade and other receivables that were classified as loans and receivables under FRS 39 are now classified at amortised cost. There was no impact on the opening retaining earnings of the Group and the Company at 1 October 2018 on transition to SFRS(I) 9.

(ii) *Impairment of financial assets*

SFRS(I) 9 requires the Group and the Company to record expected credit losses on all of the financial assets measured at amortised cost or FVOCI. The Group and the Company previously recorded impairment based on the incurred loss model when there was objective evidence that a financial asset was impaired.

No additional impairment on the Group's and the Company's financial assets and contract assets were recognised upon adoption of SFRS(I) 9 as at 1 October 2018.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 First-Time Adoption of SFRS(I) (Continued)

New accounting standards effective on 1 October 2018 (Continued)

SFRS(I) 15 Revenue from Contracts with Customers

The Group and the Company adopted SFRS(I) 15 which is effective for annual periods beginning on or after 1 October 2018.

The Group and the Company applied SFRS(I) 15 retrospectively and have elected to apply the exemption in SFRS(I) 1 to apply the following practical expedients in accordance with the transition provisions in SFRS(I) 15:

- For completed contracts, the Group and the Company have not restated contracts that begin and end within the same year or are completed contracts at 1 October 2017. There is no significant impact arising from the application of this practical expedient;
- For the comparative year ended 30 September 2018, the Group and the Company have not disclosed the amount of the transaction price allocated to the remaining performance obligations and an explanation of when the corresponding revenue is expected to be recognised.

Construction contracts

Measurement of progress of construction contracts

The Group's property construction and civil engineering works segments previously recognised revenue using the percentage of completion method where the stage of completion was determined based on resident engineer's certification of physical proportion of contract work completed. When the outcome of a contract work cannot be estimated reliably (principally during the early stages of a contract), contract revenue is recognised to the extent of contract costs incurred that are likely to be recoverable and contract costs are recognised as expenses in the period in which they are incurred.

On application of SFRS(I) 15, the Group applies revenue-based output method which measures the percentage of work completion by reference to the contract work performed, based on resident engineer's certification of contract work completed.

The adoption of SFRS(I) 15 did not have significant effect on the Group's financial statements. As a result, the Group's construction work-in-progress of \$4,484,000 as at 30 September 2018 was reclassified to contract assets on 1 October 2018 accordingly.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Standards Issued but Not Yet Effective

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

Description	Effective for annual periods beginning of or after
SFRS(I) 16 Leases	1 January 2019
SFRS(I) INT 23 Uncertainty over Income Tax Treatments	1 January 2019
Amendments to SFRS(I) 9 Prepayment Features with Negative Compensation	1 January 2019
Amendments to SFRS(I) 1-28 Long-terms Interests in Associates and Joint Ventures	1 January 2019
Amendments to SFRS(I) 1-19 Plan Amendment, Curtailment or Settlement	1 January 2019
Annual Improvements to SFRS(I)s 2015-2017 Cycle	1 January 2019
Amendments to SFRS(I) 3: Definition of a Business	1 January 2020
Amendments to SFRS(I) 1-1 and SFRS(I) 1-8: Definition of Material	1 January 2020
Amendments to SFRS(I) 10 and SFRS(I) 1-28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Date to be determined

Except for SFRS(I) 16, the directors expect that the adoption of the standards above will have no material impact on the financial statements in the year of initial application. The nature of the impending changes in accounting policy on adoption of SFRS(I) 16 is described below:

SFRS(I) 16 Leases

SFRS(I) 16 requires lessees to recognise most leases on balance sheets. The standard includes two recognition exemptions for lessees – leases of 'low value' assets and short-term leases. SFRS(I) 16 is effective for the Group for annual periods beginning on or after 1 October 2019. At commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e. the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e. the right-of-use asset). A lessee will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

The Group plans to adopt SFRS(I) 16 retrospectively with the cumulative effect of initially applying the standards as an adjustment to the opening retained earnings at the date of initial application, 1 October 2019.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Standards Issued but Not Yet Effective (Continued)

SFRS(I) 16 Leases (Continued)

On the adoption of SFRS(I) 16, the Group expects to choose, on a lease-by-lease basis, to measure the right-of-use asset at either:

- (i) its carrying amount as if SFRS(I) 16 had been applied since the commencement date, but discounted using the lessee's incremental borrowing rate as of 1 October 2019; or
- (ii) an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before 1 October 2019.

In addition, the Group plans to elect the following practical expedients:

- not to reassess whether a contract is, or contains a lease at the date of initial application and to apply SFRS(I) 16 to all contracts that were previously identified as leases.
- to apply the exemption not to recognise right-of-use asset and lease liabilities to leases for which the lease term ends within 12 months as of 1 October 2019.
- to apply a single discount rate to a portfolio of leases with reasonably similar characteristics.

The Group has performed a preliminary impact assessment based on currently available information, and the assessment may be subject to changes arising from ongoing analysis until the Group adopts SFRS(I) 16 in 2019.

On the adoption of SFRS(I) 16, the Group expects to record an adjustment to increase right-of-use assets and corresponding adjustment to lease liabilities as at 1 October 2019. In addition, the Group expects to records an adjustment to increase its depreciation and interest expense with related adjustment to lease expenses.

As at 30 September 2019, there are undiscounted lease liabilities of \$137,000 under non-cancellable operating leases contracted not recognised as liabilities.

2.4 Significant Accounting Estimates and Judgments

Estimates, assumptions concerning the future and judgments are made in the preparation of the financial statements. They affect the application of the Group's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an ongoing basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Significant Accounting Estimates and Judgments (Continued)

(A) *Key sources of estimation uncertainty*

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(i) Depreciation of Property, Plant and Equipment

The costs of property, plant and equipment are depreciated on a straight line basis over their estimated useful lives. Management's estimate of the useful lives of these property, plant and equipment to be within 3 to 10 years. The carrying amount of the Group's property, plant and equipment as at 30 September 2019 was \$350,000 (2018: \$375,000). Changes in the expected usage and technological developments could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised.

(ii) Income Taxes

The Group has exposure to income taxes in numerous jurisdictions. Significant judgment is required in determining the capital allowances and deductibility of certain expenses during the estimation of the provision for income tax. There are also claims for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. When the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

(iii) Expected Credit Losses on Receivables

Expected credit losses (ECL) are probability-weighted estimates of credit losses over the life of a financial instrument. In estimating ECL to determine the probability of default of its debtors, the Group has used historical information, such as past credit loss experience. Where applicable, historical data are adjusted to reflect the effects of current conditions as well as management's assessment of future economic conditions based on observable market information, which involved significant estimates and judgement.

Based on the management's assessment, there are no ECL on the Group's receivables as at date of balance sheet.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Significant Accounting Estimates and Judgments (Continued)

(A) Key sources of estimation uncertainty (Continued)

(iv) Revenue Recognition

The Group recognises contract revenue on the percentage of completion basis. The percentage of completion is determined based on resident engineer's certification of the physical proportion of contract work completed.

Significant judgment is required in determining the proportion of physical contract work completed, the estimated total contract revenue and contract costs, as well as the recoverability of the contract costs. Total contract revenue also includes an estimation of the variation works that are recoverable from the customers. In making its judgment, the management relies on past experience and the work of specialists.

(v) Impairment of Goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash generating units to which goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of the Group's goodwill is disclosed in note 13 to the financial statements.

(B) Critical judgments made in applying accounting policies

In the process of applying the Group's accounting policies, management has made certain judgments, apart from those involving estimations, which have significant effect on the amounts recognised in the financial statements.

(i) Impairment on Non-Financial Assets

The carrying amounts of the Group's non-financial assets subject to impairment are reviewed at each balance sheet date to determine whether there is any indication of impairment. If such indication exists, the asset's recoverable amount is estimated based on the higher of the value in use and the asset's fair value less cost of disposal. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the continuing use of the assets and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Significant Accounting Estimates and Judgments (Continued)

(B) *Critical judgments made in applying accounting policies* (Continued)

(ii) Impairment on Investments in Subsidiaries and Associates

Determining whether investments in subsidiaries and associates are impaired requires an estimation of the value-in-use of that investment. The value-in-use calculation requires the Group to estimate the future cash flows expected from the cash-generating units and an appropriate discount rate in order to calculate the present value of the future cash flows. Management has evaluated the recoverability of the investment based on such estimates.

2.5 Investment in Subsidiary

(i) Subsidiary and Basis of Consolidation

Investments in subsidiaries are held on a long term basis and stated in the Company's balance sheet at cost less impairment loss, if any.

Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date on which control ceases.

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries made up to 30 September 2019. The financial statements of the subsidiaries are prepared for the same reporting date as the parent company. Consistent accounting policies are applied for like transactions and events in similar circumstances.

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

Non-controlling interests are that part of the net results of operations and net assets of a subsidiary attributable to the interests which are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the consolidated statement of comprehensive income, consolidated statement of changes in equity and balance sheet. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary, even if this results in the non-controlling interests having a deficit balance.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.5 Investment in Subsidiary (Continued)

(ii) Acquisition

The acquisition method of accounting is used to account for business combinations by the Group. The consideration transferred for the acquisition of a subsidiary or business comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary.

Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the date of acquisition either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the net identifiable assets acquired is recorded as goodwill.

Any excess of the Group's interests in the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of business combination is recognised in profit or loss on the date of acquisition.

(iii) Disposals

When a change in the Group ownership interest in a subsidiary results in a loss of control over the subsidiary, the assets and liabilities of the subsidiary including any goodwill are derecognised. Amounts previously recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained earnings if required by a specific Standard.

Any retained equity interest in the entity is remeasured at fair value. The difference between the carrying amount of the retained interest at the date when control is lost and its fair value is recognised in profit or loss.

2.6 Goodwill

Goodwill, defined as the excess of the consideration paid over the acquirer's interest in the fair value of the identifiable net assets acquired as at the date of acquisition, is recognised at cost less any accumulated impairment losses. Where the consideration is lower than the fair value of the identifiable net assets acquired, the difference is recognised immediately in profit or loss.

Goodwill is tested for impairment annually, as well as when there is any indication that the goodwill may be impaired. Impairment loss on goodwill is not reversed in a subsequent period.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.7 Transactions with Non-Controlling Interests

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to equity holders of the Company, and are presented separately in the consolidated statement of comprehensive income and within equity in the consolidated balance sheet, separately from equity attributable to equity holders of the Company.

Changes in the Company's ownership interests 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 equity holders of the Company.

2.8 Financial Assets

The accounting for financial assets from 1 October 2018 under SFRS(I) 9 is as follows:

Financial assets are classified into the following measurement categories:

- Amortised cost;
- Fair value through other comprehensive income (FVOCI); and
- Fair value through profit or loss (FVPL).

The basis of classification depends on the Group's business model and the contractual cash flow characteristics of the financial assets.

At initial recognition

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 assets. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss. Trade receivables that do not have a significant financing component are measured at their transaction price at initial recognition.

At subsequent measurement

There are three prescribed subsequent measurement categories – at amortised cost, FVOCI and FVPL, depending on the Group's business model in managing the financial assets and the cash flow characteristics of the assets.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.8 Financial Assets (Continued)

At subsequent measurement (Continued)

The Group's financial assets, comprising mainly trade and other receivables, amounts due from associates, and cash and cash equivalents, are measured at amortised cost subsequent to initial recognition, as these represent contractual cash flows which represent solely payments of principal and interest. A gain or loss on a financial asset that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets are recognised using the effective interest rate method.

2.9 Cash and Cash Equivalents

Cash and cash equivalents comprise cash in hand, cash at bank and bank deposits which are subject to insignificant risks of changes in value. Cash equivalents are stated at amounts at which they are convertible into cash.

2.10 Trade and Other Receivables

Trade and other receivables that do not have a significant financing component are measured at their transaction price at initial recognition, and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses, as explained in note 2.16.

2.11 Contract Assets

Upon entering into a contract with a customer, the Group obtains rights to receive consideration from the customer and assumes performance obligations to transfer goods or services to the customer. A contract asset is recognised when the Group has the right to consideration in exchange for goods and services that the Group has transferred to a customer when that right is conditional on something other than passage of time (for example, the Group's future performance). A contract asset becomes a trade receivable when receipt of the consideration is unconditional and only the passage of time is required before the consideration is due.

The contract assets relate to unbilled construction work-in-progress and have substantially the same characteristics as the trade receivables for the same type of contracts. The impairment policy explained in note 2.16 also applies to contract assets.

2.12 Investment in Associate

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 accounts for its investment in associate using the equity method from the date on which it becomes an associate.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.12 Investment in Associate (Continued)

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 for 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 Group's share of the associate's profit or loss in the period in which the investment is acquired.

Under the equity method, investment in associate is carried in the balance sheet at cost plus post-acquisition changes in the Group's share of net assets of the associate. The profit or loss reflects the share of results of the operations of the associate.

Distributions received from the associate reduce the carrying amount of the investment. Where there has been a change recognised in other comprehensive income by the associate, the Group recognises its share of such changes in other comprehensive income. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

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 excess of the carrying amount of the investment over the recoverable amount of the associate, and recognises the amount in profit or loss.

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

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

Details of the associates set out in note 10 to the financial statements.

2.13 Property, Plant and Equipment

All items of property, plant and equipment are initially recorded at cost. The cost of an item of property, plant and equipment is recognised as an asset when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.13 Property, Plant and Equipment (Continued)

With the exception of leasehold land and buildings, property, plant and equipment are stated at cost less accumulated depreciation and impairment loss, if any.

Depreciation is calculated on the straight line basis so as to write off the cost, less the residual value, of the assets over their estimated useful lives. The estimated useful lives are as follows:

Motor vehicles	5 years to 8 years
Office equipment	3 years to 10 years
Furniture and fittings	3 years to 10 years
Renovation	10 years

Fully depreciated assets are retained in the financial statements until they are no longer in use.

The residual values, useful lives and depreciation methods of property, plant and equipment are reviewed and adjusted as appropriate, at each financial year-end.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item, and shall be included in profit or loss when the item is derecognised.

2.14 Investment Properties

Investment properties are held for long-term rental yields and/or for capital appreciation. Investment properties are recognised initially at cost and subsequently carried at fair value. Change in fair value is recognised in profit or loss.

Investment properties are subject to renovations or improvements at regular intervals. The cost of major renovations and improvements is capitalised as addition and the carrying amounts of the replaced components are written off to profit or loss. The cost of maintenance, repairs and minor improvement is charged to profit or loss when incurred.

On disposal of an investment property, the difference between the disposal proceeds and the carrying amount is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.15 Impairment of Non-Financial Assets

The carrying amounts of the Group's non-financial assets subject to impairment are reviewed at each balance sheet date to determine whether there is any indication of impairment. If such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's fair value less cost of disposal and its value in use. The value in use is the present value of estimated future cash flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life.

An impairment loss on a non-revalued asset is recognised in profit or loss. An impairment loss on a revalued asset is recognised in other comprehensive income to the extent that the impairment loss does not exceed the amount in the revaluation surplus for that same asset. An impairment loss (except for impairment loss on goodwill) is reversed if there has been a change in the estimates used to determine the recoverable amount or when there is an indication that the impairment loss recognised for the asset no longer exists or decreases. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognised.

2.16 Impairment of Financial Assets

The Group assesses on forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost, and recognises a loss allowance accordingly.

At each reporting date, the debt instruments are assessed to determine whether there is significant increase in credit risk on the debt instruments since initial recognition. If there is a significant increase in credit risk since initial recognition, lifetime expected credit losses will be calculated and recognised in the loss allowance. If credit risk on the debt instrument has not increased significantly since initial recognition, the loss allowance is measured based on 12-month expected credit losses. Adjustments to the loss allowance are recognised in profit or loss as an impairment gain or loss.

For receivables, the Group applies the simplified approach permitted by SFRS(I) 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Prior to 1 October 2018, an impairment loss is only recognised when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivable. The amount of the impairment loss is measured as the difference between the carrying value of the receivable and the present value of the estimated future cash flows discounted at the original effective interest rate. The carrying amount of the receivable is reduced directly or through the use of an allowance account. The amount of the loss is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.17 Financial Liabilities

Financial liabilities are recognised on the balance sheet when the Group becomes a party to the contractual provisions of the financial instrument.

Financial liabilities are recognised initially at fair value, plus, in the case of financial liabilities other than derivatives, directly attributable transaction costs.

