Hoe Leong Corporation Ltd.

LOOKING AHEAD

ANNUAL REPORT **2017**

HOE LEONG
Corporation Ltd.

was incorporated in 1994 and was successfully admitted to the Official List of the Singapore Exchange Securities Trading Limited ("SGX-ST") in 2005.

CONTENTS

CORPORATE PROFILE

Incorporated on 18 November 1994, **Hoe Leong Corporation Ltd.** ("Hoe Leong" or the "Group") was successfully admitted to the Official List of the Singapore Exchange Securities Trading Limited ("SGX-ST") on 5 December 2005.

The Group trades and distributes an extensive range of equipment parts for both heavy equipment and industrial machinery, which include brands such as Caterpillar, Cummins, Hitachi, Hyster, Kato, Kobelco, Komatsu, Mitsubishi, P&H and Sumitomo. It also designs and manufactures equipment parts for both heavy equipment and industrial machinery at its subsidiaries in the People's Republic of China ("PRC) since 2004, and South Korea since 2012, under its own in-house brand names - KBJ, OEM and ROSSI.

The Group sells directly to end-users as well as through distributors in Singapore and overseas markets including Indonesia, Malaysia, PRC and emerging markets like the Middle East. The end-users of its products are generally operators of heavy equipment and industrial machinery in the building and infrastructure construction, forestry, marine, mining and plantation industries. The Group provides an integrated one-stop solution to customers with its extensive industry experience, large and varied inventory, and regional sales network that provides easy access to replacement parts.

In 2013, the Group established Arkstar Offshore Pte Ltd, its offshore marine arm division, to consolidate its vessel chartering operations and resource management. With its fleet of anchor handling tug supply vessels, platform supply vessels and a mud-processing barge, Arkstar Offshore has a dedicated in-house ship management team led by experienced professionals as part of its commitment to client responsiveness. Arkstar Offshore aims to steadily grow its vessel chartering business with its close partnerships with strong and credible industry players, gainful ventures into diverse geographic markets, and sound investments in young and modern vessels.

CHAIRMAN'S STATEMENT

On behalf of the Board of Directors, I am pleased to present to you the annual report of Hoe Leong Corporation Ltd. ("Hoe Leong", or the "Company", or with its subsidiaries, the "Group") for the financial year ended 31 December 2017 ("FY2017").

Performance Review

The Group's total revenue for FY2017 increased by 8.0% to S$62.5 million, from S$57.9 million in the financial year ended 31 December 2016 ("FY2016"). The increase of S$4.7 million in revenue was due to a revenue increase in the Equipment segment of S$6.3 million, which was offset by a decrease in revenue of S$1.6 million from the Vessel Chartering segment.

With higher sales of equipment parts to customers, the Group recorded a 13.9% increase in revenue to S$51.7 million in the Equipment segment. Conversely, a lower utilisation rate of the Group's Arkstar fleet led to a 12.9% drop in revenue to S$10.8 million for the Vessel Chartering segment.

The cost of sales for equipment parts rose 15.4% to S$41.4 million correspondingly with the increase in sales whereas the cost of sales for vessel chartering fell 8.1% to S$11.3 million due to lower depreciation cost and vessel operating cost. As a result, the overall gross profit margin decreased by one percentage point to 15.7% in FY2017 as compared to 16.7% in FY2016.

Overall, the Group reported a loss after tax of S$47.9 million in FY2017 as compared to a loss after tax of S$46.9 million for FY2016.

Business Overview

The Equipment segment continues to be the Group's largest revenue contributor. It accounted for 82.7% of total revenue and saw higher sales in FY2017, amidst a challenging global macroeconomic environment. The prospects for the segment continue to be positive, with the global earth moving, construction and mining equipment market forecasted to grow from an expected US$197.23 billion in 2017 to reach US$249.84 billion in 2026, with infrastructure development being a key market driver. The Group believes that demand for its equipment parts will continue as more heavy equipment is put to use and will require spare parts. As the Group balance sheet improves, it will resume the exploration of synergistic collaborations with industry partners to enhance its market presence worldwide.

The Group's vessel chartering business however, continues to face lower charter rates due to price competition and a sluggish oil and gas industry. Nevertheless, there are signs that the vessel chartering market will bottom-out soon given the better outlook for oil and gas industry with crude oil prices are stabilising above US$60 per barrel and stronger crude demand leading to a larger inventory drawdown, and with disciplined production cuts by Opec and non-Opec members expected to be sustained in 2018 and beyond. As the market recovers, the Group's focus continues to be on securing long term charters, and all of its Offshore Support Vessels ("OSV") are fully deployed on such charters, with the exception of its mud-processing barge Arkstar Energy. The Group's long term strategy is to prudently look for opportunities to grow the Vessel Chartering segment while maintaining its current lean cost structure.

Business Outlook

Despite today's changing and challenging global macroeconomic environment, the outlook of the equipment manufacturing and distribution business is beginning to turn positive, as seen by the increase in turnover for the segment in FY2017. For the vessel chartering business, the oil and gas market appears to be stabilising with oil prices fluctuating above US$60 per barrel. As the oil and gas industry slowly improves with more stable oil prices, the Group's believes that so will the vessel chartering business.

CHAIRMAN'S STATEMENT

In order to help improve its financial position, the Company has embarked on a restructuring plan in relation to its liabilities towards its financial creditors and controlling shareholder (the "Scheme Creditors"). On 17 November 2017, the Company proposed a scheme of arrangement ("Scheme") to the Scheme Creditors. The Scheme Manager, having adjudicated the preliminary claims filed by the Scheme Creditors for the amounts owing and reviewed the Scheme Creditors' votes via the ballot forms, declared on 8 December 2017 that the requisite approvals have been obtained from the Scheme Creditors.

On 5 January 2018, the Company filed an application to the Court to approve the Scheme under Section 211 of the Companies Act and successfully obtained the sanction of the Court in respect of the Scheme on 22 January 2018. On 30 January 2018, the Company lodged the Order of Court sanctioning the Scheme with ACRA and the implementation of the Scheme is conditional upon the fulfilment of a number of conditions, including but not limited to, the approval of shareholders being obtained for, inter alia, the allotment and issue of new shares to the Scheme Creditors. Under the Scheme, approximately S$57 million of liabilities will be converted to equity shares of the Company, thereby restoring the Group to a healthy financial position.