Subsequent to initial recognition, all financial liabilities are measured at amortised cost using the effective interest method, except for derivatives, which are measured at fair value. Financial liabilities with a short duration are not discounted.

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expired. For financial liabilities other than derivatives, gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process. Any gains or losses arising from changes in fair value of derivatives are recognised in profit or loss. Net gains or losses on derivatives include exchange differences.

Interest-bearing liabilities are recognised initially at fair value of proceeds received less attributable transaction costs, if any. Subsequent to initial recognition, interest-bearing liabilities are stated at amortised cost, which is the initial fair value less any principal repayments. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

2.18 Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

2.19 Foreign Currency Transactions and Translation

(i) Transactions in Foreign Currencies

Foreign currency transactions are recorded, on initial recognition, in the functional currency of the respective companies in the Group by applying to the foreign currency amounts the rates of exchange prevailing on the transaction dates. Recorded monetary items that are denominated in foreign currencies as at balance sheet date are translated at the rates ruling on that date. Gain or loss on foreign currency translation is included in profit or loss. Non-monetary assets and liabilities that are measured in historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary assets and liabilities measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Foreign Currency Transactions and Translation (Continued)

(ii) Foreign Operations

For consolidation purposes, the assets and liabilities of the foreign operations have been translated into Singapore dollars at rates of exchange ruling at the balance sheet date, and income and expenses are translated at the average exchange rates for the year. All resulting translation exchange differences are recognised in other comprehensive income and accumulated in a separate component of equity as translation reserve. When a foreign operation is disposed of, in part or in full, the relevant amount in the foreign exchange translation reserve is reclassified from equity to profit or loss and recognised as a component of the gain or loss on disposal.

(iii) Net Investment in Foreign Operations

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, foreign exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognised in the Company's profit or loss. Such exchange differences are reclassified to equity in the consolidated financial statements, and are presented within equity in the currency translation reserve. When the foreign operation is disposed of, the cumulative amount in the currency translation reserve is transferred to profit or loss on disposal.

2.20 Revenue Recognition

The accounting policies for revenue recognition from 1 October 2018 under SFRS(I) 15 are as follows:

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, to 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) Contract Income

Progress billings to the customers are typically triggered upon certification by external specialists. A contract asset is recognised when the Group has performed under the contract but has not yet billed the customer. Conversely, a contract liability is recognised when the Group has not yet performed under the contract but has received advanced payments from the customer. Contract assets are transferred to receivables when the rights to consideration become unconditional. Contract liabilities are recognised as revenue as the Group performs under the contract.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.20 Revenue Recognition (Continued)

(ii) Rental Income

Rental income from operating leases is recognised on a straight line basis over the lease term.

(iii) Interest Income

Interest income is recognised on a time-proportion basis, using the effective interest method, unless collectibility is in doubt.

2.21 Employee Benefits

(i) Defined Contribution Plans

As required by the law, the Group makes contributions to the state provident funds of the respective countries in which the Group operates. Such contributions are recognised as compensation expenses in the same period as the employment that gave rise to the contributions.

(ii) Short-term Compensated Absences

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for employee entitlements to annual leave as a result of services rendered by employees up to the balance sheet date.

2.22 Leases

Operating Leases

Leases whereby the lessor effectively retains substantially all the risks and benefits of ownership of the leased item are classified as operating leases.

When the Group is the lessor, income arising from such operating lease is recognised on a straight line basis over the lease term.

When the Group is the lessee, operating lease payments are recognised as an expense on a straight line basis over the lease term.

2.23 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, being assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets. Borrowing costs are capitalised until the assets are ready for their intended use or sale.

All other borrowing costs are recognised as an expense in the period in which they are incurred.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.24 Income Taxes

Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in profit or loss except to the extent that it relates to items recognised outside profit or loss (either in other comprehensive income or directly to equity), in which case, it is recognised in other comprehensive income or directly to equity accordingly.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred income tax is provided using the balance sheet liability method, on all temporary differences at the balance sheet date arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Currently enacted tax rates are used in the determination of deferred income tax.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

Deferred income tax is provided on all taxable temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference can be controlled, and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax is charged or credited to other comprehensive income or directly in equity if the tax relates to items that are credited or charged, in the same or a different period, to other comprehensive income or directly to equity.

2.25 Provisions

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

2.26 Operating Segment

For management purposes, operating segments are organised based on their products and services which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers are directly accountable to the executive director who regularly reviews the segment results in order to allocate resources to the segments and to assess segment performance.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.27 Non-Current Assets Held-for-Sale

Non-current assets are classified as assets held-for-sale and carried at the lower of carrying amount and fair value less costs of disposal if their carrying amount is recovered principally through a sale transaction rather than through continuing use. The assets are not depreciated or amortised while they are classified as held-for-sale. Any impairment loss on initial classification and subsequent measurements is recognised as an expense. Any subsequent increase in fair value less costs of disposal (not exceeding the accumulated impairment loss that has been previously recognised) is recognised in profit or loss.

2.28 Related Parties

A related party is defined as follows:

- (A) A person or a close member of that person's family is related to the Group and the Company if that person:
 - (i) Has control or joint control over the Company;
 - (ii) Has significant influence over the Company; or
 - (iii) Is a member of the key management personnel of the Group and the Company or of a parent of the Company.

- (B) An entity is related to the Group and the Company if any of the following conditions applies:
 - (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to each other).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company.
 - (vi) The entity is controlled or jointly controlled by a person identified in (A).
 - (vii) A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to the parent of the Company.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

3. CASH AND BANK BALANCES

Cash and bank balances are denominated in the following currencies:

	Group			Company		
	30.09.2019	30.09.2018	01.10.2017	30.09.2019	30.09.2018	01.10.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Malaysian ringgit	11	972	7	1	4	3
Philippine peso	37	117	190	–	–	–
Singapore dollars	15	7	14	12	6	12
United States dollars	182	53	74	148	–	–
Vietnamese dong	518	82	9	–	–	–
	763	1,231	294	161	10	15

4. TRADE RECEIVABLES

	Group			Company		
	30.09.2019	30.09.2018	01.10.2017	30.09.2019	30.09.2018	01.10.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
External parties	35	46	3	–	–	–
Related party	6,619	4,248	1,253	–	–	–
	6,654	4,294	1,256	–	–	–

Trade receivables are non-interest bearing and generally on 30 days' (2018: 30 days') term or repayable on demand. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Related party refers to a company beneficially owned by a controlling shareholder/a former director of the Company.

Management has evaluated the creditworthiness and past collection history of receivables and is satisfied that no allowance for expected credit losses on receivables that are past due date is necessary.

Trade receivables are denominated in the following currencies:

	Group			Company		
	30.09.2019	30.09.2018	01.10.2017	30.09.2019	30.09.2018	01.10.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Philippine peso	35	46	3	–	–	–
Vietnamese dong	6,619	4,248	1,253	–	–	–
	6,654	4,294	1,256	–	–	–

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

5. OTHER RECEIVABLES

	Group			Company		
	30.09.2019	30.09.2018	01.10.2017	30.09.2019	30.09.2018	01.10.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Non-trade receivables due from:						
– External parties	1,830	11,853	11,229	616	9,008	10,788
– Related parties*	16,734	24,138	43,989	–	–	–
– Subsidiaries	–	–	–	18,698	26,723	43,413
– Former associates	–	188	551	–	–	–
	18,564	36,719	55,769	19,314	35,731	54,201
Deposits						
– External parties	188	158	110	–	–	–
– Related parties	13,250	13,250	13,250	–	–	–
Prepayments	35	5	80	–	–	–
	32,037	49,592	69,209	19,314	35,731	54,201
Represented by:						
Current assets	16,950	24,774	44,224	–	–	–
Non-current assets	15,087	24,818	24,985	19,314	35,731	54,201
	32,037	49,592	69,209	19,314	35,731	54,201

Non-trade receivables and deposits are unsecured and non-interest bearing.

Related parties refer to the companies beneficially owned by a controlling shareholder/a former director of the Company.

* Included in the non-trade current receivables amounting to \$16.71 million (2018: \$24.14 million) are mainly due from two related parties as a result of debt assignments of \$7.21 million (2018: \$9.89 million) in prior years and a refundable deposit of \$9.50 million (2018: \$14.25 million) following the termination of a Joint Development Agreement with subsidiary, Citybuilders Pte. Ltd. and its subsidiary in 2017. The management is confident of recovering the entire amount. Furthermore, the controlling shareholder has provided letter of undertaking to indemnify the Group in the event it suffers any losses arising from the recoverability of the above mentioned sum.

Management has evaluated the creditworthiness and past collection history of receivables and is satisfied that no allowance for expected credit losses on receivables that are past due date is necessary.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

5. OTHER RECEIVABLES (CONTINUED)

Other receivables are denominated in the following currencies:

	Group			Company		
	30.09.2019	30.09.2018	01.10.2017	30.09.2019	30.09.2018	01.10.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Malaysian ringgit	197	4,816	4,800	–	–	–
Philippine peso	721	9,060	7,159	16,392	24,712	20,074
Singapore dollars	24,997	33,616	55,568	2,922	11,019	32,070
United States dollars	4,395	–	–	–	–	2,057
Vietnamese dong	1,727	2,100	1,682	–	–	–
	32,037	49,592	69,209	19,314	35,731	54,201

6. CONTRACT ASSETS

	Group			Company		
	30.09.2019	30.09.2018	01.10.2017	30.09.2019	30.09.2018	01.10.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Contract assets	–	4,484	–	–	–	–

Contract assets primarily related to the Group's right to consideration for work completed but not yet billed at reporting date for construction contracts. Contract assets were transferred to receivables when the rights became unconditional.

7. PREPAID LAND LEASE

This amount represents the total unutilised prepaid operating lease charges relating to the rental of land where the investment properties consisting of 16 units warehouse buildings in the Philippines are situated. The movements are analysed below:

	Group		
	30.09.2019	30.09.2018	01.10.2017
	\$'000	\$'000	\$'000
Balance at beginning of the year	4,319	4,606	–
Addition	–	–	4,834
Charged to profit or loss	(53)	(51)	(14)
Translation difference	241	(236)	(214)
Balance at end of the year	4,507	4,319	4,606
Represented by:			
Current assets	56	52	52
Non-current assets			
– after 1 year but not later than 5 years	239	220	332
– after 5 years	4,212	4,047	4,222
	4,451	4,267	4,554
	4,507	4,319	4,606

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

8. NON-CURRENT ASSETS CLASSIFIED AS HELD-FOR-SALE

In 2017, the Group committed a plan to dispose of three investment properties located in Malaysia that were used to generate rental income.

On 25 April 2017, the Group has entered into sale and purchase agreements to dispose of the investment properties to a third party for a cash consideration of MYR12,750,000 (equivalent to \$4,039,000). The sales of three units of investment properties were successfully completed in 2018 resulting to gain on disposal of MYR235,000 (equivalent to \$75,000) (note 21).

	Group		
	30.09.2019	30.09.2018	01.10.2017
	\$'000	\$'000	\$'000
Balance at beginning of the year	–	3,212	–
Reclassified from investment properties (note 12)	–	–	3,212
Disposal during the year	–	(3,212)	–
Balance at end of the year	<u>–</u>	<u>–</u>	<u>3,212</u>

9. INVESTMENTS IN SUBSIDIARIES

	Company		
	30.09.2019	30.09.2018	01.10.2017
	\$'000	\$'000	\$'000
Unquoted equity shares, at cost			
Balance at beginning of the year	29,687	28,338	5,391
Additions	7,500	1,349	22,947
Balance at end of the year	37,187	29,687	28,338
Less: Impairment loss			
Balance at beginning of the year	–	–	–
Allowances made during the year	(1,909)	–	–
Balance at end of the year	<u>(1,909)</u>	<u>–</u>	<u>–</u>
	35,278	29,687	28,338

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

9. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

(i) Details of the subsidiaries are described below:

Name of subsidiaries	Principal activities	Country of incorporation/ principal place of business	Effective equity interest held by the Group			Cost of investment by the Company		
			30.09.2019	30.09.2018	01.10.2017	30.09.2019	30.09.2018	01.10.2017
			%	%	%	\$'000	\$'000	\$'000
<u>Held by the Company</u>								
* Amplefield Facilities Sdn. Bhd.	Investment properties and trading services	Malaysia	100	100	100	5,095	5,095	5,095
#Δ Amplefield Development, Inc.	Property investment and facility provider	Philippines	98	98	98	721	721	721
^ Amplefield Properties Vietnam Co., Ltd.	Dormant	Vietnam	100	100	100	1,352	1,352	3
◆ Citybuilders Pte. Ltd.	Property development	Singapore	100	75	75	30,019	22,519	22,519
* Ample Equine Sdn. Bhd.	Dormant	Malaysia	60	60	–	–	–	–
						37,187	29,687	28,338
<u>Held by Citybuilders Pte. Ltd.</u>								
^ Citybuilders (Vietnam) Co., Ltd.	Property development and construction services	Vietnam	100	100	100			

* Audited by Mustapha, Khoo & Co. (Malaysia)

Audited by Canlas Antonia Gonzales and Co. (Philippines)

^ Audited by AAC Auditing and Accounting Company (Vietnam)

Δ Audited by Lo Hock Ling & Co for consolidation purposes

◆ Audited by Lo Hock Ling & Co

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

9. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

- (i) Details of the subsidiaries are described below: (Continued)

On 3 April 2018, the Company has entered into a memorandum of agreement with Equine Sanctuary (Malaysia) Sdn Bhd (“ESM”), a Malaysian incorporated company owned by independent parties, to incorporate Ample Equine Sdn. Bhd. (“AES”). The Company holds 60% equity interest in AES while ESM holds the remaining 40%. As at 30 September 2019, the paid-up capital of AES was MYR1 (equivalent to \$0.30) and both parties have yet to subscribe for the new shares of AES. AES will provide design and consultancy services and oversee construction works of a racecourse and related facilities for horse racing within Sing Viet City project in Vietnam.

On 12 April 2019, the Company has entered into binding sale and purchase agreement with Regional Connexion Limited (“Regional Connexion”) to acquire 37,500,000 ordinary shares representing 25% of equity interest in Citybuilders Pte. Ltd. (“CBS”) at a consideration of \$7.5 million. As a result of this acquisition, CBS has become the wholly owned subsidiary held by the Company with effect from the date.

- (ii) Summarised financial information of subsidiaries with material non-controlling interests:

Set out below are the summarised financial information for subsidiaries that have non-controlling interests that are material to the Group. These are presented before inter-company eliminations.

	Citybuilders Pte. Ltd. and its subsidiary		
	30.09.2019	30.09.2018	01.10.2017
	\$'000	\$'000	\$'000
<u>Summarised Statement of Financial Position</u>			
Non-current assets	–	14,763	14,770
Current assets	–	33,123	46,312
Includes:			
– Cash and cash equivalents	–	43	9
Current liabilities	–	8,188	3,466
Non-current liabilities	–	9,139	27,617
Net assets	–	30,599	29,999

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

9. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

(ii) Summarised financial information of subsidiaries with material non-controlling interests: (Continued)

	01.10.2018 to 12.04.2019 \$'000	01.10.2017 to 30.09.2018 \$'000	08.08.2017 to 30.09.2017 \$'000
<u>Summarised Statement of Comprehensive Income</u>			
Revenue	2,525	9,164	–
Construction costs	(2,295)	(8,334)	–
Profit/(loss) before tax	176	649	(38)
Profit/(loss) after tax	142	566	(38)
Other comprehensive income/(loss)	22	(6)	(1)
Total comprehensive income/(loss)	164	560	(39)
<u>Summarised Statement of Cash Flows</u>			
Net cash from/(used in) operating activities	–	32	(2)
Net cash from investing activities	–	12	–
Net cash used in financing activities	–	(7)	–
Net increase/(decrease) in cash and cash equivalents	–	37	(2)
Cash and cash equivalents at beginning of the year	–	9	12
Effects of exchange rates change on cash and cash equivalents	–	(3)	(1)
Cash and cash equivalents at end of the year	–	43	9

10. INVESTMENTS IN ASSOCIATES AND AMOUNTS DUE FROM/TO ASSOCIATES

	Group			Company		
	30.09.2019 \$'000	30.09.2018 \$'000	01.10.2017 \$'000	30.09.2019 \$'000	30.09.2018 \$'000	01.10.2017 \$'000
(a) Unquoted equity shares, at cost						
Balance at beginning of the year	13	–	–	–	–	–
Additions	1,029	13	–	–	–	–
Balance at end of the year	1,042	13	–	–	–	–
Add: Share of post-acquisition reserves						
Balance at beginning of the year	(37)	–	–	–	–	–
Translation difference	8	–	–	–	–	–
Share of profit/(loss) for the year	500	(37)	–	–	–	–
Balance at end of the year	471	(37)	–	–	–	–
	1,513	# (24)	–	–	–	–

The Group recognised share of post-acquisition loss in excess of cost of investment in associate due to the Group's commitment to provide continuous financial support to enable the associate to meet its working capital requirements in 2018. The excess post-acquisition loss was offset against amount due from associate as at balance sheet date [note 10(b)] in 2018.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

10. INVESTMENTS IN ASSOCIATES AND AMOUNTS DUE FROM/TO ASSOCIATES (CONTINUED)

(i) Details of the associates are described below:

Name of associates	Principal activities	Country of incorporation/ principal place of business	Effective equity interest held by the Group			Cost of investment		
			30.09.2019	30.09.2018	01.10.2017	30.09.2019	30.09.2018	01.10.2017
			%	%	%	\$'000	\$'000	\$'000
<u>Held by Amplefield Developments, Inc.</u>								
#Δ Amplefield Land (Philippines), Inc.	Property development	Philippines	40	40	–	13	13	–
#Δ CAM Ventures Development, Inc.	Investment property	Philippines	40	–	–	1,029	–	–
						<u>1,042</u>	<u>13</u>	<u>–</u>

Audited by Canlas Antonia Gonzales and Co. (Philippines)

Δ Audited by Lo Hock Ling & Co. for equity accounting purpose

On 6 December 2018, the subsidiary of the Company, Amplefield Development, Inc. (“ADI”) entered into a binding agreement with CMP Mechatronics, Inc., (“CMPM”), a management buyout company to acquire 49,998 ordinary shares representing 40% equity interest in CAM Ventures Development, Inc. (“CVP”) at a consideration of approximately \$1 million payable by the Company by way of offsetting against certain outstanding indebtedness owing by CMPM to the Group.

Amplefield Land (Philippines), Inc. owns a piece of freehold land where the investment properties in the Philippines are situated as described below:

Location	Land Area
Brgy. San Lucas, Lipa City, Batangas, Philippines	45,370 sq. m
Brgy. Santiago, Malvar, Batangas, Philippines	2,630 sq. m

CAM Ventures Development, Inc. owns a piece of freehold land and 5 blocks of 1-storey industrial buildings and improvements as described below:

Location	Area	Description
No. 4 Ring Road, LISP – 11, Brgy. La Mesa, Calamba City, Philippines	Land area: 18,049 sq. m Floor area: 9,836 sq. m	5 blocks of 1-storey industrial buildings and improvements.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

10. INVESTMENTS IN ASSOCIATES AND AMOUNTS DUE FROM/TO ASSOCIATES (CONTINUED)

(ii) Summarised financial information of the associates is set out below:

	CAM Ventures Development, Inc.			Amplefield Land (Philippines), Inc.		
	30.09.2019 \$'000	30.09.2018 \$'000	01.10.2017 \$'000	30.09.2019 \$'000	30.09.2018 \$'000	01.10.2017 \$'000
<u>Summarised Statement of Financial Position</u>						
Non-current assets	8,560	–	–	6,561	5,307	–
Current assets	1,337	–	–	50	71	–
Includes:						
– Cash and cash equivalents	9	–	–	45	68	–
Current liabilities	8,282	–	–	894	859	–
Non-current liabilities	–	–	–	4,880	4,663	–
Net assets/(liabilities)	1,615	–	–	837	(144)	–
	06.12.2018 to 30.09.2019 \$'000	01.10.2017 to 30.09.2018 \$'000	01.10.2016 to 30.09.2017 \$'000	01.10.2018 to 30.09.2019 \$'000	15.11.2017 to 30.09.2018 \$'000	01.10.2016 to 30.09.2017 \$'000
<u>Summarised Statement of Comprehensive Income</u>						
Revenue	310	–	–	53	51	–
Direct costs	–	–	–	(34)	(31)	–
Other income includes:						
– Fair value gain on investment properties	–	–	–	958	–	–
– Foreign exchange gain	–	–	–	23	–	–
Other expenses includes:						
– Foreign exchange loss	–	–	–	–	(52)	–
– Finance costs	–	–	–	–	(68)	–
Profit/(loss) before tax	285	–	–	990	(130)	–
Income tax (expense)/benefit	(8)	–	–	(18)	39	–
Profit/(loss) after tax	277	–	–	972	(91)	–
Other comprehensive income	–	–	–	–	–	–
Total comprehensive income/(loss)	277	–	–	972	(91)	–
Dividend income from associates	–	–	–	–	–	–

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

10. INVESTMENTS IN ASSOCIATES AND AMOUNTS DUE FROM/TO ASSOCIATES (CONTINUED)

(iii) There are no contingent liabilities relating to the Group's interests in the associates.

(iv) Reconciliation of summarised financial information

Reconciliation of summarised financial information presented, to the carrying amount of the Group's interest in associates, is as follows:

	CAM Ventures Development, Inc.			Amplefield Land (Philippines), Inc.			Total		
	30.09.2019 \$'000	30.09.2018 \$'000	01.10.2017 \$'000	30.09.2019 \$'000	30.09.2018 \$'000	01.10.2017 \$'000	30.09.2019 \$'000	30.09.2018 \$'000	01.10.2017 \$'000
Net assets									
/(liabilities)	1,615	–	–	837	(144)	–	2,452	(144)	–
Group's equity interest	40%	–	–	40%	40%	–	–	–	–
Group's share of net assets/(liabilities)	646	–	–	335	(58)	–	981	(58)	–
Goodwill	493	–	–	31	34	–	524	34	–
Translation differences	3	–	–	5	–	–	8	–	–
Carrying amount	1,142	–	–	371	(24)	–	1,513	(24)	–

(b) Amounts due from associates

	Group			Company		
	30.09.2019 \$'000	30.09.2018 \$'000	01.10.2017 \$'000	30.09.2019 \$'000	30.09.2018 \$'000	01.10.2017 \$'000
Amounts due from associates before share of post-acquisition loss	9,245	657	–	8,393	–	–
Share of post-acquisition loss in excess of cost of investment	–	(24)	–	–	–	–
Reversal of post-acquisition loss in excess of cost of investment	24	–	–	–	–	–
Net amounts due from associates	9,269	633	–	8,393	–	–

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

10. INVESTMENTS IN ASSOCIATES AND AMOUNTS DUE FROM/TO ASSOCIATES (CONTINUED)

(b) Amounts due from associates (Continued)

Amounts due from associates are denominated in the following currencies:

	Group			Company		
	30.09.2019	30.09.2018	01.10.2017	30.09.2019	30.09.2018	01.10.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Malaysian ringgit	264	250	–	–	–	–
Philippine peso	438	383	–	–	–	–
Singapore dollars	8,558	–	–	8,393	–	–
United States dollars	9	–	–	–	–	–
	<u>9,269</u>	<u>633</u>	<u>–</u>	<u>8,393</u>	<u>–</u>	<u>–</u>

The amounts due from associates are non-trade in nature, unsecured, non-interest bearing and not expected to be repaid within the next 12 months from the balance sheet date.

(c) Amount due to associate

Amount due to associate is denominated in the following currency:

	Group			Company		
	30.09.2019	30.09.2018	01.10.2017	30.09.2019	30.09.2018	01.10.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
United States dollars	<u>166</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>

The amount due to associate is non-trade in nature, unsecured, non-interest bearing and are repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

11. PROPERTY, PLANT AND EQUIPMENT

	Motor vehicles \$'000	Office equipment \$'000	Furniture and fittings \$'000	Renovation \$'000	Total \$'000
<u>Group</u>					
<u>Cost</u>					
At 1 October 2017	60	6	6	6	78
Translation adjustment	–	–	3	6	9
Additions	–	–	113	224	337
Written off	–	(3)	(1)	(6)	(10)
At 30 September 2018 and 1 October 2018	60	3	121	230	414
Additions	–	3	2	14	19
At 30 September 2019	60	6	123	244	433
<u>Accumulated depreciation</u>					
At 1 October 2017	13	5	3	5	26
Translation adjustment	1	–	–	–	1
Depreciation for the year	7	1	5	7	20
Written off	–	(3)	(1)	(4)	(8)
At 30 September 2018 and 1 October 2018	21	3	7	8	39
Depreciation for the year	7	1	13	23	44
At 30 September 2019	28	4	20	31	83
<u>Carrying amount</u>					
At 30 September 2019	32	2	103	213	350
At 30 September 2018	39	–	114	222	375
At 1 October 2017	47	1	3	1	52

12. INVESTMENT PROPERTIES

	Group			Company		
	30.09.2019	30.09.2018	01.10.2017	30.09.2019	30.09.2018	01.10.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at beginning of the year	18,754	19,778	3,294	–	–	–
Additions	30	–	20,698	–	–	–
Fair value gain recognised in profit or loss (note 21)	299	–	–	–	–	–
Reclassified to held-for-sale assets (note 8)	–	–	(3,212)	–	–	–
Translation adjustment	1,059	(1,024)	(1,002)	–	–	–
Balance at end of the year	20,142	18,754	19,778	–	–	–

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

12. INVESTMENT PROPERTIES (CONTINUED)

- (a) The investment properties located in Philippines are leased to non-related parties under operating leases. Fair values of the investment properties are based on management's assessment by reference to valuation carried by professional valuer, Santos Knight Frank on 11 October 2019 using the replacement cost approach (2018: based on management's assessment using discounted cash flows).

All investment properties are mortgaged to secure bank loans (note 16).

- (b) The following are investment properties of the Group as at 30 September 2019:

Location	Area	Description	Tenure
<u>Philippines</u>			
Jose. P. Rizal Street and Main Boulevard, LIMA Technology Centre, Barangay Bugtong na Pulo, Lipa City/Malvar, Batangas, Philippines	Land area: 48,000 sq.m.	16 units of semi-detached warehouse buildings	44 years lease expiring 30 June 2061

- (c) 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.

13. GOODWILL

	30.09.2019	Group 30.09.2018	01.10.2017
	\$'000	\$'000	\$'000
Cost and carrying amount at 1 October 2017, 30 September 2018, 1 October 2018 and 30 September 2019	<u>1,475</u>	<u>1,475</u>	<u>1,475</u>

Goodwill arose from acquisition by Citybuilders Pte. Ltd., a 100% subsidiary starting FY2019, of a subsidiary company, Citybuilders (Vietnam) Co., Ltd. in prior years. Goodwill acquired through business combination is related to the construction and related services segment, which is an individual Cash-Generating Unit ("CGU") of the Group.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

13. GOODWILL (CONTINUED)

The recoverable amount of the CGU including goodwill has been determined based on value-in-use calculations using management-approved discounted cash flow projections covering a period of 5 years and projection to terminal year. The key assumptions for the value-in-use calculations are those regarding the discounts rates, growth rates and expected changes to upward prices revision and direct costs during the financial year as stated below:

	2019	2018
	%	%
<u>Citybuilders (Vietnam) Co., Ltd.</u>		
Revenue growth rate	98.40	77.00
Terminal growth rate	–	–
Discount rate	10.14	6.60

Management estimates the discount rate using post-tax rates that reflect current market assessment of the time value of money and the risks specific to the CGU. The growth rate is based on management's estimates and expectations from historical trends. Changes in upward prices revision and direct costs are based on past practices and expectation of future changes in market.

The calculation of value-in-use is also determined based on the following assumptions:

- Timing of the progress billing for the completed works according to the timeframe of the project
- Availability of the funds to undertake the construction works

Timing of the progress billing for the completed works is based on the expected stages of completion of the project as set out in the construction agreement between the Group and the vendors.

Availability of funds to undertake the construction works is based on the expected funding that will be generated through internal and external financing during the duration of the project.

There remains a risk that, due to unforeseen circumstances in the economy in which the CGU operates or global economy conditions, the project may not be completed or funds may not be available to the Group.

The impairment assessment carried out at the end of the reporting period indicated that the recoverable amount for the subsidiary's goodwill exceeded its carrying amount by \$391,749 (2018: \$926,154). Actual outcome could vary from estimates. If the estimated revenue growth rate at the end of the reporting period had been 5 percent point less favourable (for example: 93.4% instead of 98.4%) than management's estimates at the end of the reporting period, there would be a need to reduce the recoverable amount of goodwill by nil (2018: nil). If the revised estimated discount rate at the end of the reporting period had been 1 percent point less favourable (for example: 11.14% instead of 10.14%) than the management's estimates at the end of the reporting period, there would be a need to reduce the recoverable amount of goodwill by nil (2018: nil).

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

14. TRADE PAYABLES

	Group			Company		
	30.09.2019	30.09.2018	01.10.2017	30.09.2019	30.09.2018	01.10.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
External parties	5,242	7,008	468	-	-	-
Related party	-	597	264	-	-	-
	5,242	7,605	732	-	-	-

Trade payables are normally on 30 to 60 days (2018: 30 to 60 days) credit terms and are non-interest bearing.

Trade payables are denominated in the following currencies:

	Group			Company		
	30.09.2019	30.09.2018	01.10.2017	30.09.2019	30.09.2018	01.10.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Malaysian ringgit	775	592	35	-	-	-
Philippine peso	377	422	697	-	-	-
Vietnamese dong	4,090	6,591	-	-	-	-
	5,242	7,605	732	-	-	-

15. OTHER PAYABLES

	Group			Company		
	30.09.2019	30.09.2018	01.10.2017	30.09.2019	30.09.2018	01.10.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Accrued expenses	410	334	366	182	126	126
Non-trade payables	1,943	615	1,728	539	411	481
Advance rental received	30	29	-	-	-	-
Deposits received	636	590	287	-	-	-
Amount due to a director of the subsidiaries	2	1	6	-	-	-
Amounts due to related parties	622	1,414	27,083	162	150	23,849
* Payables to non-controlling interests	-	-	19,820	-	-	19,820
Amounts due to directors						
- Directors' fees	-	2	85	-	2	85
Amounts due to former directors						
- Directors' fees	-	-	34	-	-	34
- Loan	120	120	120	120	120	120
- Interest	81	65	58	81	65	58
	201	185	212	201	185	212
	3,844	3,170	49,587	1,084	874	44,573

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

15. OTHER PAYABLES (CONTINUED)

	Group			Company		
	30.09.2019	30.09.2018	01.10.2017	30.09.2019	30.09.2018	01.10.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Represented by:						
Current liabilities	2,299	2,916	5,671	879	686	726
Non-current liabilities	1,545	254	43,916	205	188	43,847
	3,844	3,170	49,587	1,084	874	44,573

Other payables are denominated in the following currencies:

	Group			Company		
	30.09.2019	30.09.2018	01.10.2017	30.09.2019	30.09.2018	01.10.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Malaysian ringgit	473	460	1,311	–	–	–
Philippine peso	699	687	362	–	–	–
Singapore dollars	1,092	897	44,582	1,084	874	44,573
United States dollars	294	–	200	–	–	–
Vietnamese dong	1,286	1,126	3,132	–	–	–
	3,844	3,170	49,587	1,084	874	44,573

Non-trade payables and accrued expenses are unsecured, non-interest bearing and are normally settled within 90 days (2018: 90 days) or repayable on demand except for non-trade payables amounting to \$1,272,000 (2018: nil) will be repayable in 2021.

Related parties refer to the companies which are controlled by the Company's controlling shareholder/a former director and a company with a common director.

The amounts due to directors and former directors are non-trade in nature, unsecured and non-interest bearing except for \$120,000 loan which bears interest at 8.00% (2018: 8.00%) per annum. All amounts due to directors and former directors are repayable on demand.

The amounts due to related parties are non-trade in nature, unsecured, non-interest bearing and are not repayable within the short term but do not have agreed specified period of repayment. Accordingly, these amounts are carried at original cost.