In Appreciation

On behalf of the Board of Directors, I would like to express my sincere appreciation to our shareholders for their support and faith in the Group despite a challenging FY2017. I would like to also thank the management team and staff for their dedication and hard work during this challenging period. I believe that with the continued support of our business partners, suppliers, and shareholders, the Group can work towards a better financial performance going forward.

James Kuah Geok Lin
Chairman and Chief Executive Officer

BOARD OF DIRECTORS

MR JAMES KUAH GEOK LIN Chairman and CEO

Mr James Kuah Geok Lin is our Chairman and CEO. He has been an Executive Director since 18 November 1994. He was last re-elected as a Director on 29 April 2016. Mr Kuah is a member of the Nominating Committee.

Mr Kuah holds a Bachelor degree in Architecture from the University of Singapore. He started as an architect in 1974 with the Housing Development Board. In 1978, Mr James Kuah joined the Company as a Director in charge of operations and played a key role in the Company's regional drive into Indonesia and Malaysia. Under his leadership, the Company was ranked 24th in the 2000 Enterprise 50 Award organized by Andersen Consulting and The Business Times with support from the Economic Development Board. His other advisory positions include that of Permanent Honorary Chairman of the Singapore Metal and Machinery Association, Advisor of Nanyang Kuah Si Association, Honorary council member of the Singapore Chinese Chamber of Commerce & Industry, Vice-Chairman of the Singapore Ann Kway Association.

MR PAUL KUAH GEOK KHIM Sales and Marketing Director (Overseas)

Mr Paul Kuah Geok Khim has been our Sales and Marketing Director (Overseas) since 22 December 1994 and was last re-elected as a Director on 30 April 2015. He began his career with our Group in 1979. Prior to his present position, he was in charge of warehousing and inventory control, gaining valuable experience in this field. Presently, as a Sales and Marketing Director, he oversees all our branches' operations and major export markets. With a team of business development personnel under him, he ensures that every business opportunity in the emerging markets is well tapped.

MR QUAH YOKE HWEE Sales and Marketing Director (Singapore)

Mr Quah Yoke Hwee is our Sales and Marketing Director (Singapore). He joined the Board on 18 November 1994 and was appointed the Managing Director of the Company on 15 January 1996. He was last re-elected as a Director on 30 April 2015. He is responsible for overseeing the Company's daily trading and distribution operations in Singapore and the after-sales and front office services. Mr Quah has extensive experience in the equipment parts trading and distribution business.

MR ANG MONG SENG Independent Director

Mr Ang Mong Seng was appointed as an Independent Director on 29 September 2005 and was last re-elected as a Director on 29 April 2016. He is the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nominating Committee.

Mr Ang was a former Member of Parliament for Hong Kah GRC and the ex-Chairman of Hong Kah Town Council. Mr Ang has more than 33 years of experience in Estate Management. Mr Ang is also an Independent Director of AnnAik Ltd, Gaylin Holdings Limited and Chip Eng Seng Corporation Ltd. Mr Ang obtained a Bachelor of Arts degree from Nanyang University in 1973.

MR YEOH SENG HUAT GEOFFREY Independent Director

Mr Yeoh Seng Huat Geoffrey was appointed as an Independent Director on 2 January 2015 and was last re-elected as a Director on 28 April 2017. He is the Chairman of the Nominating Committee and a member of the Audit Committee and the Remuneration Committee.

Mr Yeoh holds a BSc (Econ), First Class Honours, from the London School of Economics and is a Fellow of the Association of Chartered Certified Accountants in the United Kingdom. He was in banking for 16 years till 1996. After that he took on senior management positions in certain SGX listed companies until 2014. Mr Yeoh is also an Independent Director of Global Testing Corporation Limited and World Class Global Limited.

MR HOON CHING SING Independent Director

Mr Hoon Ching Sing was appointed as an Independent Director on 1 October 2014 and was last re-elected as Director on 28 April 2017. He is the Chairman of the Audit Committee and a member of the Remuneration Committee.

Mr Hoon is a Fellow of the Institute of Singapore Chartered Accountants, a Chartered Insurance Practitioner of the Chartered Insurance Institute and an ordinary member of the Singapore Institute of Directors. He is a Past President of The Association of Chartered Certified Accountants, Singapore Branch. He has attended training programs at INSEAD and The Wharton School and Financial Risk Management programs. Mr Hoon has more than 31 years of audit and advisory experience. His audit experience covers a wide range of listed and unlisted entities including government-linked entities, banks, insurers, securities brokers, fund managers, and funds. His advisory experience covers business acquisition, integration, separation and closures, corporate finance, fund-raising, insolvencies, corporate governance, risk management, internal audits, bank treasury controls, and financial investigations.

Mr Hoon was a partner of KPMG until September 2013.

KEY MANAGEMENT TEAM

MR LIM LIAN TUAN Director of Sales and Marketing
Ho Leong Tractors Sdn. Bhd.

Mr Lim Lian Tuan is the Sales and Marketing Director of our wholly-owned subsidiary, Ho Leong Tractors Sdn Bhd ("HL Tractors") in Malaysia. He joined HL Tractors in 1987 and oversees its sales and marketing operations. From 1984 to 1986, he worked in Ho Leong Machinery Sdn. Bhd. as a Sales Executive for the Malaysian operations. Prior to that, Mr Lim worked as a Sales Executive with TAS Berhad and Trackspare Sdn Bhd, both of whom were distributors of equipment parts for both heavy equipment and industrial machinery. He holds the equivalent of a GCE 'O' certificate.

MR BRADLEY OATS Regional Director
Trackspares (Australia) Pty Ltd and Trackex Pty Ltd.

Mr Bradley Oats is the Resident Director of our wholly-owned subsidiaries, Trackspares (Australia) Pty Ltd (Trackspares) and Trackex Pty Ltd. He joined Trackspares in August 2012 and oversees the management and operations within Eastern Australia and the sales of equipment parts and services to the earthmoving and mining industry in this region. He holds an AD in Business Management & Marketing & has had vast experience in the earthmoving & construction at a management level over the past 16 years.

MR CHO HANG LAE President
Korea Crawler Track Ltd

Mr Cho Hang Lae is the President of our wholly-owned subsidiary, Korea Crawler Track Ltd ("Korea Crawler") in South Korea. He joined Korea Crawler in 2010 and oversees its sales and manufacturing operations. Prior to joining us, Mr Cho has been working in the undercarriage industry for more than 13 years in sales, production and operations management. He holds a Bachelor degree in International Trade from the University of Kyungnam in South Korea.