* In 2018, the non-controlling interests assigned to a company controlled by Company's controlling shareholders/a former director (the "assignee"), the amount owing to them of \$19.82 million. The assignee agreed to net-off the assigned amount against amount payable by assignee to the Group in 2018.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

16. BANK BORROWINGS – SECURED

	Group			Company		
	30.09.2019	30.09.2018	01.10.2017	30.09.2019	30.09.2018	01.10.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Term loans						
Repayable within 1 year						
– Term loan 1	–	1,604	1,922	–	–	–
– Term loan 2	427	405	426	–	–	–
– Term loan 3	107	101	107	–	–	–
– Term loan 4	–	–	7	–	–	–
	534	2,110	2,462	–	–	–
Repayable after 1 year but not later than 5 years						
– Term loan 1	–	–	1,441	–	–	–
– Term loan 2	427	810	1,279	–	–	–
– Term loan 3	107	201	320	–	–	–
	534	1,011	3,040	–	–	–
	1,068	3,121	5,502	–	–	–

Term loan 1 was denominated in United States dollars and was repayable over 5 years by 20 quarterly installments with 1 year grace period commencing on 18 June 2015 and bore interest at 5.31% per annum. The loan was fully repaid during the year.

Term loan 2 is denominated in Philippines peso and is repayable over 5 years by 20 (2018: 20) quarterly instalments with 1 year grace period commencing on 15 July 2017 and bears interest at 7.83% (2018: 6.62%) per annum.

Term loan 3 is denominated in Philippines peso and is repayable over 5 years by 20 (2018: 20) quarterly instalments with 1 year grace period commencing on 16 October 2018 and bears interest at 7.83% (2018: 6.62%) per annum.

Term loan 4 was denominated in Vietnamese dong and was repayable over 2 years by 24 monthly instalments commencing on 22 April 2016 and bore interest at 8.00% to 8.20% per annum. The loan was fully repaid in 2018.

Term loans 1 to 3 are secured by:

- real estate mortgage over the investment properties located in LIMA Technology Centre, Lipa City, Batangas, Philippines of \$20,142,000 (2018: \$18,754,000 (note 12));
- a continuing suretyship agreement executed by the Company, CAM Mechatronic (Philippines), Inc., (former subsidiary), Amplefield Land (Philippines), Inc. (associate) and the Company's controlling shareholder/a former director; and
- joint and several guarantee by the Company's controlling shareholder/a former director with waiver of marital consent.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

17. DEFERRED TAX LIABILITIES

	30.09.2019	Group 30.09.2018	01.10.2017
	\$'000	\$'000	\$'000
Deferred taxation on unremitted foreign sourced income			
Balance at beginning of the year	44	44	–
Acquisition of subsidiary	–	–	44
Balance at end of the year	<u>44</u>	<u>44</u>	<u>44</u>

18. SHARE CAPITAL

	Group and Company					
	Number of ordinary shares					
	30.09.2019	30.09.2018	01.10.2017	30.09.2019	30.09.2018	01.10.2017
	'000	'000	'000	\$'000	\$'000	\$'000
As at 1 October	900,617	345,881	345,881	68,206	41,182	41,182
Issuance of new ordinary shares arising from						
Right Issue	–	554,736	–	–	27,737	–
Share issuance expenses	–	–	–	–	(713)	–
As at 30 September	<u>900,617</u>	<u>900,617</u>	<u>345,881</u>	<u>68,206</u>	<u>68,206</u>	<u>41,182</u>

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restriction and rank equally with regard to the Company's residual assets.

On 19 December 2017, the Rights cum Warrants Issue exercise was completed with successful subscription of 53.46% equivalent to 554,736,390 Right Shares and 369,824,145 Warrants. As of that date, the total issued and outstanding shares of the Company increased to 900,617,536 shares. The gross proceeds generated from the exercise amounted to \$27,736,820 (before setting off \$22.60 million of the indebtedness against the subscription by a company beneficially owned by the Company's controlling shareholder/a former director).

As at end of the reporting period, the Company has outstanding 369,824,145 (2018: 369,824,145) Warrants, with each Warrant carrying the right to subscribe for one new ordinary share at the Warrant Exercise Price of \$0.05. The Warrant may be exercised on or before 18 December 2022.

19. TRANSLATION RESERVE

Group

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

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

20. REVENUE

	Group	
	2019	2018
	\$'000	\$'000
Transfer of goods and services over time, major revenue streams:		
– Construction revenue	5,050	9,164
– Rental income	2,087	1,928
	<u>7,137</u>	<u>11,092</u>
Primary geographical market:		
– Vietnam	5,050	9,164
– Philippines	2,087	1,928
	<u>7,137</u>	<u>11,092</u>

21. OTHER INCOME

	Group	
	2019	2018
	\$'000	\$'000
Fair value gain on investment properties (note 12)	299	–
Gain in exchange	166	–
Gain on disposal of investment properties (note 8)	–	75
Interest income	24	17
Others	16	83
	<u>505</u>	<u>175</u>

22. EMPLOYEE BENEFITS EXPENSE

	Group	
	2019	2018
	\$'000	\$'000
Salaries and related costs	577	505
Employer's contribution to defined contribution plans	18	22
Total employee benefits expense	<u>595</u>	<u>527</u>

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

22. EMPLOYEE BENEFITS EXPENSE (CONTINUED)

Employee benefits expense includes remuneration of the directors as follows:–

	Group	
	2019	2018
	\$'000	\$'000
Directors' remuneration		
– Directors of the Company	251	243
Employer's contribution to defined contribution plans	7	7
Directors' fees		
– Directors of the Company	78	71
– Directors of the subsidiaries	1	2
Total directors' remuneration	337	323

23. FINANCE COSTS

	Group	
	2019	2018
	\$'000	\$'000
Interest expense on:		
– bank borrowings	150	242
– loan from a former director	15	14
– loan from a related party	12	–
	177	256

24. OTHER EXPENSES

Included in other expenses are the following:–

	Group	
	2019	2018
	\$'000	\$'000
Audit fees		
– Auditors of the Company	68	68
– Other auditors	13	14
Non-audit fees paid to auditors of the Company	–	–
Direct operating expenses arising from investment properties that generated rental income	58	173
Operating lease expenses	281	262
Loss in exchange	–	115
Property, plant and equipment written off	–	2

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

25. INCOME TAX EXPENSE

	Group	
	2019	2018
	\$'000	\$'000
Provision for current year taxation	133	145
Over-provision of taxation in prior years	(30)	(4)
Tax expense for the year	<u>103</u>	<u>141</u>
Reconciliation of income tax expense:		
Profit before tax	1,709	909
Add: Share of (profit)/loss of associates	(500)	37
	<u>1,209</u>	<u>946</u>
Taxation at statutory rate of 17%	206	161
Tax effects of:		
Non-taxable income	(72)	(24)
Non-deductible expenses	148	185
Deferred tax assets not recognised	46	11
Realisation of deferred tax assets previously not recognised	–	(60)
Effects of different tax rates of overseas operations	(200)	(146)
Over-provision of taxation in prior years	(30)	(4)
Others	5	18
	<u>103</u>	<u>141</u>

Subject to the agreement with the relevant tax authorities and compliance with certain conditions of the relevant tax legislations in which the subsidiaries operate, the Group has unabsorbed tax loss and capital allowances totaling approximately \$5,646,000 (2018: \$5,276,000) and \$2,875,000 (2018: \$2,838,000) respectively, which are available for set-off against future taxable income of the respective subsidiaries. No deferred tax assets in respect of the above amounting to approximately \$2,042,000 (2018: \$1,936,000), have been recognised due to unpredictability of future profit streams.

26. EARNINGS PER SHARE

Basic earnings per ordinary share is calculated by dividing the profit after tax attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

	Total	
	2019	2018
Net profit attributable to equity holders of the Company (\$'000)	<u>1,516</u>	<u>608</u>
Weighted average number of ordinary shares ('000)	<u>900,617</u>	<u>777,512</u>
Basic earnings per share (cents)	<u>0.17</u>	<u>0.08</u>

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

26. EARNINGS PER SHARE (CONTINUED)

Fully diluted earnings per ordinary share is the same as basic earnings per ordinary share as there are no share options as at year end.

At the end of the reporting period, the 369,824,145 (2018: 369,824,145) outstanding Warrants with each Warrant carrying the right to subscribe for one new ordinary share, were excluded from the calculation of the diluted weighted average number of ordinary shares in issue as the exercise price was above market price per ordinary share.

27. CASH AND CASH EQUIVALENTS

Group

Cash and cash equivalents in the consolidated statement of cash flows comprise cash and bank balances as shown in the statements of financial position.

28. RELATED PARTY DISCLOSURES

Significant transactions with related parties, not otherwise disclosed in the financial statements, are as follows:

	Group	
	2019 \$'000	2018 \$'000
(a) <u>With associates</u>		
Rental expense arising from land use rights	53	51
Assignment of debt from management buyout company	8,393	–
(b) <u>With companies beneficially owned by the controlling shareholder of the Company</u>		
Construction revenue	5,050	9,164
Assignment of debt from non-controlling interests	7,500	19,820
(c) <u>Key management personnel compensation (excluding directors' remuneration)</u>		
Key management personnel compensation is as follows:		
Salaries and other short-term employee benefits	77	60
Post-employment benefits – contribution to defined contribution plans	4	4
	81	64

Related party transactions are based on terms agreed between the parties concerned.

29. OPERATING LEASE COMMITMENTS

29.1 Where the Group is lessee

As at the balance sheet date, the Group leases office premises from non-related parties under non-cancellable operating leases.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

29. OPERATING LEASE COMMITMENTS (CONTINUED)

29.1 Where the Group is lessee (Continued)

As at the balance sheet date, the future aggregate minimum lease payments under non-cancellable operating leases contracted for at the balance sheet date but not recognised as liabilities are as follows:

	30.09.2019	Group 30.09.2018	01.10.2017
	\$'000	\$'000	\$'000
Payable within 1 year	137	229	218
Payable after 1 year but not later than 5 years	–	128	336
	<u>137</u>	<u>357</u>	<u>554</u>

The above operating lease commitments are based on known rental rates as at the date of this report and do not include any revision in rates which may be determined by the lessor.

29.2 Where the Group is lessor

As at the balance sheet date, the Group leases out warehouse buildings to non-related parties under non-cancellable operating leases.

As at the balance sheet date, the future aggregate minimum lease receivables under non-cancellable operating leases contracted for at the balance sheet date but not recognised as assets are as follows:

	30.09.2019	Group 30.09.2018	01.10.2017
	\$'000	\$'000	\$'000
Receivable within 1 year	2,089	2,082	1,559
Receivable after 1 year but not later than 5 years	2,841	4,371	3,903
	<u>4,930</u>	<u>6,453</u>	<u>5,462</u>

The above operating leases do not provide for contingent rents.

30. SEGMENT INFORMATION

The Group's principal activities are mainly property development and construction, facility provider and investment holding in Vietnam and Philippines. Accordingly, the results of the Group are derived substantially from these business segments.

Segment revenue includes transfer between business segments. Inter-segment sales are charged at cost plus a percentage profit mark-up. These transfers are eliminated on consolidation. Segment liabilities exclude current tax liabilities and deferred tax liabilities.

Management has identified facility provider and property development and construction as reportable business segments. These segments account for 100% of the Group's revenue. Accordingly, the Directors are of the opinion that there is no other business segment in which the Group is subject to different risks and rewards.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

30. SEGMENT INFORMATION (CONTINUED)

Business segments

	Facility provider and rental \$'000	Property development and construction \$'000	Others \$'000	Elimination \$'000	Total \$'000
<u>30.09.2019</u>					
Segment assets	26,810	39,669	11,289	(1,058)	76,710
Segment liabilities	2,413	8,656	2,139	(2,888)	10,320
<u>30.09.2018</u>					
Segment assets	23,685	47,886	13,344	242	85,157
Segment liabilities	4,053	17,200	1,737	(9,094)	13,896
<u>01.10.2017</u>					
Segment assets	33,087	61,082	6,769	(1,056)	99,882
Segment liabilities	7,731	31,038	44,624	(27,572)	55,821
<u>2019</u>					
<u>Revenue</u>					
External sales	2,087	5,050	–	–	7,137
<u>Results</u>					
Operating profit/(loss)	2,113	352	(1,200)	(56)	1,209
Share of results of associates	500	–	–	–	500
Profit/(loss) before tax	2,613	352	(1,200)	(56)	1,709
Income tax expense	(36)	(67)	–	–	(103)
Profit/(loss) before tax	<u>2,577</u>	<u>285</u>	<u>(1,200)</u>	<u>(56)</u>	<u>1,606</u>
Depreciation on property, plant and equipment	2	7	35	–	44
Operating lease expenses	53	11	217	–	281
<u>2018</u>					
<u>Revenue</u>					
External sales	1,928	9,164	–	–	11,092
<u>Results</u>					
Operating profit/(loss)	1,215	649	(973)	55	946
Share of results of associate	(37)	–	–	–	(37)
Profit/(loss) before tax	1,178	649	(973)	55	909
Income tax expense	(57)	(83)	(1)	–	(141)
Profit/(loss) before tax	<u>1,121</u>	<u>566</u>	<u>(974)</u>	<u>55</u>	<u>768</u>
Depreciation on property, plant and equipment	2	7	11	–	20
Operating lease expenses	51	11	200	–	262

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

31. FINANCIAL RISK MANAGEMENT

The Group is exposed to a number of risks through its normal operations. The most significant of these are liquidity risk, interest rate risk, foreign exchange risk and credit risk. The responsibility for managing these risks is vested in the Risk Management Committee headed by the Executive Directors. Operational responsibility for asset and liability management is in turn delegated to appropriate management in each operating business unit.

31.1 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 funding requirements and liquidity risks are managed with the objective of meeting its business obligations in a timely manner. The Group through the appropriate management in each operating business unit measures and manages its cash flow commitments on a regular basis. Among other things, this also involves monitoring the concentration of funding maturing at any point in time and from any particular source.

The table below summarises the maturity profile of the Group's and the Company's financial liabilities at the balance sheet date based on contractual undiscounted payments:

	Less than 1 year \$'000	2 to 5 years \$'000	Total \$'000
<u>Group</u>			
<u>30 September 2019</u>			
Amount due to associate	166	–	166
Trade payables	5,242	–	5,242
Other payables	2,269	1,545	3,814
Bank borrowings	595	553	1,148
	8,272	2,098	10,370
<u>30 September 2018</u>			
Trade payables	7,605	–	7,605
Other payables	2,887	254	3,141
Bank borrowings	2,230	1,075	3,305
	12,722	1,329	14,051
<u>1 October 2017</u>			
Trade payables	732	–	732
Other payables	5,671	43,916	49,587
Bank borrowings	2,685	3,213	5,898
	9,088	47,129	56,217
<u>Company</u>			
<u>30 September 2019</u>			
Other payables	879	205	1,084
<u>30 September 2018</u>			
Other payables	686	188	874
<u>1 October 2017</u>			
Other payables	726	43,847	44,573

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

31. FINANCIAL RISK MANAGEMENT (CONTINUED)

31.2 Interest rate risk

Interest rate risk is the risk that changes in market interest rates will have an adverse financial effect on the Group's results and the fair value of its financial instruments. The Group's exposure to changes in interest rates relates primarily to interest-bearing financial liabilities. Interest rate risk is managed by the Group on an ongoing basis with the primary objective of limiting the extent to which net interest expense could be affected by an adverse movement in interest rates.

Information relating to the Group's interest rate exposures are disclosed in the notes 15 and 16 to the financial statements respectively.

At the balance sheet date, the interest rate profile of the interest-bearing financial instruments are as follows:

	Group			Company		
	30.09.2019	30.09.2018	01.10.2017	30.09.2019	30.09.2018	01.10.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Fixed rate instruments						
Other payables	<u>(120)</u>	<u>(120)</u>	<u>(120)</u>	<u>(120)</u>	<u>(120)</u>	<u>(120)</u>
Variable rate instruments						
Bank borrowings	<u>(1,068)</u>	<u>(3,121)</u>	<u>(5,502)</u>	<u>-</u>	<u>-</u>	<u>-</u>

Sensitivity analysis

For variable rate financial instruments, an increase of 100 basis points (bp) in interest rate at the reporting date would decrease profit by the amounts shown below. A decrease of 100 bp in interest rate would have an equal but opposite effect. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

	Group		Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
<u>Profit</u>				
Variable rates instruments	<u>(11)</u>	<u>(31)</u>	<u>-</u>	<u>-</u>

31.3 Foreign exchange risk

The Group's equity investment in and intercompany loans to subsidiaries and associates in Malaysia and the Philippines currently account for most of its foreign exchange risk. Unfortunately under the present circumstance, the Group is unable to match funds to reduce this structural foreign currency exposure.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

31. FINANCIAL RISK MANAGEMENT (CONTINUED)

31.3 Foreign exchange risk (Continued)

In the Philippines, the peso has strengthened against US dollars. As significant portion of the Philippines subsidiary's borrowings are denominated in US dollars, the strengthening of the peso against US dollars is favourable to the subsidiary.