MDM KUAH GEOK KHIM Operations Manager

Mdm Kuah Geok Khim is our Operations Manager. She joined our Company in 1975 and is responsible for the administrative functions of the Group including general office administration, the maintenance and procurement of office equipment and computerization. She is also in charge of our inventory management and management information system. In addition, she is responsible for our sales and purchases, shipping, import and export functions.

KEY MANAGEMENT TEAM

MR ALVIN KUAH HAN ZHOU Senior Manager, Group Business Development

Mr Alvin Kuah Han Zhou is our Senior Manager (Business Development). He joined our company in 2009 and was promoted to Business Development Manager on 1 April 2010 and subsequently Group Business Development Manager on 1 April 2013. Mr Alvin Kuah is responsible for all the commercial, business development and new market activities for the oil and gas sector, and he also oversees the daily operations and budgeting of our vessel chartering business. Prior to joining our company, Mr Alvin Kuah was in the semiconductor manufacturing industry for two years specializing in application sales engineering. He holds a Bachelor degree in Electrical Electronics and Engineering from Royal Melbourne Institute of Technology from Australia.

MR RAYMOND QUAH ENG KIAT Senior Manager, Group Sales and Marketing

Mr Raymond Quah Eng Kiat is our Senior Manager (Sales and Marketing). He joined our company in 2008 and was promoted to Sales and Marketing Manager on 1 April 2010. He is responsible for all overseas sales and marketing activities predominantly for Russia and CIS countries. Prior to joining our company, Mr Raymond Quah was in the banking sector for five years specializing in anti-money laundering and compliance matters for Standard Chartered Bank and Citigroup respectively. He holds a Master degree majoring in International Business from the University of New South Wales from Sydney.

MR KELVIN KUAH ZHICHAO Senior Manager, Group Business Development

Mr Kelvin Kuah Zhichao is our Senior Manager (Business Development). He joined our company in 2011. He is responsible for the business development and purchasing activities of our equipment parts business and he specialises in overseas sales and marketing activities predominantly for Europe and Asia. Prior to joining our company, he was working in the Credit Control department of Kim Eng Securities Pte Ltd and as a Business Development Manager in Hoe Leong Metal & Machinery Pte Ltd, spending two years in each company. He holds a Bachelor degree in Electrical and Electronic Engineering from Nanyang Technological University in Singapore.

MS YAP SUAT KAM Group Financial Controller

Yap Suat Kam is our Group Financial Controller. Prior to joining our group, she held several key finance positions in various organisations. She graduated with a Master of Finance from RMIT University Melbourne, Australia. She is an associate member of Chartered Institute of Management Accountants (CIMA, UK), and a Chartered Global Management Accountant. She is also a Chartered Accountant of Institute of Singapore Chartered Accountants (ISCA).

OPERATIONS REVIEW

Statement of Profit or Loss

The Group's total revenue increased by S$4.7 million, or 8.0% to S$62.5 million in FY 2017 as compared to S$57.9 million in FY 2016. The increase in total revenue was due to increase in revenue from the Group's Equipment segment of S$6.3 million and offset by decrease in revenue from Group's Vessel Chartering segment of S$1.6 million.

The Group's Equipment segment saw sales revenue increase by S$6.3 million, or 13.9%, to S$51.7 million in FY 2017 as compared to S$45.4 million in FY 2016 mainly due to higher sales of equipment parts to our customers.

Charter revenue from the Vessel Chartering segment decreased by S$1.6 million, or 12.9%, to S$10.8 million in FY 2017 as compared to S$12.4 million in FY 2016. The decrease in charter revenue was due mainly to lower utilisation rate for our Arkstar fleet.

The Group's total cost of sales increased by S$4.5 million, or 9.4%, to S$52.7 million in FY 2017 as compared to S$48.2 million in FY 2016 mainly due to increase in cost of sales of equipment parts by S$5.5 million, or 15.4%, to S$41.4 million, offset by decrease in cost of sales of Vessel Chartering segment by S$1.0 million, or 8.1%, to S$11.3 million, in FY 2017 respectively.

The Group's gross profit margin fell to 15.7% in FY 2017 as compared to 16.7% in FY 2016. Gross profit for Equipment segment increased by S$0.7 million, and Vessel Chartering segment gross profit decreased by S$0.6 million in FY 2017.

Operating Expenses

Distribution expenses increased by S$0.1 million, or 3.4%, to S$4.3 million in FY 2017 which was mainly due to increase in packing and delivery expenses.

Administrative expenses decreased by S$0.2 million, or 2.5%, to S$7.7 million in FY 2017 which was mainly due to decrease in bank charges and decrease in directors' fees.

Other expenses decreased by S$2.2 million, or 5.0%, to S$40.8 million in FY 2017 mainly due to lower repair and maintenance expenses of S$0.6 million and lower property related expenses of S$0.8 million. In 2016, there were impairment loss for property, plant and equipment and impairment loss for other receivables amounting to S$7.7 million and S$30.8 million, respectively. In 2017, there are impairment losses for property, plant and equipment of S$32.1 million and S$5.4 million for trade receivable.

Finance costs increased by S$1.0 million, or 29.9%, to S$4.2 million in FY2017 mainly due to higher loan interest from bank borrowings.

Other Comprehensive Income

Foreign currency translation gain of S$0.3 million arising from foreign operations in FY 2017 related mainly to the Group's net investment in foreign operations.

Statement of Financial Position

Property, plant and equipment decreased by S$37.9 million, or 56.0%, to S$29.7 million as at 31 December 2017 mainly due to impairment loss of S$32.1 million and depreciation expense for FY 2017 of S$5.1 million, offset against additional fixed assets of S$1.5 million and foreign currency translation loss of S$2.1 million arising from the translation of USD denominated property, plant and equipment of certain subsidiaries into SGD as a result of the depreciation of the USD against the SGD in FY 2017. The impairment charge of $32.1 million against the book value of the vessels was based on the valuation reports dated 26 Feb 2018 issued out by Braemer ACM Valuations Limited, UK.

Inventories decreased by S$1.6 million, or 6.4% to S$23.5 million as at 31 December 2017 mainly due to increase in sales of equipment parts.

Trade and other receivables decreased by S$10.6 million, or 39.9%, to S$16.0 million as at 31 December 2017 mainly due to the impairment of trade and other receivables of S$5.4 million and improvement in debt collection.

Financial liabilities decreased by S$12.1 million, or 15.0%, to S$68.6 million at 31 December 2017 due mainly to repayment of borrowings.

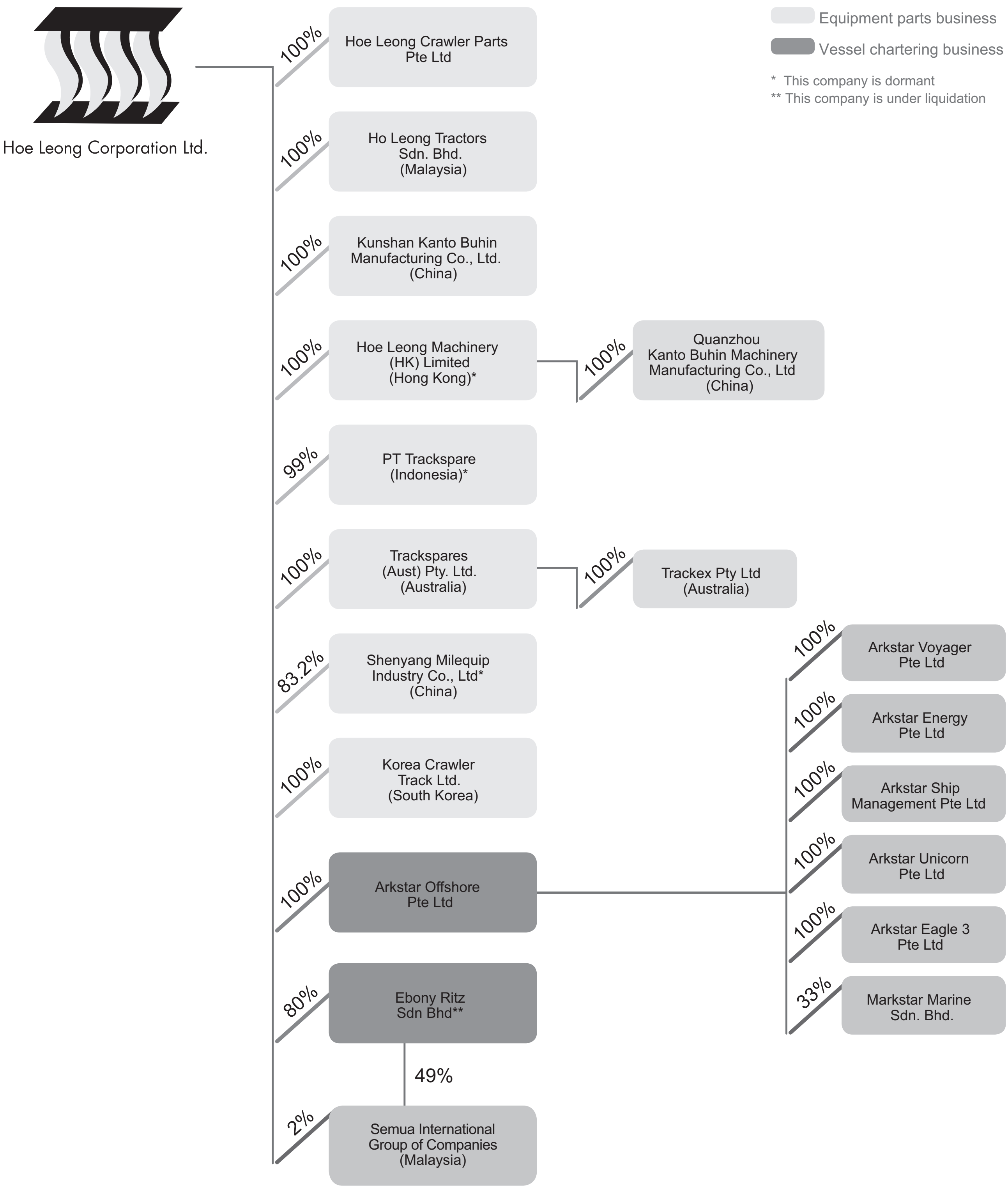
Trade and other payables increased by S$8.4 million, or 42.0% to S$28.5 million as at 31 December 2017 mainly due to increase in accrual expenses of interest payable to bank creditors and amount due to controlling shareholder.

Statement of Cash Flows

For FY 2017, the Group generated net cash outflows of S$1.3 million, mainly comprising net cash inflows from operating activities of S$11.5 million and offset by net cash outflows from investing activities and financing activities of S$1.5 million and S$11.3 million respectively.

As at 31 December 2017, the Group’s cash and cash equivalents amounted to S$1.7 million (31 December 2016: S$2.3 million).

GROUP STRUCTURE



CORPORATE GOVERNANCE REPORT

The Board of Directors (the "Board") is committed to ensure high standards of corporate governance to protect the interests of shareholders and at the same time to enhance long term shareholders' value through corporate performance and accountability. The Board observes and adheres to the principles and guidelines set out in the revised Code of Corporate Governance 2012 (the "Code"). Where there are deviations from the Code, appropriate explanations are provided.

In the opinion of the Board, the Company has generally complied with all the provisions as set out in the Code for the financial year ended 31 December 2017 ("FY2017").

A. BOARD MATTERS

The Board's Conduct of its Affairs

Principle 1: Every company should be headed by an effective Board to lead and control the company. The Board is collectively responsible for the success of the company. The Board works with the Management to achieve this and the Management remains accountable to the Board.

The Board is entrusted with the responsibility of the overall management of the Company and their main duties are to:–

(a) provide entrepreneurial leadership, set strategic aims, and ensure that the necessary financial and human resources are in place for the Company to meet its objective;

(b) approve board policies, strategic plans, and financial objectives of the Group and monitor the performance of Management;

(c) approve annual budgets, funding, material investment and divestment proposals;

(d) approve interim and full year results and announcements and annual report;

(e) ensure an adequate system of internal controls and compliance with financial reporting requirements;

(f) review the financial performance of the Group, proposal of dividends and review interested person transactions;

(g) approve the nomination of directors and appointment of key personnel; and

(h) assume responsibility for corporate governance.