The Group's investments in overseas subsidiaries and associates, which are held for long term investment purpose, are exposed to currency translation risk. The differences arising from such translation are recorded under the foreign currency translation reserve. These translation differences are reviewed and monitored on a regular basis.

The Group does not enter into any derivative transactions to hedge its foreign exchange risk.

The significant foreign currency amounts held by the Group entities other than their respective functional currencies are as follows:

	USD \$'000	PESO \$'000	RINGGIT \$'000	DONG \$'000	TOTAL \$'000
<u>Group</u>					
<u>30 September 2019</u>					
Cash and bank balances	182	37	11	518	748
Trade and other receivables	4,395	756	197	8,346	13,694
Amounts due from associates	9	438	264	–	711
Amount due to associate	(166)	–	–	–	(166)
Trade and other payables	(294)	(1,076)	(1,248)	(5,376)	(7,994)
Bank borrowings	–	(1,068)	–	–	(1,068)
	<u>4,126</u>	<u>(913)</u>	<u>(776)</u>	<u>3,488</u>	<u>5,925</u>
Less: Financial assets/(liabilities) denominated in respective entities functional currencies	<u>–</u>	<u>(913)</u>	<u>(777)</u>	<u>3,488</u>	<u>1,798</u>
	<u>4,126</u>	<u>–</u>	<u>1</u>	<u>–</u>	<u>4,127</u>
<u>30 September 2018</u>					
Cash and bank balances	53	117	972	82	1,224
Trade and other receivables	–	9,106	4,816	6,348	20,270
Amount due from associate	–	383	250	–	633
Trade and other payables	–	(1,109)	(1,051)	(7,717)	(9,877)
Bank borrowings	(1,604)	(1,517)	–	–	(3,121)
	<u>(1,551)</u>	<u>6,980</u>	<u>4,987</u>	<u>(1,287)</u>	<u>9,129</u>
Less: Financial assets/(liabilities) denominated in respective entities functional currencies	<u>–</u>	<u>6,980</u>	<u>4,983</u>	<u>(1,287)</u>	<u>10,676</u>
	<u>(1,551)</u>	<u>–</u>	<u>4</u>	<u>–</u>	<u>(1,547)</u>

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

31. FINANCIAL RISK MANAGEMENT (CONTINUED)

31.3 Foreign exchange risk (Continued)

	USD \$'000	PESO \$'000	RINGGIT \$'000	DONG \$'000	TOTAL \$'000
<u>Group</u>					
<u>1 October 2017</u>					
Cash and bank balances	74	190	7	9	280
Trade and other receivables	–	7,162	4,800	2,935	14,897
Trade and other payables	(200)	(1,059)	(1,346)	(3,132)	(5,737)
Bank borrowings	(3,364)	(2,131)	–	(7)	(5,502)
	<u>(3,490)</u>	<u>4,162</u>	<u>3,461</u>	<u>(195)</u>	<u>3,938</u>
Less: Financial assets/(liabilities) denominated in respective entities functional currencies	–	4,162	3,458	(195)	7,425
	<u>(3,490)</u>	<u>–</u>	<u>3</u>	<u>–</u>	<u>(3,487)</u>
<u>Company</u>					
<u>30 September 2019</u>					
Cash and bank balances	148	–	1	–	149
Trade and other receivables	–	16,392	–	–	16,392
	<u>148</u>	<u>16,392</u>	<u>1</u>	<u>–</u>	<u>16,541</u>
<u>30 September 2018</u>					
Cash and bank balances	–	–	4	–	4
Trade and other receivables	–	24,712	–	–	24,712
	<u>–</u>	<u>24,712</u>	<u>4</u>	<u>–</u>	<u>24,716</u>
<u>1 October 2017</u>					
Cash and bank balances	–	–	3	–	3
Trade and other receivables	2,057	20,074	–	–	22,131
	<u>2,057</u>	<u>20,074</u>	<u>3</u>	<u>–</u>	<u>22,134</u>

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

31. FINANCIAL RISK MANAGEMENT (CONTINUED)

31.3 Foreign exchange risk (Continued)

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Group's and the Company's profit net of tax to a 5% (2018: 5%) change in the following currencies exchange rates (against SGD), with all other variables held constant.

		Group		Company	
		Increase/(decrease)		Increase/(decrease)	
		profit after tax		profit after tax	
		2019	2018	2019	2018
		\$'000	\$'000	\$'000	\$'000
USD	– strengthened 5%	206	(78)	7	–
	– weakened 5%	(206)	78	(7)	–
PESO	– strengthened 5%	–	–	820	1,236
	– weakened 5%	–	–	(820)	(1,236)
RINGGIT	– weakened 5%	–	–	–	–

31.4 Credit risk

Credit risk is the potential risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group.

(i) *Risk management*

The Group's exposure to credit risk arises primarily from amounts due from associates, trade and other receivables. For other financial assets, including cash and cash equivalents, the Group minimises credit risk by dealing with high credit rating counterparties.

The Group, through the appropriate management in each operating business unit, controls this risk through the process of initial approval and granting of credit, subsequent monitoring of creditworthiness and the active management of credit exposures.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

31. FINANCIAL RISK MANAGEMENT (CONTINUED)

31.4 Credit risk (Continued)

(i) Risk management (Continued)

The credit risk concentration profile of the Group's and the Company's trade receivables as at the balance sheet date is as follows:-

	Group			Company		
	30.09.2019	30.09.2018	01.10.2017	30.09.2019	30.09.2018	01.10.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
By geographical areas						
Philippines	35	46	3	-	-	-
Vietnam	6,619	4,248	1,253	-	-	-
	<u>6,654</u>	<u>4,294</u>	<u>1,256</u>	<u>-</u>	<u>-</u>	<u>-</u>

During the financial year, the Group derived 70.76% (2018:82.63%) of its total revenue from one (2018: one) related party located in Vietnam. At the balance sheet date, 99.47% (2018: 98.93%) of total outstanding trade receivables was due from this related party.

(ii) Recognition of expected credit losses (ECL)

The Group's financial assets that are subject to credit losses where the expected credit loss model has been applied are trade receivables.

The Group assess on forward looking basis the expected credit losses on its trade receivables, and recognises a loss allowance in accordance with SFRS(I) 9.

Based on the Group's historical collection trend, all outstanding trade receivables are generally settled within the credit term of 30 days and there is a low risk of default. Trade receivables are assessed on a collective basis to determine whether there are changes in credit risk. Lifetime expected credit losses are recognised for specific receivables for which credit risk is deemed to have increase significantly.

Impairment recognition in FY 2018

Prior to 1 October 2018, the Group conducts ongoing credit evaluations on all lessees and, where necessary, maintains an allowance for doubtful receivables to provide for potential credit risks. When there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables, an impairment loss is recognised. Individual receivables which were known to be uncollectible were written off by reducing the carrying amount directly. The amount of the loss is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

31. FINANCIAL RISK MANAGEMENT (CONTINUED)

31.4 Credit risk (Continued)

(ii) Recognition of expected credit losses (ECL) (Continued)

Impairment recognition in FY 2018 (Continued)

Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are creditworthy debtors with good payment record with the Group.

Financial assets that are past due but not impaired

The Group has trade receivables that are past due but not impaired. These trade receivables are unsecured and the analysis of their ageing at 30 September 2018 and 1 October 2017 is as follows:

	30.09.2018	01.10.2017
	\$'000	\$'000
<u>Group</u>		
0 to 3 months	46	3
4 to 6 months	4,248	–
More than 6 months	–	1,253
	<u>4,294</u>	<u>1,256</u>

32. CAPITAL MANAGEMENT

The Group's objectives when managing capital are:

- (a) To safeguard the Group's ability to continue as a going concern;
- (b) To support the Group's stability and growth; and
- (c) To provide capital for the purpose of strengthening the Group's risk management capability.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected strategic investment opportunities. The Group currently does not adopt any formal dividend policy.

The directors also monitor the return on capital employed. The return on capital employed in 2019 was 2.42% (2018: 1.08%). The return on capital employed is calculated by dividing profit after tax over total equity of the Group.

There were no changes to the Group's approach to capital management since the previous financial year.

The Group is in compliance with all externally imposed capital requirements for the financial years ended 30 September 2019 and 2018.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

33. FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

33.1 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 markets 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.

33.2 Assets and liabilities measured at fair value

The following table shows an analysis of each class of assets and liabilities measured at fair value by the end of the reporting period:

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
<u>Group</u>				
<u>30 September 2019</u>				
Investment properties	–	–	20,142	20,142
<u>30 September 2018</u>				
Investment properties	–	–	18,754	18,754
<u>1 October 2017</u>				
Investment properties	–	–	19,778	19,778

Movements in Level 3 assets measured at fair value are as disclosed in note 12 to financial statements.

The determination of the fair value of investment properties is performed on an annual basis by management based on the management's assessment by reference to available market information and indices for similar properties in the same vicinity.

The Board of Directors oversees the Group's financial reporting valuation process and is responsible for setting and documenting the Group's valuation policies and procedures.

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

33. FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES (CONTINUED)

33.3 Fair Value of Financial Instruments that are Not Carried at Fair Value

The carrying amounts of cash and cash equivalents, receivables and payables classified as current assets and liabilities approximate their fair value due to their short term nature.

The carrying amounts of bank borrowings are reasonable approximation of their fair values as these bear interest at rates approximating market rates as at balance sheet date.

It is not practicable to determine with sufficient reliability the fair values of other receivables, other payables and interest-free amounts owing by/payable to related parties which are classified as non-current assets/liabilities. These amounts are not repayable within the short term but do not have agreed specified period of repayment. Accordingly, these amounts are carried at original cost.

34. FINANCIAL INSTRUMENTS BY CATEGORY

The aggregate carrying amounts of financial instruments classified as financial assets at amortised cost, loan and receivables and financial liabilities at amortised cost are as follows:

	Group			Company		
	30.09.2019	30.09.2018	01.10.2017	30.09.2019	30.09.2018	01.10.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Financial assets at amortised cost	24,332	–	–	161	–	–
Loan and receivables	–	30,294	45,694	–	10	15
Financial liabilities at amortised cost	8,745	13,613	11,905	879	686	726

35. ACQUISITION OF NON-CONTROLLING INTEREST

On 12 April 2019, the Company acquired an additional interest of 25% on Citybuilders Pte. Ltd. ("CBS") at a consideration of \$7,500,000. Following the acquisition, the Company's effective interest in CBS was increased from 75% to 100%. The carrying amount of CBS's net assets in the Group's consolidated financial statements on the date of acquisition was \$7,692,000. As a result, the Group recognised a decrease in non-controlling interest ("NCI") of \$7,692,000 and an increase in total equity attributable to equity holders of the Company of \$192,000 in consolidated statement of changes in equity.

	Group
	2019
	\$'000
Carrying amount of NCI acquired	7,692
Consideration	(7,500)
Increase in total equity attributable to equity holders of the Company	192

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2019

36. EVENT OCCURRING AFTER THE REPORTING PERIOD

On 22 October 2019, the Company announced that the Group and three independent parties had incorporated Amplefield Malvar, Inc. ("AMI"). The Group holds 40% equity interests in AMI while the other parties hold the remaining 60%. The issued and paid up capital is Philippine peso 312,650 (approximately \$8,900). The principal activities of AMI are those of real estate buying, selling, renting and operating of self-owned/leased apartment building, non-residential and dwellings.

37. AUTHORISATION OF FINANCIAL STATEMENTS

The balance sheet of the Company and the consolidated financial statements of Amplefield Limited and its subsidiaries for the year ended 30 September 2019 were authorised for issue in accordance with a resolution of the directors dated 23 December 2019.

STATISTICS OF SHAREHOLDINGS

AS AT 13 DECEMBER 2019

DISTRIBUTION OF SHAREHOLDINGS

Issued share capital	: \$68,245,967
No. of shares	: 900,617,536
Class of shares	: Ordinary share
Voting rights	: One vote per share
No. of treasury shares and subsidiary holdings	: Nil

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	3,830	37.31	190,623	0.02
100 – 1,000	3,877	37.77	1,230,184	0.14
1,001 – 10,000	1,396	13.60	5,849,447	0.65
10,001 – 1,000,000	1,135	11.06	109,672,045	12.18
1,000,001 AND ABOVE	27	0.26	783,675,237	87.01
TOTAL	10,265	100.00	900,617,536	100.00

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	DB NOMINEES (SINGAPORE) PTE LTD	568,732,824	63.15
2	RAMESH S/O PRITAMDAS CHANDIRAMANI	44,774,200	4.97
3	PHILLIP SECURITIES PTE LTD	37,057,304	4.11
4	RAFFLES NOMINEES (PTE.) LIMITED	17,453,559	1.94
5	DBS NOMINEES (PRIVATE) LIMITED	15,344,700	1.70
6	MAYBANK KIM ENG SECURITIES PTE. LTD.	13,799,418	1.53
7	OCBC SECURITIES PRIVATE LIMITED	12,798,650	1.42
8	GOH GUAN SIONG (WU YUANXIANG)	12,580,000	1.40
9	HSBC (SINGAPORE) NOMINEES PTE LTD	9,663,300	1.07
10	TAN WEIREN VINCENT (CHEN WEIREN VINCENT)	8,855,900	0.98
11	NG SOK MENG EVELYN	6,200,000	0.69
12	RHB SECURITIES SINGAPORE PTE. LTD.	5,215,800	0.58
13	CGS-CIMB SECURITIES (SINGAPORE) PTE. LTD.	4,655,450	0.52
14	CHEAH SWEE KEAT AUGUSTINE	3,200,000	0.36
15	LIM TIONG KHENG STEVEN	3,101,000	0.34
16	LEE TECK KENG	2,800,000	0.31
17	CITIBANK NOMINEES SINGAPORE PTE LTD	2,506,982	0.28
18	GUILLAUME CLAUDE JACQUES GALY	2,275,100	0.25
19	DALIP KUMAR PRITAMDAS CHANDIRAMANI	2,000,000	0.22
20	ESTATE OF LIM TCHEN NAN, DECEASED	1,772,400	0.20
	TOTAL	774,786,587	86.02

STATISTICS OF SHAREHOLDINGS

AS AT 13 DECEMBER 2019

SUBSTANTIAL SHAREHOLDERS

(As recorded in the Register of Substantial Shareholders)

	Direct Interest		Deemed Interest	
	No. of Shares Held	%	No. of Shares Held	%
Olander Ltd	543,723,385	60.37	–	–
Dato Sri Yap Teiong Choon	23,155,739	2.57	543,723,385	60.37
Phan Foo Beam	–	–	543,723,385	60.37

Note:

Dato Sri Yap Teiong Choon and Phan Foo Beam are deemed interested in the shares held by Olander Ltd as they are shareholders and directors of Olander Ltd.

PERCENTAGE OF SHAREHOLDING HELD IN PUBLIC'S HANDS

Based on the information available to the Company on 13 December 2019, approximately 37.0% of the issued ordinary shares of the Company are held by the public and therefore, Rule 723 of the Catalist Rules has been complied with.