To facilitate effective management, certain functions have been delegated by the Board to various Board Committees, namely the Audit Committee ("AC"), the Nominating Committee ("NC") and the Remuneration Committee ("RC"). The Board Committees operate under clearly defined terms of reference. The Chairman of the respective Committees will report to the Board with their decisions and/or recommendations, the ultimate responsibility on all matters are made by the Board as a whole.

The Board holds at least four meetings every year. The Board and Board Committees meetings, as well as the Company's Annual General Meeting ("AGM") for the financial year are scheduled in advance, usually at the end of the previous financial year or at the beginning of the current financial year. This is to allow Directors to plan their schedule ahead and be able to participate in the meetings, either in person or via telecommunication. Ad-hoc meetings are convened when circumstances require, especially when considerable deliberation on the subject matter is warranted. Article 106 of the Company's Constitution permits meetings of the Directors to be conducted by means of telephone conference or other methods of simultaneous communication by electronic or telegraphic means.

A record of the Directors' attendances at Board and Board Committee meetings during the financial year ended 31 December 2017 is disclosed as follows:

Name of Director	Board		Audit Committee		Nominating Committee		Remuneration Committee	
	No. of meetings	Attendance	No. of meetings	Attendance	No. of meetings	Attendance	No. of meetings	Attendance
Kuah Geok Lin	5	5	–	–	1	1	–	–
Kuah Geok Khim	5	3	–	–	–	–	–	–
Quah Yoke Hwee	5	5	–	–	–	–	–	–
Ang Mong Seng	5	5	4	4	1	1	1	1
Hoon Ching Sing	5	5	4	4	–	–	1	1
Yeoh Seng Huat Geoffrey	5	5	4	4	1	1	1	1

The Directors are provided with regular updates on changes in the relevant laws and regulations during Board Meetings. Where possible and when opportunity arises, the Directors will be invited to locations within the Group's operating businesses to enable them to obtain a better perspective of the business and enhance their understanding of the Group's operations. The directors of the Company are encouraged to attend seminars and training conducted by external organisations at the expense of the Company so that they are able to keep pace with new laws, regulations, changing commercial risk and accounting standards.

Board Composition and Guidance

Principle 2: There should be a strong and independent element on the Board, which is able to exercise objective judgment on corporate affairs independently, in particular, from Management. No individual or small group of individuals should be allowed to dominate the Board's decision making.

The Board comprises six directors, three of whom are Independent Directors.

Half of the Board is independent. The strong independent element on the Board ensures that it is able to exercise objective and independent judgment on corporate affairs.

The Board feels that the role of the Independent Directors is particularly important in ensuring that the strategies proposed by Management are constructively challenged, fully discussed and examined, and take into account the long term interests of the Group's stakeholders, which includes shareholders, employees, customers and suppliers.

To determine whether a Director is independent, the Board has established a process whereby the Non-Executive Directors ("NEDs") are required to submit a declaration form on an annual basis. The NC will take into consideration the NEDs' declaration during its review of the NEDs' independence. The existence of any of the following relationships or circumstances will also deem the NED not independent:–

(a) the NED has been employed by the Company or any of its related corporations for the current or any of the past three financial years;

(b) the NED has an immediate family member who is, or has been in any of the past three financial years, employed by the Company or any of its related corporations and whose remuneration is determined by the RC;

(c) the NED, or an immediate family member, accepting any significant compensation from the Company or any of its related corporations for the provision of services, for the current or immediate past financial year, other than compensation for board service;

(d) the NED:

 (i) who, in the current or immediate past financial year, is or was; or

 (ii) whose immediate family member, in the current or immediate past financial year, is or was,

 a 10% shareholder of, or a partner in (with 10% or more stake), or an executive officer of, or a director of, any organization to which the Company or any of its subsidiaries made, or from which the Company or any of its subsidiaries received, significant payments or material services (which may include auditing, banking, consulting and legal services), in the current or immediate past financial year. As a guide, payments aggregated over any financial year in excess of S$200,000 should generally be deemed significant;

(e) the NED who is a 10% shareholder or an immediate family member of a 10% shareholder of the Company; or

(f) the NED who is or has been directly associated with a 10% shareholder of the Company, in the current or immediate past financial year.

In FY2017, none of the NEDs who are considered independent had any of the above relationships or circumstances.

The independence of any NED who has served on the Board beyond nine years would be subject to particularly rigorous review. The NC has performed a rigorous review on the independence of Mr Ang Mong Seng who has served the Board for more than nine years (first appointed on 29 September 2005) and has determined that Mr Ang has remained independent in character and judgment despite his length of service. The Board has concurred with the NC's views.

The Executive Directors have extensive experience in the heavy equipment and industrial machinery parts industry and the non-executive directors are experienced and successful in their respective professions. The Board's structure, size and composition is reviewed annually by the NC which is of the view that the current size of the Board is appropriate, taking into account the nature and scope of the Group's operations, to facilitate effective decision making. The NC is satisfied that the Board comprises directors who as a group provide core competencies such as accounting, finance, business and management experience, industry knowledge, strategic planning experience and customer-based experience and knowledge to lead the company effectively. Profiles of the Directors are set out in the "Board of Directors" section in this Annual Report.

To facilitate a more effective check on Management, the three NEDs who were not involved in the operations of the Company had met regularly for discussion on the matters of the Company without the presence of the Management.

Chairman and Chief Executive Officer

Principle 3: There should be a clear division of responsibilities at the top of the company – the working of the Board and the executive responsibility of the company's business – which will ensure a balance of power and authority, such that no one individual represents a considerable concentration of power.

The Chairman and Chief Executive Officer ("CEO") of the Company is Mr Kuah Geok Lin. The Board, after careful consideration, is of the opinion that it is not necessary, under current circumstances, to separate the roles of the Chairman and CEO. This is after taking into consideration the size, scope and nature of the operations of our Group, together with the strong presence of our Independent Directors which comprises half of the Board, who ensure that decision-making is based on collective decision and that there is no concentration of power and authority vested in one individual.

Our Chairman and CEO has played an instrumental role in developing the business of our Group. He has extensive industry experience and has also provided our Group with strong leadership and vision. It is hence the view of the Board that it is in the best interests of our Group to adopt a single leadership structure, whereby the Chairman and CEO are the same individual.

The Chairman takes an active role in the management of the Group and also bears responsibility for the workings of the Board, ensuring the integrity and effectiveness of the governance process of the Board, ensuring that Board meetings are held regularly, and setting the Board meeting agenda in consultation with all members of the Board. The Chairman reviews board papers before they are presented to the Board and ensures that Board members are provided with adequate and timely information.

As the Chairman and the CEO is the same person, the Board had appointed Mr Hoon Ching Sing as the Lead Independent Director ("ID") on 30 October 2014. This is to offer shareholders an avenue of contact where their concerns can be addressed when the normal channels of contact through the Chairman or CEO has failed to provide satisfactory resolution, or when such contact is inappropriate.

With effect from 01 March 2018, Mr Yeoh Seng Huat, Geoffrey replaced Mr Hoon Ching Sing as the Company's Lead ID.

Board Membership

Principle 4: There should be a formal and transparent process for the appointment of new directors to the Board.

The NC is established for the purposes of ensuring that there is a formal and transparent process for all Board appointments. The NC comprises the following three members, majority of whom are Independent Directors:–

Mr Yeoh Seng Huat Geoffrey *(Chairman)*
Mr Ang Mong Seng *(Member)*
Mr Kuah Geok Lin *(Member)*

The NC has adopted written terms of reference defining its membership, administration and duties. Duties and responsibilities of the NC include:

(a) Reviewing and recommending the (i) Board succession plans of the Directors, in particular the Chairman and Chief Executive Officer, (including Independent Directors) taking into consideration each Director's contribution and performance; (ii) the development of a process for evaluation of the performance of the Board of Directors, the board committees and Directors; (iii) the review of training and professional development programmes for the Board of Directors; (iv) the appointment and re-appointment of Directors (including alternate Directors, if applicable);

(b) Reviewing annually the composition of the Board to ensure that our Board has an appropriate balance of expertise, skills, attributes and abilities;

(c) Determining annually whether or not a Director is independent in accordance with the Code and any other salient factors;

(d) Reviewing and deciding whether or not a Director is able to and has been adequately carrying out his duties as a Director;

(e) Reviewing and approving of any new employment of related persons and the proposed terms of their employment; and

(f) Evaluating the performance and effectiveness of the Board as a whole.

Each member of our NC shall abstain from voting on any resolution in respect of his re-nomination as a director.

The search and nomination process for new directors, if any, will be through search companies, contacts and recommendations that go through the normal selection process, to cast its net as wide as possible for the right candidates.

In considering new appointments and re-appointments of directors, the NC will consider amongst other things, the board size, the board composition and whether there is a need for renewal.

The Constitution of the Company requires one-third of the Directors, or if their number is not a multiple of three, the number nearest to but not less than one-third of our Directors, to retire and subject themselves to re-election by the shareholders at every Annual General Meeting ("AGM"). In addition, all Directors of the Company, including the Managing Director or CEO after his initial term of engagement as Managing Director or CEO, shall retire from office at least once every three years. A retiring Director is eligible for re-election at the meeting at which he retires.

Pursuant to Article 95(2) of the Company's Constitution, Mr Kuah Geok Khim and Mr Quah Yoke Hwee shall retire at the forthcoming AGM. The retiring Directors, being eligible, have offered themselves for re-election at the forthcoming AGM. The NC, having considered the attendance and participation of these Directors at the Board and Board committee meetings and in particular, their contribution to the business and operations of the Company, has recommended their re-election. The Board has concurred with the NC's recommendation.

As an individual Director's ability to commit time to the Group's affairs is essential, the NC has determined that the maximum number of listed company board representations which any Director of the Company may hold is eight. All the Directors have complied with this requirement.

The NC is charged with the responsibility of determining annually, and as and when circumstances require, if a director is independent, bearing in mind the relationships and circumstances set forth in Guideline 2.3 and 2.4 of the Code. Once a year, after each financial year end, the NEDs are required to make a self-declaration. The self-declaration compels each NED to consider if he meets the criteria of independence as set out in the Code. The NC, when performing the review of the NED's independence, will take into consideration the NED's declaration. The NC had determined that all the NEDs are independent in FY2017. The Board concurred with the NC's assessment. Each of the NEDs had abstained from deliberating on his own independence.

The Company would generally avoid approving the appointment of alternate directors unless in exceptional cases such as when a director has a medical emergency. No alternate director was appointed in FY2017.

Board Performance

Principle 5: There should be a formal assessment of the effectiveness of the Board as a whole and the contribution by each director to the effectiveness of the Board.

The Board acknowledges the importance of a formal assessment of Board performance. It has adopted a formal system of evaluating Board performance with the use of evaluation forms to assess the effectiveness of the Board and Board Committees and the contribution by each Director. All Directors are required to complete the evaluation questionnaire annually. The Company Secretary compiles the Directors' responses to the evaluation forms into a consolidated report. The report is reviewed at the NC meeting and then reported to the Board.

The evaluation of the Board's performance as a whole deals with matters on Board composition, information flow to the Board, Board procedures and Board accountability. Factors such as the structure, size and processes of the Board and the Board's access to information, management and the effectiveness of the Board's oversight of the Company's performance are applied to evaluate the performance of the Board as a whole. The evaluation of the Board Committees' performance deals with the ideality of the size and composition of the committee, responsibilities, resources and relevant expertise of each of the Directors, Board's access of information, guidance to and communication with the Management and the standard of conduct and performance of the Board's principal functions. The evaluation of the performance of an individual director deals with matters on an individual director's attendance at meetings, observance of the individual directors' duties towards the Company and the individual director's know-how and interaction with fellow directors.

The evaluation of Board performance is conducted annually to identify areas of improvement and as a form of good Board management practice. The last Board of Director's evaluation was conducted in February 2018 and the results have been presented to the NC for discussion. The NC is satisfied that the Board has been effective as a whole and that each and every Director has contributed to the effective functioning of the Board and the Board Committees. In addition, the NC is also satisfied that sufficient time and attention has been given by the Directors to the affairs of the Company, notwithstanding that some of the directors have multiple board representations. The Company did not engage any external consultant to facilitate the evaluation for FY2017.

Access to Information

Principle 6: In order to fulfill their responsibilities, Board members should be provided with complete, adequate and timely information prior to Board meetings and on an ongoing basis.