STATISTICS OF WARRANTHOLDINGS

AS AT 13 DECEMBER 2019

DISTRIBUTION OF WARRANTHOLDINGS

SIZE OF WARRANTHOLDINGS	NO. OF WARRANTHOLDERS	%	NO. OF WARRANTS	%
1 – 99	9	1.77	449	0.00
100 – 1,000	129	25.39	66,149	0.02
1,001 – 10,000	210	41.34	839,996	0.23
10,001 – 1,000,000	149	29.33	15,221,539	4.11
1,000,001 AND ABOVE	11	2.17	353,696,012	95.64
TOTAL	508	100.00	369,824,145	100.00

TWENTY LARGEST WARRANTHOLDERS

NO.	NAME	NO. OF WARRANTS	%
1	DB NOMINEES (SINGAPORE) PTE LTD	300,733,619	81.32
2	RAMESH S/O PRITAMDAS CHANDIRAMANI	22,976,700	6.21
3	GOH GUAN SIONG (WU YUANXIANG)	6,666,666	1.80
4	RAFFLES NOMINEES (PTE.) LIMITED	5,719,999	1.55
5	MAYBANK KIM ENG SECURITIES PTE. LTD.	5,018,932	1.36
6	TAN WEIREN VINCENT (CHEN WEIREN VINCENT)	3,260,000	0.88
7	PHILLIP SECURITIES PTE LTD	2,864,430	0.77
8	OCBC SECURITIES PRIVATE LIMITED	1,989,000	0.54
9	CHEAH SWEE KEAT AUGUSTINE	1,600,000	0.43
10	LIM TIONG KHENG STEVEN	1,466,666	0.40
11	LEE TECK KENG	1,400,000	0.38
12	GUILLAUME CLAUDE JACQUES GALY	800,000	0.22
13	FOO SIANG YANG (FU XIANGYANG)	666,666	0.18
14	DBS NOMINEES (PRIVATE) LIMITED	642,632	0.17
15	JAGDISH UDEYKUMAR CHANDIRAMANI	633,333	0.17
16	LEE ROBERT	600,000	0.16
17	LIM BOON LIAT TIMOTHY	500,000	0.14
18	NEO TECK HOE	500,000	0.14
19	NG CHOON HOW	460,000	0.12
20	TAN LYE SENG	445,000	0.12
	TOTAL	358,943,643	97.06

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting (“AGM”) of Amplefield Limited (the “Company”) will be held at RELC International Hotel, Room 603, Level 6, 30 Orange Grove Road, Singapore 258352 on Wednesday, 22 January 2020 at 1.00 pm for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 30 September 2019 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To re-elect the following Directors retiring pursuant to Regulation 117 and 122 of the Company’s Constitution:
 - a. Mr Albert Saychuan Cheok (retiring under Regulation 117) **(Resolution 2)**
 - b. Mr Phan Chee Shong (retiring under Regulation 117) **(Resolution 3)**
 - c. Prof. Ling Chung Yee Roy (retiring under Regulation 122) **(Resolution 4)**
 - d. Mr Chong Teik Siang (retiring under Regulation 122) **(Resolution 5)**
 - e. Mr Teh Leong Kok (retiring under Regulation 122) **(Resolution 6)**

[See Explanatory Note (i), (ii), (iii), (iv) and (v)].
3. To approve the payment of Directors’ fees of S\$77,945/- for the financial year ended 30 September 2019 (FY2018: S\$71,500/-). **(Resolution 7)**
4. To re-appoint Lo Hock Ling & Co. as the Company’s Auditors and to authorize the Directors to fix the remuneration. **(Resolution 8)**
5. To transact any other ordinary business that may be properly transacted at an annual general meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as Ordinary Resolution, with or without any modifications:

6. Authority to allot and issue shares

That pursuant to Section 161 of the Companies Act, Cap 50 of Singapore (“Companies Act”) and Rule 806 of the Catalist Rules, the Directors be empowered to

- (a) allot and issue shares in the capital of the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or

NOTICE OF ANNUAL GENERAL MEETING

- (b) 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, notwithstanding the authority conferred by this Resolution may have ceased to be in force, issue Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force, provided that:

- (a) 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 one hundred percent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) 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 fifty percent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);
- (b) 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 (a) 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) at the time of the passing of this Resolution, after adjusting for: (i) new Shares arising from the conversion or exercise of any convertible securities; (ii) new Shares arising from exercising of share options or vesting of share awards which are outstanding or subsisting at the time of passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and (iii) and subsequent bonus issue, consolidation or subdivision of Shares;
- (c) In exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance is waived by the SGX-ST) and the Constitution of the Company; and
- (d) Unless revoked or varied by the Company in 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 the earlier.

[See Explanatory Note (vi)]

(Resolution 9)

NOTICE OF ANNUAL GENERAL MEETING

7. Proposed Renewal Of The Shareholders' Mandate For Interested Person Transactions

That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Catalist Rules, for the Company, its subsidiaries and associated companies which are entities at risk as defined under Chapter 9 of the Catalist Rules, or any of them, to enter into any of the transactions falling within the types of interested person transactions, particulars of which are set out in the appendix dated 7 January 2020 accompanying the Annual Report (the "**Appendix**"), with any party who is of the class of interested persons described in the Appendix, provided that such transactions are made on normal commercial terms, are not prejudicial to the interests of the Company and its minority shareholders and are in accordance with the review procedures for interested person transactions as set out in the Appendix;
- (b) the approval given in sub-paragraph (a) above (the "**Mandate**") shall, unless revoked or varied by the Company in general meeting, continue in force until the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier; and
- (c) the Directors be and are hereby authorised, jointly or severally, to take such steps and exercise such discretion as the Directors may in their absolute discretion deem fit, advisable or necessary or in the interest of the Company to give effect to the Mandate and/or this Resolution.

[See Explanatory Note (vii)]

(Resolution 10)

By Order of the Board

Lee Pih Peng
Company Secretary

Singapore, 7 January 2020

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

- (i) Resolution 2, if passed, will re-appoint Mr Albert Saychuan Cheok as Director of the Company. Further information on Mr Albert Saychuan Cheok is set out under the sections entitled "Board of Directors" and "Report on Corporate Governance" of the Company's annual report.
- (ii) Resolution 3, if passed, will re-appoint Mr Phan Chee Shong as Director of the Company. Further information on Mr Phan Chee Shong is set out under the sections entitled "Board of Directors" and "Report on Corporate Governance" of the Company's annual report.
- (iii) Resolution 4, if passed, will re-appoint Prof. Ling Chung Yee Roy as Director of the Company. Further information on Prof. Ling Chung Yee Roy is set out under the sections entitled "Board of Directors" and "Report on Corporate Governance" of the Company's annual report.
- (iv) Resolution 5, if passed, will re-appoint Mr Chong Teik Siang as Director of the Company. Further information on Mr Chong Teik Siang is set out under the sections entitled "Board of Directors" and "Report on Corporate Governance" of the Company's annual report.
- (v) Resolution 6, if passed, will re-appoint Mr Teh Leong Kok as Director of the Company. Further information on Mr Teh Leong Kok is set out under the sections entitled "Board of Directors" and "Report on Corporate Governance" of the Company's annual report.
- (vi) Resolution 9, if passed, will empower the Directors from the date of the Annual General Meeting until (a) the conclusion of the next annual general meeting of the Company, or (b) the date by which the next Annual General Meeting of the Company is required to be held pursuant to the Constitution of the Company or any applicable laws of Singapore, or (c) it is carried out to the full extent mandated, or (d) the date on which such authority is varied or revoked by ordinary resolution of the shareholders in a general meeting, whichever is the earliest, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to an amount not exceeding, in total, one hundred percent (100%) of the issued Share capital of the Company (excluding treasury shares and subsidiary holdings), of which up to fifty percent (50%) may be issued other than on a pro-rata basis to existing shareholders of the Company.
- (vii) Resolution 10, if passed, will renew the IPT Mandate and empower the Company, its subsidiaries and associated companies, to enter into the interested person transactions as described in the Appendix. The authority under the renewed IPT Mandate will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting is required by law to be held, whichever is the earlier.

Notes:

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM.
Where such member appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of share shall be specified).
- "Relevant intermediary" means:
- (i) a banking corporation licensed under the Banking Act Chapter 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;
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act Chapter 289 of Singapore and who holds shares in that capacity; or
 - (iii) the Central Provident Fund Board established by the Central Provident Fund Act Chapter 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.
2. A proxy need not be a member of the Company.
 3. The instrument appointing a proxy must be deposited at the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 not less than seventy-two (72) hours before the time appointed for holding of the AGM.
 4. 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.

NOTICE OF ANNUAL GENERAL MEETING

5. The Company shall be entitled to reject an instrument appointing a proxy or proxies which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument (including any related attachment). In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject an instrument appointing a proxy or proxies if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
6. Following the adoption of the use of electronic communications for the giving, sending or serving of notices or documents to Shareholders as announced by the Company on 6 January 2020, the Company's annual report for the financial year ended 30 September 2019 ("**Annual Report**") shall be published on the following websites and made available to Shareholders on 7 January 2020:
 1. <https://www.sgx.com>
 2. <https://amplefield.com>

Any Shareholder who wishes to request for a physical copy of the Annual Report should complete the request form in the package which will be mailed to them containing physical copies of the Notice of AGM and the proxy form and return the completed request form to the office of the Company's legal advisor, Altum Law Corporation, at 160 Robinson Road, #26-06 SBF Center, Singapore 068914 **by no later than 15 January 2020**.

The Company will not be liable for any non-delivery of physical copies of documents to Shareholders for any request form which is delivered or received at such office after such date or which is otherwise incomplete in any respect or in respect of any non-receipt of physical copies of documents by Shareholders due to postal reasons.

PERSONAL DATA PRIVACY

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder'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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guideline (collectively, the "**Purposes**"), (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder 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 shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

APPENDIX

7 JANUARY 2020

THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR ATTENTION. PLEASE READ IT CAREFULLY.

IF YOU ARE IN ANY DOUBT AS TO ITS CONTENTS OR THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

This appendix (the "Appendix") to Amplefield Limited's (the "Company") annual report for the financial year ended 30 September 2019 (the "Annual Report") is circulated to the shareholders of the Company to provide information in relation to, and to seek Shareholders' approval for, the proposed renewal of the IPT Mandate (as defined in the Appendix). The Notice of the Annual General Meeting and the accompanying Proxy Form are enclosed with the Annual Report.

This Appendix has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"), in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalyst.

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

The contact person for the Sponsor is Mr. Joseph Au, Associate Director, Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: sponsorship@ppcf.com.sg).



AMPLEFIELD LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 198900188N)

APPENDIX

IN RELATION TO

THE PROPOSED RENEWAL OF THE GENERAL MANDATE FOR INTERESTED PARTY TRANSACTIONS

APPENDIX

7 JANUARY 2020

TABLE OF CONTENTS

DEFINITIONS	121
LETTER TO SHAREHOLDERS	124
1. THE PROPOSED RENEWAL OF THE IPT MANDATE	124
2. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS	133
3. DIRECTORS' RECOMMENDATION	134
4. DIRECTORS' RESPONSIBILITY STATEMENT	134
5. INSPECTION OF DOCUMENTS	134
SCHEDULE I	135
SCHEDULE II	137

APPENDIX

7 JANUARY 2020

DEFINITIONS

The following definitions apply throughout this Appendix, unless the context requires otherwise:

- “Act”** : Companies Act, Chapter 50 of Singapore, as amended, modified and supplemented from time to time
- “AGM”** : An annual general meeting of the Company
- “Appendix”** : This appendix to the Shareholders dated 7 January 2020 in relation to the IPT Mandate
- “Associates”** : (a) in relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means:
- (i) his immediate family;
 - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; or
 - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more of the total votes attached to all the voting shares;
- (b) in relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
- “Board”** : The board of Directors of the Company
- “Catalist”** : Catalist of the SGX-ST
- “Catalist Rules”** : The Listing Manual Section B: Rules of Catalist issued by the SGX-ST, as may be amended, supplemented or revised from time to time
- “Company”** : Amplefield Limited
- “Controlling Shareholder”** : A person who:
- (a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder;
 - (b) or in fact exercises control over the Company

APPENDIX

7 JANUARY 2020

“Directors”	: The directors of the Company as at the date of this Circular
“EGM”	: The extraordinary general meeting of the Company
“FY”	: Financial year ended or, as the case may be, ending 30 September
“Group”	: The Company, its subsidiaries and associated company(ies)
“Independent Directors”	: The Directors who are considered independent of the proposed renewal of IPT Mandate, namely Albert Saychuan Cheok, Prof. Ling Chung Yee, Chong Teik Siang and Teh Leong Kok
“IPT” or “IPs”	: An interested person transaction
“IPT Mandate”	: The meaning ascribed to it in Section 1.2 of this Appendix
“Latest Practicable Date”	: 27 December 2019, being the latest practicable date prior to the printing of this Appendix
“Mandated Interested Persons”	: Interested persons of the Company who fall within the IPT Mandate, as defined in Section 1.2.1 of this Appendix
“Mandated Transactions”	: Has the meaning ascribed to it in Section 1.3.3 of this Appendix
“Notice of AGM”	: The notice of the AGM as set out on pages 99 to 101 of the Company’s annual report
“NTA”	: Net tangible assets
“SFA”	: The Securities and Futures Act, Chapter 289 of Singapore, as amended, modified or supplemented from time to time
“SGXNET”	: The online information system of the SGX-ST used by listed companies to disseminate corporate information
“SGX-ST”	: Singapore Exchange Securities Trading Limited
“Substantial Shareholder”	: A person who has an interest (directly or indirectly) in 5% or more of the total issued voting rights of the Company
“\$” or “S\$”	: Singapore dollars
“%”	: Per centum

The terms “Depositor”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them, respectively, in Section 81SF of the Securities and Futures Act or any statutory modification thereof, as the case may be.

APPENDIX

7 JANUARY 2020

The expressions “associate”, “associated company”, “subsidiary”, “Controlling Shareholder” and “Substantial Shareholder” shall have the meaning ascribed to them respectively in the Act and the Catalist Rules.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall, where applicable, include corporations.

Any reference in this Appendix to any enactment is a reference to that enactment for the time being amended or re-enacted. Any word defined under the Act, the Securities and Futures Act and the Catalist Rules or any modification thereof and used in this Appendix shall, where applicable, have the meaning ascribed to it under the Act, the Securities and Futures Act and the Catalist Rules or modification as the case may be.

Any reference in this Appendix to a time of day and date shall be a reference to Singapore time and date respectively, unless otherwise stated.

Any discrepancy with the tables in this Appendix between the listed amounts and the totals thereof is due to rounding.

APPENDIX

7 JANUARY 2020

LETTER TO SHAREHOLDERS

AMPLEFIELD LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 198900188N)

Board of Directors

Albert Saychuan Cheok (*Chairman and Independent Director*)
Yap Weng Yau (*Executive Director*)
Phan Chee Shong (*Executive Director*)
Woon Ooi Jin (*Executive Director*)
Prof. Ling Chung Yee (*Independent Director*)
Chong Teik Siang (*Independent Director*)
Teh Leong Kok (*Independent Director*)

Registered Office

101A, Upper Cross Street
#11-16 People's Park Centre
Singapore 058358

7 January 2020

To: The Shareholders of Amplefield Limited

1. THE PROPOSED RENEWAL OF THE IPT MANDATE

1.1 Background

Proposed Resolution 10 in the Notice of AGM relates to the renewal of the general mandate to authorise the Company, its subsidiaries (together with the Company, the "**Group**") (excluding subsidiaries listed on the SGX-ST or an approved exchange) and its associated companies (excluding associated companies listed on the SGX-ST or an approved exchange) over which the Group, or the Group and its Mandated Interested Persons (as defined in paragraph 1.2.1 below) has or have control, being "entities at risk" within the meaning of Chapter 9 the Listing Manual Section B: Rules of the Catalist of the SGX-ST (the "**Catalist Rules**"), to enter into, in the ordinary course of business, any of the mandated transactions with specified classes of the Company's Mandated Interested Persons, provided that such transactions are made on normal commercial terms, are not prejudicial to the interests of the Company and its minority shareholders, and in accordance with the review procedures for such transactions (the "**IPT Mandate**").

At an Extraordinary General Meeting of the Company held on 15 November 2017 (the "**2017 EGM**"), the Shareholders had, inter alia, approved the IPT Mandate to enable the Group to enter, in the ordinary course of business, into certain specified classes of transactions with a certain specified class of Mandated Interested Persons. This IPT Mandate was subsequently renewed at the previous annual general meeting held on 30 January 2019 and therefore expiring in the upcoming AGM. Accordingly, it is proposed that the IPT Mandate be renewed at the AGM, to take effect until the next AGM of the Company.

General information pertaining to Chapter 9 of the Catalist Rules is set out in Schedule I of this Appendix.

APPENDIX

7 JANUARY 2020

1.2 Details of the IPT Mandate

1.2.1 Classes of Interested Persons

The IPT Mandate will apply to Mandated Transactions which are carried out between the Group and the following persons or entities:

- (a) Sing Viet City Ltd;
- (b) Amanland Pte Ltd;
- (c) Regionaland Pte Ltd; and
- (d) Olander Ltd,

(collectively, the “**Mandated Interested Persons**”).

1.2.2 The Categories of Interested Person Transactions

The Interested Person Transactions with the Interested Persons to which the IPT Mandate applies and the benefits to be derived therefrom are set out below these Interested Person Transactions comprise recurrent transactions of a revenue or trading nature or those necessary for the Group’s day-to-day operations, but are not in respect of the purchase and sale of assets, undertakings or businesses.

Further details of the Interested Person Transactions have been extracted and set out in Schedule II of this Appendix for your ease of reference.

The IPT Mandate will not cover any transaction by a company in the Group with any Mandated Interested Person that is below S\$100,000 in value.

Transactions with other interested persons which do not fall within the ambit of the IPT Mandate shall be subject to the relevant provisions of Chapter 9 of the Catalist Rules.

1.3 Rationale for and Benefit of the IPT Mandate

1.3.1 Rationale

- (a) It is envisaged that the Group will, in the ordinary course of business, continue to enter into Interested Party Transactions with the Interested Persons of such aggregate value that requires Shareholders’ approval pursuant to Chapter 9 of the Catalist Rules. Such transactions are recurring transactions that are likely to occur with some degree of frequency and are part of the day-to-day operations of the Group, and could arise from time to time.

APPENDIX

7 JANUARY 2020

- (b) In view of the time-sensitive nature of commercial transactions, and the need for smooth and efficient conduct of business, the directors of the Company (the “**Directors**”) are seeking the approval of Shareholders for the renewal of the IPT Mandate for the purposes of Chapter 9 of the Catalist Rules and for the Group to enter into the Mandated Transactions, provided that all such transactions are carried out on an arm’s length basis, on normal commercial terms consistent with the Group’s usual business practices and on terms which are generally not more favourable than those extended to unrelated third parties and will not be prejudicial to the interests of the Group and its minority Shareholders.

For further information, please refer to Schedule II of the Appendix.

1.3.2 Benefits

- (a) The IPT Mandate and its subsequent renewal thereafter on an annual basis will enhance the ability of companies in the Group to pursue business opportunities which are time-sensitive in nature, and will eliminate the need for the Company to announce the entry into each Mandated Transaction and/or convene separate general meetings on each occasion to seek Shareholders’ prior approval for the entry into such Mandated Transactions, where applicable. This will substantially reduce the expenses associated with the convening of general meetings (including the engagement of external advisers and preparation of documents) on an ad hoc basis, improve administrative efficacy considerably, and will allow manpower resources and time to be channelled towards attaining other business objectives available to the Group.
- (b) The IPT Mandate is to facilitate transactions in the normal course of business of the Group that are transacted from time to time with the Interested Persons, provided that they are carried out on normal commercial terms, and are not prejudicial to the interests of the Company and the minority Shareholders.

1.3.3 Categories of Mandated Transactions

The Group envisages that in the ordinary course of their business, a wide range of transactions between the Group and the Mandated Interested Persons are likely to occur from time to time. The transactions falling within the ambit of the Proposed IPT Mandate would include, but are not limited to the provision of or obtaining of the following products and services in construction (including but not limited to building and infrastructure):

- (a) project development and/or management services, including but not limited to application for relevant permits, licences and approvals, management of tender process, advice on appointment of consultants, liaison with relevant authorities, liaison with consultants and contractors, supervision of work and the engagement and provision of financial and administrative support services related to such projects;
- (b) equipment including but not limited to construction and building equipment;
- (c) building and construction services under construction contracts;
- (d) design consultancy services (covering architectural, structural, mechanical, process, civil, electrical, land surveying and quantity surveying);

APPENDIX

7 JANUARY 2020

- (e) materials including but not limited to building materials; and
 - (f) general building, construction, engineering and technical services,
- (collectively, the “**Mandated Transactions**”).

For the avoidance of doubt, there will be no sale or purchase of any assets, undertakings or businesses within the scope of the IPT Mandate. The IPT Mandate will also not cover any transaction by any entity in the Group with an Interested Person that is below S\$100,000 in value as the threshold and aggregation requirements of Chapter 9 of the Catalist Rules would not apply to such transactions.

1.4 Review Procedures for Mandated Transactions

The Group has established the following review procedures to ensure that the Mandated Interested Person are conducted on normal commercial terms, are in the interest of the Company and are not prejudicial to the interests of the Company and minority shareholders. The guidelines and review procedures put in place by the Group are as follows:

1.4.1 Guidelines

- (i) all Mandated Transactions shall be conducted in accordance with the Group’s usual business practices and policies, consistent or comparable with the usual margins or historical margins or costs (where applicable), rates (including commission) or prices extended to or received by the Group for the same or substantially similar type of transactions between the Group and unrelated third parties, and the terms are not more favourable to the Mandated Interested Persons compared to those extended to or received from unrelated third parties after taking into account the speed of and cost for timely response and mobilisation, credit terms, quality, requirements, specifications, scope, size, complexity and resources required for implementation of the projects for which Mandated Interested Persons are providing and/or obtaining goods or services, preferential or relatively advantageous access to assets and buyers, asset type, restrictions and array of services including its specialists nature, local knowledge, track record and standing in the relevant markets, risk for such transactions and the attendant cost in managing such risks;
- (ii) when purchasing any products or obtaining any services from a Mandated Interested Person, in order to ensure that the interests of the Group or the minority shareholders are not disadvantaged, comparison will be made with at least two quotations from unrelated/independent third party(ies) as a basis for comparison, from independently verifiable and reliable sources as approved by the Audit Committee from time to time (“**Approved Independent Sources**”), with advice from relevant employees of the Company with management responsibilities comprising personnel from the finance department and other relevant departments.

APPENDIX

7 JANUARY 2020

The list of Approved Independent Sources will be maintained by the relevant departments in the Group, and shall be reviewed by the Audit Committee periodically. The purchase price or fee or rates for the products or services, after taking into account factors mentioned in paragraph (i) above, shall not be higher than the most favourable price or fee of the two other quotations (wherever possible or available) from the Approved Independent Sources. Credit terms of the purchases will be comparable to those offered by unrelated third parties. In determining the most competitive price or fee, all pertinent factors, including but not limited to quality, requirements, specifications, delivery time of goods or services, industry norms, specifications, scope, size, complexity and resources required for implementation of the projects for which Mandated Interested Persons are providing goods or services, preferential or relatively advantageous access to assets and buyers, asset type, restrictions, array of services including its specialists nature, local knowledge, track record and standing in the relevant markets, risk for such transactions and the attendant cost in managing such risks will be taken into consideration;

- (iii) when selling any products or supplying any services to a Mandated Interested Person, the price or fee or profit margins and terms of two other successful transactions of a similar nature (or comparable nature) with non-interested persons will be used as comparison to ensure that the interests of the Group or the minority shareholders are not disadvantaged. The price or fee or margin for the supply of products or services shall not be lower than the lowest price or fee of the two other successful transactions with non-interested persons, taking into account all pertinent factors, including but not limited to speed of and cost for timely response and mobilisation, quantity, credit records of the customer, terms of sale or supply, strategic purpose of the transaction, specifications, scope, size, complexity and resources required for implementation of the projects for Mandated Interested Persons, preferential or relatively advantageous access to assets and buyers, asset type, restrictions, array of services including its specialists nature, local knowledge, track record and standing in the relevant markets, risk for such transactions and the attendant cost in managing such risks and other qualitative considerations; and
- (iv) in circumstances where it is impractical or impossible to obtain comparable prices of contemporaneous transactions of similar goods or services due to the nature of the goods or services to be purchased or provided, any two Directors of the Company with no interest, direct or indirect, in the IPT Mandate will, subject to the approval thresholds as set out in Section 1.4.2 of this Appendix, take such necessary steps which would include but is not limited to (1) relying on corroborative inputs from reasonably experienced market practitioners in order to determine that the terms provided by the Mandated Interested Persons are fair and reasonable; and (2) evaluate and weigh the benefits of, and rationale for transacting with the Mandated Interested Persons, taking into account factors such as, but not limited to, the nature of the services, track record, delivery schedules, requirements and specifications of the Group or the customer, duration of contract, quality, reliability, previous working experience taking into account mobilisation cost and timely response, specifications, scope, size, complexity and resources required for implementation of the projects for which Mandated Interested Persons are providing and/or obtaining goods or services, preferential or relatively advantageous access to assets and buyers, asset type, restrictions and structure for investments, array of services including its specialists nature, local knowledge, track record and standing in the relevant markets, risk for such transactions and the attendant cost in managing such risks, project restrictions and structure or the results of and returns from the underlying projects.

APPENDIX

7 JANUARY 2020

1.4.2 Approval Thresholds

The following approval procedures will be implemented to supplement existing internal control procedures for the Mandated Transactions to ensure that such transactions are undertaken on an arm's length basis and on normal commercial terms. For the avoidance of doubt, where the approving party as stipulated herein is interested in the transaction to be approved, he/she will inform the Audit Committee and such disclosures should be documented. In the event any equivalent person with the relevant experience and responsibility, as stated below for the various thresholds cannot be determined, the approving authority shall be decided by the Audit Committee.

Individual and aggregate transactions review and approval thresholds shall be as follows.

- (i) Where the value of the Mandated Transactions is equal to or more than S\$100,000 but less than 3.0% of the Group's latest audited NTA, all subsequent Mandated Transactions shall require the prior approval of either the Chief Financial Officer of the Company ("CFO") (or equivalent person) or Executive Director of the Group ("ED").
- (ii) Where the value of the Mandated Transactions is equal to or more than 3.0% but less than 5.0% of the Group's latest audited NTA, all subsequent Mandated Transactions shall require the prior approval of both CFO (or equivalent person) or the ED and; at least one (1) Director, who is not interested in the transaction and a member of the Audit Committee. Mandated Transactions that have been approved by the Audit Committee need not be aggregated for the purpose of such approval.
- (iii) Where the Mandated Transactions is equal to or more than 5.0% of the Group's latest audited NTA, all subsequent Mandated Transactions will be subject to the prior approval of the Audit Committee and recommendation of the CFO (or equivalent person) or the ED. If a member of the Audit Committee is interested in any Mandated Transactions, he shall abstain from participating in the review of that particular transaction. Mandated Transactions that have been approved by the Audit Committee need not be aggregated for the purpose of such approval. For avoidance of doubt, the Audit Committee shall be responsible for such approvals.

All approvals must strictly follow the review procedures as stipulated in Section 1.4 of this Appendix and must be documented. The documentation, including the reasons for approval where necessary, must be accompanied with supporting documents to serve as audit trails, which will be subject to internal and/or external audit.

In addition, the CFO (or equivalent person), will review (and document such reviews) all Mandated Transactions (including Mandated Transactions that are less than S\$100,000 in value) and its register on a quarterly basis or such other periods as approved by the Audit Committee.

The threshold limits set out above are adopted by the Company after taking into account, inter alia, the nature, volume, recurrent frequency and size of the transactions as well as the Group's day-to-day operations, administration and businesses. The threshold limits are arrived at after considering the operational efficiency for the day-to-day business operations of the Group and the internal control for Mandated Transactions. The threshold limits act as an additional safeguard to supplement the review procedures which will be implemented by the Company for the Mandated Transactions. The Audit Committee will review the threshold limits annually to ensure that they are not prejudicial to the interests of the Company and its minority shareholders.

APPENDIX

7 JANUARY 2020

1.4.3 Additional Controls

In addition to the guidelines and review procedures set out above, the following approval procedures will be implemented to supplement existing internal control procedures for the Mandated Transactions to ensure that such transactions are undertaken on an arm's length basis and on normal commercial terms and are not prejudicial to minority shareholders:

- (i) Maintain registers of interested persons and Mandated Transactions

The finance department of the Group will maintain and update a list of interested persons, and the CFO (or equivalent person) shall be responsible for the overall maintenance of the register (which is to be updated immediately if there are any changes) to enable identification of interested persons. The list of interested persons will be reviewed quarterly by the CFO (or equivalent person) (who shall also not be interested in any of the Mandated Transactions) and who are duly delegated to do so by the Audit Committee. The list of Mandated Interested Persons which is maintained shall be reviewed by the Audit Committee at least on a quarterly basis.

The finance department will also maintain a register of all transactions carried out with the Mandated Interested Persons, including those below S\$100,000 in value ("**IPT Register**"). The Mandated Transactions Register will record information pertinent to the Mandated Transactions such as but not limited to, the list of Mandated Interested Persons, the nature of the Mandated Transactions, the basis and rationale for the entry into the transactions, the pricing and terms of the two other transactions of a similar nature with non-interested persons which were used for comparison, as well as the approving authority. The IPT Register shall be prepared, maintained, monitored and reviewed on a monthly basis by the CFO (or equivalent person) of the Group who is not interested in the Mandated Transactions. This is to ensure that they are carried out on normal commercial terms and in accordance with the guidelines and review procedures in the Proposed IPT Mandate. All relevant non-quantitative factors will also be taken into account and recorded in the IPT Register. Such review includes the examination of the transaction(s) and its supporting documents or such other data deemed necessary by the Audit Committee. In addition, any exceptions or departures from the procedures shall be reported and highlighted by the finance department to the Audit Committee immediately.

The CFO (or equivalent person) will obtain signed letters of confirmation from the Directors, key management of the Company, the Controlling Shareholders on a periodic basis (of not more than quarterly or such other period as may be determined by the Audit Committee) with respect to their interest in any transactions with the Group.

APPENDIX

7 JANUARY 2020

(ii) Review by Audit Committee

The Audit Committee will review all Mandated Transactions at least on a quarterly basis to ensure that the established guidelines and review procedures for the Mandated Transactions have been complied with and the relevant approvals have been obtained, as well as monitoring and administration are adequate, sufficient and adhered to, in ensuring that the Mandated Transactions are undertaken on normal commercial terms and will not be prejudicial to the interests of the Company and the minority shareholders. All relevant non-quantitative factors will also be taken into account. Such review includes the examination of the transaction(s) and its supporting documents or such other data deemed necessary by the Audit Committee. The Audit Committee shall, when it deems fit, have the right to require the appointment of independent sources, advisers and/or valuers to provide additional information or review of controls and its implementation pertaining to the transactions under review.

The Audit Committee will also review the established guidelines and review procedures of the Mandated Transactions and determine if such guidelines and review procedures continue to be adequate and/or are commercially practicable in ensuring that the Mandated Transactions are conducted on normal commercial terms and are not prejudicial to the interests of the Company and the minority Shareholders. If the Audit Committee is of the view that the guidelines and review procedures have become inappropriate or insufficient to meet such objectives, the Company will seek a fresh mandate from the Shareholders based on new guidelines and review procedures for the Mandated Transactions. During the period prior to obtaining a fresh mandate from Shareholders, all Mandated Transactions will be subject to prior review and approval by the Audit Committee.

In the event that a member of the Audit Committee is interested in any Mandated Transactions, he/she shall abstain from participating in the review of the particular transaction.

The Audit Committee will review the letters of confirmation from key management personnel, Controlling Shareholders and the Directors of the Group on a periodic basis (annual basis or such other period as may be determined by the Audit Committee) and the minutes of such review and its outcome shall be taken.

(iii) Review by Internal Auditors

The Group's annual or periodic (such periods as may be decided by the Audit Committee) internal audit plan may incorporate a review of all new Mandated Transactions, including the established review procedures for monitoring of such Mandated Transactions, entered into during the current financial year pursuant to the IPT Mandate and consistent with the Code of Corporate Governance 2018. The approval thresholds as stipulated in this Appendix may be delegated with the approval of the Audit Committee which will be duly documented together with the bases for such approval.

APPENDIX

7 JANUARY 2020

Subject to the above paragraph, the Group's internal auditor shall on such periods as required by the Audit Committee, subject to adjustment in frequency, depending on factors such as, inter alia, substantial increment of aggregate transactional value, report to the Audit Committee on all Mandated Transactions, and the basis of such transactions, entered into with the Mandated Interested Persons during the preceding period. The Audit Committee shall review such Mandated Transactions at its periodic meetings (not less than twice or such other frequency a year as decided by the Audit Committee) except where Mandated Transactions are required under the review procedures to be approved by the Audit Committee prior to the entry thereof.

(iv) Review by External Auditors

The Audit Committee shall on an annual basis, and as and when it deems fit, engage such auditors or professionals as may be required and the scope of such review shall be decided by the Audit Committee.