Management provides the Board with adequate and timely information as well as a review of the Group's performance prior to the Board meetings. The Board has separate and independent access to the Group's senior management including the CEO and other key management as well as the Group's internal and external auditors should they have any queries on the affairs of the Group.

As a general rule, board papers are sent to Directors one week in advance in order for Directors to be adequately prepared for the meeting. As and when there are important matters that require the Directors' attention, the information will be furnished to the Directors as soon as practicable.

Should the Directors, whether as a group or individually, require independent professional advice, the Company will bear the expenses incurred if such advice is required to enable the directors to discharge their duties professionally.

All Directors have separate and independent access to the advice and services of the Company Secretary. The Company Secretary attends the Board and Board Committee meetings and is responsible for ensuring that Board procedures are followed and that applicable rules and regulations (in particular the Companies Act, the SGX-ST Listing Manual and the Code of Corporate Governance) are complied with. Under the direction of the Chairman, the Company Secretary is responsible for ensuring good information flow within the Board and its committees and between Management and non-executive Directors.

Pursuant to the Company's Constitution, the decision to appoint or remove the Company Secretary can only be taken by the Board as a whole.

B. REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

Principle 7: There should be a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual directors. No director should be involved in deciding his own remuneration.

The Remuneration Committee ("RC") is established for the purposes of ensuring that there is a formal and transparent process for developing policy on executive remuneration and for fixing the remuneration packages of individual directors and key executives. The RC comprises the following three Independent Directors:–

Mr Ang Mong Seng *(Chairman)*
Mr Hoon Ching Sing *(Member)*
Mr Yeoh Seng Huat Geoffrey *(Member)*

The RC has adopted written terms of reference defining its membership, administration and duties. Duties and responsibilities of the RC include:

(a) to review and recommend to the Board a framework of remuneration for the Board and key executives;

(b) to review and determine specific remuneration packages for each Executive Director and the CEO which should cover all aspects of remuneration including but not limited to directors' fees, salaries, allowances, bonuses, share-based compensation and benefits in kind;

(c) to review and recommend to the Board the terms of renewal of service contracts of Directors;

(d) to retain such professional consultancy firm as the committee may deem necessary to enable it to discharge its duties satisfactorily;

(e) to consider various disclosure requirements for Directors' remuneration, particularly those required by regulatory bodies such as the SGX-ST, and ensure that there is adequate disclosure in the financial statements to ensure and enhance transparency between the Company and relevant interested parties; and

(f) to carry out such other duties as may be agreed by the RC and the Board. The RC's recommendations would be made in consultation with the Chairman of the Board and submitted for endorsement by the entire Board and no Director shall participate in decisions on his/her own remuneration.

Level and Mix of Remuneration

Principle 8: The level of remuneration should be appropriate to attract, retain and motivate the directors needed to run the company successfully but companies should avoid paying more than is necessary for this purpose. A significant proportion of executive directors' remuneration should be structured so as to link rewards to corporate and individual performance.

It is the Group's policy to set a level of remuneration that is appropriate to attract, retain and motivate the directors. The Independent Directors receive directors' fees in accordance with their level of contribution, taking into account factors such as effort and time spent and responsibilities of the directors. The Board may, if it considers necessary, consult experts on the remuneration of non-executive directors and would recommend the remuneration of the non-executive directors for approval at the AGM.

The RC had recommended to the Board an amount of S$145,000 as Directors' fees to be paid to the Independent Directors for the financial year ending 31 December 2018 (the Directors' fees for the previous financial year was S$126,000). These recommendations will be tabled for shareholders' approval at the Company's forthcoming AGM. Each of the RC members had abstained from deliberating and voting on his own remuneration.

The NEDs' fee structure is as follows:–

Board member (Base fee)	**AC**		**NC**		**RC**	
	Chairman	**Member**	**Chairman**	**Member**	**Chairman**	**Member**
S$20,000	S$30,000	S$5,000	S$10,000	S$5,000	S$10,000	S$5,000

The Company has entered into a service agreement with each of the Executive Directors, namely Mr Kuah Geok Lin, Mr Kuah Geok Khim and Mr Quah Yoke Hwee (collectively the "Appointees"). The service agreements contain non-competition and non-solicitation clauses, which are binding on the Appointees during their period of employment with the Company and for a period of 12 months after the cessation of their employment with the Company. The Executive Directors do not receive directors' fees. The remuneration of the Appointees comprises a fixed basic salary component which includes the 13-month supplement and a variable component which includes an incentive bonus ("Incentive Bonus") at the end of every financial year of the Company based on the audited consolidated profit before tax (before the Incentive Bonus) of our Group. The Appointees are also entitled to other benefits including dental, optical and medical benefits, personal accident, hospitalization and surgical insurance and travelling and entertainment expenses incurred for the purposes of our Group's business.

The service agreements of the Appointees shall be subject to termination:

(i) by the Company or any of the Appointees giving to the other at least three months' written notice; or
(ii) without prior notice, upon the occurrence of certain specified events, including willful neglect in the discharge of duties.

The Hoe Leong Performance Share Plan 2009 ("PSP 2009") for the Group employees, including the Group Executive Directors and the Hoe Leong Share Option Scheme 2009 ("ESOS 2009") were approved by the shareholders of the Company at an Extraordinary General Meeting held on 27 April 2009.

The Group employees including the Executive Directors are eligible to participate in the PSP 2009 and the ESOS 2009. More information on the PSP 2009 and ESOS 2009 are set out in the Directors' Report on page 30 to 32.

The PSP 2009 and ESOS 2009 are components in the Group's package of benefits and incentives to attract, retain and motivate the Directors and employees, and to achieve better performance.

Disclosure on Remuneration

Principle 9: Each company should provide clear disclosure of its remuneration policy, level and mix of remuneration, and the procedure for setting remuneration, in the company's annual report. It should provide disclosure in relation to its remuneration policies to enable investors to understand the link between remuneration paid to directors and key executives, and performance.

A breakdown showing the level and mix of each individual Director's remuneration for the year ended 31 December 2017 is disclosed in the table below:

Name of Directors	Remuneration	Salary[2] (%)	Bonus (%)	Fees (%)	Other Benefits & Allowances (%)	Total (%)
Kuah Geok Lin[1]	S$442,000	83	6	–	11	100
Kuah Geok Khim[1]	S$321,000	87	7	–	6	100
Quah Yoke Hwee[1]	S$261,000	85	7	–	8	100
Ang Mong Seng	S$36,000	–	–	100	–	100
Hoon Ching Sing	S$54,000	–	–	100	–	100
Yeoh Seng Huat Geoffrey	S$36,000	–	–	100	–	100

Notes:
(1) The Executive Directors, namely Mr Kuah Geok Lin, Mr Kuah Geok Khim and Mr Quah Yoke Hwee are siblings.
(2) Salary includes basic salary and employer's CPF.