(v) Further Compliance

The Directors will ensure that all disclosure, approval and other requirements on the Mandated Transactions, including those required by prevailing legislation, the Catalist Rules and accounting standards, are complied with.

1.5 Validity Period of the IPT Mandate

- 1.5.1 If approved by the Shareholders at this AGM, the IPT Mandate will take effect from the date of receipt of the Shareholders' approval, and will (unless revoked or varied by the Company in general meeting) continue in force until the next AGM of the Company.
- 1.5.2 Approval from Shareholders will be sought for the renewal of the IPT Mandate at each subsequent AGM, subject to review by the Audit Committee (the "AC") of its continued application to the Mandated Transactions.
- 1.5.3 In the event that it is determined by the AC that the review procedures set out in paragraph 1.4 above have become inappropriate, a fresh mandate from the Shareholders shall be sought.

1.6 Disclosure to Shareholders

- 1.6.1 Pursuant to Chapter 9 of the Catalist Rules, the Company will disclose the IPT Mandate in its annual report, giving details of the aggregate value of the Mandated Transactions conducted pursuant to the IPT Mandate for the current financial year.
- 1.6.2 In addition, the Company will announce the aggregate value of the Mandated Transactions conducted pursuant to the IPT Mandate for the financial periods which it is required to report on (pursuant to Rule 705 of Catalist Rules) within the time required for the announcement of such report.
- 1.6.3 The Board will ensure that all disclosures, approvals and other requirements on the mandated transactions, including those required by prevailing legislation, the Catalist Rules and accounting standards, are complied with.

APPENDIX

7 JANUARY 2020

1.7 Statement of the Audit Committee

1.7.1 As at 24 December 2019 (the “**Latest Practicable Date**”), the AC of the Company comprises Mr Albert Saychuan Cheok, Prof. Ling Chung Yee Roy, Mr Chong Teik Siang and Mr Teh Leong Kok.

1.7.2 Having considered, among other things, the terms, rationale and benefits of the Proposed Renewal of the IPT Mandate, the AC of the Company confirms that:

- (a) the guidelines and review procedures proposed by the Company as set out in Section 1.4 of this Appendix are sufficient to ensure that the Mandated Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders; and
- (b) the procedures referred to in Section 1.4 of this Appendix have not changed since the last Shareholder approval.

1.7.3 However, should the AC subsequently no longer be of the opinion or the methods or procedures become inappropriate, the Company will seek a fresh mandate from Shareholders based on new guidelines and procedures for transactions with the Mandated Interested Persons.

2. DIRECTORS’ AND SUBSTANTIAL SHAREHOLDERS’ INTERESTS

2.1 Interests of Directors in the Shares

As at the Latest Practicable Date, save as disclosed in the Directors’ Statement of the Annual Report 2019, none of the Directors has any interest, direct or deemed, in the Shares.

2.2 Interests of Substantial Shareholders

The interests of the substantial Shareholders in the Shares as recorded in the Register of substantial Shareholders as at the Latest Practicable Date are set out below:

	Direct Interest		Deemed Interest		Total No. of	
	No. of Shares held	%	No. of Shares held	%	Shares held	%
Olander Ltd	543,723,385	60.37	–	–	543,723,385	60.37
Dato Sri Yap						
Teiong Choon	23,155,739	2.57	543,723,385	60.37	566,879,124	62.94
Phan Foo Beam	–	–	543,723,385	60.37	543,723,385	60.37

Note:

Dato Sri Yap Teiong Choon and Phan Foo Beam are deemed interested in the shares held by Olander Ltd as they are shareholders and directors of Olander Ltd.

APPENDIX

7 JANUARY 2020

3. DIRECTORS' RECOMMENDATION

The Directors who are considered independent for the purposes of the proposed renewal of the IPT Mandate are Mr Albert Saychuan Cheok, Prof. Ling Chung Yee Roy, Mr Teh Leong Kok and Mr Chong Teik Siang (the "Independent Directors"). The Independent Directors are of the opinion that the renewal of the IPT Mandate is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Resolution 10 relating to the proposed renewal of the IPT Mandate at the AGM.

4. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the proposed renewal of the IPT Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

5. INSPECTION OF DOCUMENTS

Copies of the following documents are available for inspection at the registered office of the Company during normal business hours from the date of this Appendix up to and including the date of the AGM:

- (a) the circular of the Company dated 31 October 2017; and
- (b) the annual report of the Company for FY2019.

Yours faithfully,

Amplefield Limited

Woon Ooi Jin
Executive Director

7 January 2020

APPENDIX

7 JANUARY 2020

SCHEDULE I GENERAL INFORMATION RELATING TO CHAPTER 9 OF THE CATALIST RULES

1. Under Chapter 9 of the Catalist Rules, where a listed company or any of its subsidiaries or associated companies that are defined as an “entity at risk” proposes to enter into a transaction with an “interested person”, an immediate announcement or an immediate announcement and shareholders’ approval is required in respect of that transaction if its value is equal to, or more than, certain financial thresholds. In particular, an immediate announcement is required where:

- (a) the transaction is of a value equal to, or more than, 3.0% of the group’s latest audited NTA; or
- (b) the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3.0% or more of the group’s latest audited NTA.

Further, shareholders’ approval (in addition to an immediate announcement) is required where:

- (a) the transaction is of a value equal to, or more than, 5.0% of the group’s latest audited NTA; or
- (b) the transaction, when aggregated with other transactions entered into with the same interested person during the same financial year, is of a value equal to, or more than, 5.0% of the group’s latest audited NTA.

The above requirements for immediate announcement and/or for shareholders’ approval do not apply to any transaction below S\$100,000, and certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk and hence excluded from the ambit of Chapter 9 of the Catalist Rules.

2. Rule 920 of the Catalist Rules permits a listed company to seek a general mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials (but not in respect of the purchase or sale of assets, undertakings or businesses) that may be carried out with the listed company’s interested persons. A general mandate is also subject to annual renewal.

3. For the purpose of Chapter 9 of the Catalist Rules:

an “**entity at risk**” means:

- (a) the listed company;
- (b) a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange; or
- (c) an associated company of the listed group that is not listed on the SGX-ST or an approved exchange, provided that the listed group, or the listed group and its interested person(s), has control over the associated company;

APPENDIX

7 JANUARY 2020

an “**interested person**” means a director, chief executive officer or controlling shareholder of the listed company or an associate of such director, chief executive officer or controlling shareholder;

an “**approved exchange**” means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9 of the Catalist Rules;

an “**interested person transaction**” means a transaction between an entity at risk and an interested person; and

a “**transaction**” includes the provision or receipt of financial assistance; the acquisition, disposal or leasing of assets; the provision or receipt of services; the issuance or subscription of securities; the granting of or being granted options; and the establishment of joint ventures or joint investments, whether or not entered into in the ordinary course of business, and whether entered into directly or indirectly.

APPENDIX

7 JANUARY 2020

SCHEDULE II EXTRACT OF DETAILS OF THE MANDATED TRANSACTIONS

(all defined terms used herein shall have the meaning ascribed to them in the circular to Shareholders dated 31 October 2017 issued to Shareholders and the information herein has been updated as at the Latest Practicable Date)

6.1 Background

The Group is primarily involved in property development, construction, and facility provision, and also carries out property investment and trading services.

As at the Latest Practicable Date, Dato Yap is the Company's Controlling Shareholder and has an aggregate direct and deemed interest of approximately 62.94% shareholding interest in the Company. Accordingly, Dato Yap and his Associates, including Mr. Yap Weng Yau, who is an Executive Director of the Company and the son of Dato Yap, are interested persons of the Company under Chapter 9 of the Catalist Rules.

As at the Latest Practicable Date, Dato Yap is the major shareholder of Regionaland Pte Ltd, which owns 97.0% of Amanland Pte Ltd, which in turn is the sole shareholder of SVC. Dato Yap and his spouse also hold the entire issued share capital of Olander Ltd in equal proportions. Accordingly, SVC, Amanland Pte Ltd, Regionaland Pte Ltd and Olander Ltd are Associates of Dato Yap and are each also an "interested person" under Chapter 9 of the Catalist Rules. It is expected that the Group will enter into transactions with the aforementioned parties on a recurrent basis and in the ordinary course of business from time to time.

6.3 Rationale and Benefits of the Proposed IPT Mandate

CBVN is principally involved in the provision of construction and construction management services and is licensed to design, build, operate and transfer different types of infrastructure-related activities in Vietnam. SVC had previously awarded to CBVN (a) a civil and structural contract of USD23.0 million for the main infrastructure construction works, (b) a mechanical and electrical contract of USD9.0 million covering 63.8 hectares of the Land on 6 May 2014 and 14 July 2014 respectively, and (c) design of and main infrastructure construction works of S\$233.0 million on 24 November 2014 on the remaining 300 hectares of the Land (the "**Contracts**") and (d) an earthwork and sandfill contract of S\$24.792 million covering 63.8 hectares of the Land on 4 December 2017. As at the date of this Appendix, save for approximately 55% of the S\$24.792 million earthwork and sandfill contract and 3% of the USD23.0 million (approximately USD0.7 million) civil and structural contract works which have been completed. Save for the Contracts as disclosed above, no further contracts have been awarded by SVC to CBVN as at the date of this Appendix. For the avoidance of doubt, the Contracts did not constitute interested person transactions under Chapter 9 of the Catalist Rules at the time of award of the Contracts as CBVN was not an entity at risk at the relevant time. At the time of award of the Contracts, CBS, the sole shareholder of CBVN, was an associated company of the Company which the Company had no control over. In the event of any change in terms and conditions of the Contracts that resulting in the re-entry of the new contracts, such new contracts will be subject to the same review and guidelines under the IPT Mandate.

APPENDIX

7 JANUARY 2020

On 28 August 2017, the Company had announced the termination of the joint development agreement dated 30 May 2017 between CBVN and SVC to jointly develop mixed properties on 63.8 hectares of the Land. Notwithstanding the aforesaid, CBVN will continue to partake in the construction development of the Designated Land Parcels having been appointed as a principal contractor by SVC, responsible only for the design, procurement, consultancy and construction activities for the proposed development plan of 61 shop houses and 348 villas rather than as a co-developer and will no longer be involved in the marketing and sale of property units and bear the project development risk. In addition, it is envisaged that CBVN may for its operations, need to procure certain specialised equipment and materials, including but not limited to building and construction equipment or materials. The ability to enter into such transactions with SVC, which owns such specialised equipment and materials pursuant to the IPT Mandate, would allow the Group more flexibility in obtaining these products efficiently.

Taking into consideration the factors above, the Group envisages that it would, in the ordinary course of business, continue to enter into the Mandated Transactions with the Mandated Interested Persons from time to time. In view of the time-sensitive nature of commercial transactions, and the need for smooth and efficient conduct of business, it would be advantageous for the Group to obtain a Shareholders' mandate to enter into the Mandated Transactions, provided that all such transactions are carried out on an arm's length basis, on normal commercial terms consistent with the Group's usual business practices and on terms which are generally not more favourable than those extended to unrelated third parties and will not be prejudicial to the interests of the Group and its minority Shareholders.

The IPT Mandate, if approved by the Shareholders, will not require the need for the Company to announce the entry into each Mandated Transaction and/or convene separate general meetings on each occasion to seek Shareholders' prior approval for the entry into such Mandated Transactions, where applicable. This will substantially reduce the expenses associated with the convening of general meetings (including the engagement of external advisers and preparation of documents) on an ad hoc basis, improve administrative efficacy considerably, and will allow manpower resources and time to be channelled towards attaining other business objectives available to the Group. Shareholders will be updated on the value of such Mandated Transactions through the Company's interim and full-year financial statements and in its annual report.

6.6 Categories of Mandated Transactions

The Group envisages that in the ordinary course of their business, a wide range of transactions between the Group and the Mandated Interested Persons are likely to occur from time to time. The transactions falling within the ambit of the IPT Mandate would include, but are not limited to the provision of or obtaining of the following products and services in construction (including but not limited to building and infrastructure):

- (a) project development and/or management services, including but not limited to application for relevant permits, licences and approvals, management of tender process, advice on appointment of consultants, liaison with relevant authorities, liaison with consultants and contractors, supervision of work and the engagement and provision of financial and administrative support services related to such projects;
- (b) equipment including but not limited to construction and building equipment;
- (c) building and construction services under construction contracts;

APPENDIX

7 JANUARY 2020

- (d) design consultancy services (covering architectural, structural, mechanical, process, civil, electrical, land surveying and quantity surveying);
 - (e) materials including but not limited to building materials; and
 - (f) general building, construction, engineering and technical services,
- (collectively, the “**Mandated Transactions**”).

For the avoidance of doubt, there will be no sale or purchase of any assets, undertakings or businesses within the scope of the IPT Mandate. The IPT Mandate will also not cover any transaction by any entity in the Group with an Interested Person that is below S\$100,000 in value as the threshold and aggregation requirements of Chapter 9 of the Catalist Rules would not apply to such transactions.

This page has been intentionally left blank

AMPLEFIELD LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 198900188N)

**ANNUAL GENERAL MEETING
PROXY FORM**

IMPORTANT

1. Relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore may appoint more than two proxies to attend, speak and vote at the AGM.
2. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investors") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS investors who are unable to attend the Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy. In which case, the CPF and SRS investors shall be precluded from attending the Meeting.
3. This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy/proxies and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 7 January 2020.

I/We* _____ (Name in block letters), _____ (NRIC/Passport No.)

of _____ (Address),
being a member/members* of Amplefield Limited (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him/her/them, the Chairman of the Annual General Meeting ("AGM") of the Company, as my/our* proxy/proxies* to attend, speak and vote for me/us* on my/our* behalf at the AGM of the Company to be held at RELC International Hotel, Room 603, Level 6, 30 Orange Grove Road, Singapore 258352 on 22 January 2020 at 1.00 pm, and at any adjournment thereof.

I/We* direct my/our* proxy/proxies* to vote for or against the resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies* will vote or abstain from voting at his/her/their* discretion, as he/she/they* will on any other matters arising at the AGM.

The resolutions put to the vote of the AGM shall be decided by the way of poll. If you wish to exercise all your votes "For" or "Against", please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.

No	Resolutions	Number of votes FOR	Number of votes AGAINST
Ordinary Business			
1.	Adoption of the Directors' Statement, Audited Financial Statements and Independent Auditors' Report for the financial year ended 30 September 2019		
2.	Re-election of Albert Saychuan Cheok as a Director of the Company		
3.	Re-election of Phan Chee Shong as a Director of the Company		
4.	Re-election of Prof. Ling Chung Yee Roy as a Director of the Company		
5.	Re-election of Chong Teik Siang as a Director of the Company		
6.	Re-election of Teh Leong Kok as a Director of the Company		
7.	Approval of Directors' fees amounting to S\$77,945 for the financial year ended 30 September 2019 (FY2018: S\$71,500)		
8.	Re-appointment of Lo Hock Ling & Co. as auditors of the Company and to authorise Directors to fix their remuneration		
Special Business			
9.	Authority to allot and issue shares		
10.	Proposed renewal of the shareholders' mandate for Interested Person Transactions		

Dated this _____ day of _____ 2020.

Total number of shares held in:	
(a) CDP Register	
(b) Register of Members	
Total	

Signature(s) of Member(s)/or
Common Seal of Corporate Member

*Delete as appropriate.

IMPORTANT: PLEASE READ NOTES OVERLEAF



Notes:

1. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
2. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).

"Relevant intermediary" means:

- (i) a banking corporation licensed under the Banking Act Chapter 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;
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act Chapter 289 of Singapore and who holds shares in that capacity; or
 - (iii) the Central Provident Fund Board established by the Central Provident Fund Act Chapter 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.
3. A proxy need not be a member of the Company.
 4. The instrument appointing a proxy must be deposited at the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 not less than seventy-two (72) hours before the time appointed for holding of the AGM.
 5. Completion and return of this instrument appointing a proxy or proxies shall not preclude a member from attending and voting at the AGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the AGM.
 6. The instrument appointing a proxy or proxies must be under the hand of the appointor or by his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorized officer.
 7. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
 8. 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.
 9. The Company shall be entitled to reject an instrument appointing a proxy or proxies which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument (including any related attachment). In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject an instrument appointing a proxy or proxies if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representatives to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.

This page has been intentionally left blank

This page has been intentionally left blank



AMPLEFIELD LIMITED