The table below shows the level and mix of the remuneration of the Group's 5 key executives (who are not directors) for the financial year ended 31 December 2017:

Sn	Name	Remuneration Band	Salary[5]	Bonus	Other Benefits & Allowances	Total
1	Alvin Kuah Han Zhou[1]	S$250,000 to S$500,000	67%	30%	3%	100%
2	Mdm Kuah Geok Khim[2]	Below $250,000	89%	7%	4%	100%
3	Raymond Quah Eng Kiat[3]		89%	6%	5%	100%
4	Kelvin Kuah Zhichao[4]		89%	6%	5%	100%
5	Yap Suat Kam		94%	6%	–	100%

For financial year ended 2017, the aggregate total remuneration paid to the top 5 key management personnel amounts to S$840,000.

For financial year ended 2017, there was no termination and post-employment benefits granted to the Directors, the CEO and the top 5 key management personnel other than the standard contractual notice period termination payment in lieu of service in respect of management employees.

Notes:

(1) Mr Alvin Kuah Han Zhou is the son of Mr Kuah Geok Lin.

(2) Mdm Kuah Geok Khim is the sister of the Executive Directors, namely Mr Kuah Geok Lin, Mr Kuah Geok Khim and Mr Quah Yoke Hwee.

(3) Mr Raymond Kuah Eng Kiat is the son of Mr Quah Yoke Hwee.

(4) Mr Kevin Kuah Zhichao is the son of Mr Kuah Geok Khim.

(5) Salary includes basic salary and employer's CPF.

The table below shows the remuneration of the executives who are immediate family members of the Directors or the CEO, whose remuneration exceeds $50,000 for the financial year ended 31 December 2017:–

Name	Relationship	Position	Remuneration Band
Mdm Kuah Geok Khim	Sister of Messrs Kuah Geok Lin, Kuah Geok Khim and Quah Yoke Hwee	Operations Manager	Below $300,000
Raymond Quah Eng Kiat	Son of Mr Quah Yoke Hwee	Senior Manager (Sales & Marketing)	Below $300,000
Alvin Kuah Han Zhou	Son of Mr Kuah Geok Lin	Senior Manager (Business Development)	Below $300,000
Kelvin Kuah Zhichao	Son of Mr Kuah Geok Khim	Senior Manager (Business Development)	Below $300,000

C. ACCOUNTABILITY AND AUDIT

Accountability

Principle 10: The Board should present a balanced and understandable assessment of the company's performance, position and prospects.

One of the Board's principal duties is to protect and enhance the long-term value and returns to the shareholders of the Company. The accountability of the Board to the shareholders is demonstrated through the presentation of the periodic financial statements as well as the timely announcements and news releases of significant corporate developments and activities so that the shareholders can have a detailed explanation and balanced assessment of the Group's financial position and prospects.

The Management presents to the Audit Committee the quarterly and full-year results for its review and recommendation to the Board for approval. The Board approves the results and authorizes the release of the results to the SGX-ST and the public via SGXNET as required by the SGX-ST Listing Manual.

Negative assurance statements supported by two Executive Directors were issued to the Audit Committee to accompany the Company's quarterly financial results announcements, giving shareholders confirmation that to the best of their knowledge, nothing had come to their attention that would render the Company's quarterly financial results false or misleading.

Risk Management and Internal Controls

Principle 11: The Board is responsible for the governance of risk. The Board should ensure the Management maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the company's assets, and should determine the nature and extent of the significant risks which the Board is willing to take in achieving its strategic objectives.

Risk Management

The Board had assessed and decided not to establish a separate Board Risk Committee to carry out its responsibility of helping the Board in the overseeing of the Group's risk management framework and policies. Instead, this responsibility is assumed by the Audit Committee.

The Company had set up the Enterprise Risk Management ("ERM") system and framework with the help of an external consultant in 2013. The ERM system and framework established was embedded in the internal control system of the Group.

The external consultant will assist the Management to review and update the risk management framework if considered necessary.

Internal Controls

The Board recognizes the importance of maintaining a sound system of internal controls to safeguard the shareholders' interest and investments and the Group's assets. The Board recognises that no cost effective internal control system will preclude all errors and irregularities, as a system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss.

The Group has internal control systems and processes which it considers to be sufficient having regard to the size of the Group and the complexity of its operations. The Board has also received written assurance from the Chairman cum CEO and the Group Financial Controller ("GFC") 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 and the Company risk management and internal control systems in place are effective.

Based on the internal controls established and maintained by the Group, work performed by the internal and external auditors, reviews performed by the Management, various Board Committees and the Board, and the written assurance from the CEO and the GFC, the Board with the concurrence of the AC, is of the opinion that the Group's internal controls, addressing key financial, operational, compliance and information technology controls, and risk management systems were adequate and effective as at 31 December 2017. The Group will review its internal control systems and processes on an on-going basis and make further improvements when necessary.

Audit Committee

Principle 12: The Board should establish an Audit Committee ("AC") with written terms of reference which clearly set out its authority and duties.

The AC comprises the following three Independent Directors:–

Mr Hoon Ching Sing *(Chairman)*
Mr Ang Mong Seng *(Member)*
Mr Yeoh Seng Huat Geoffrey *(Member)*

The Board is of the view that the members of the AC are appropriately qualified, having accounting or related financial management expertise or experience as the Board interprets such qualification, to discharge their responsibilities.

The AC assists the Board in discharging its responsibility to safeguard the Group's assets, maintain adequate accounting records, and develop and maintain effective systems of internal control, with the overall objective of ensuring that the Management creates and maintains an effective control environment in the Group. The AC will also review and supervise the internal audit functions of the Group.

The AC had met four times during the financial year and these meetings were attended by the GFC, and the External Auditors. The AC also met once during the financial year with the external auditors, without the presence of any Executive Director and Management personnel.

Our AC has adopted written terms of reference defining its membership, administration and duties. Duties and responsibilities of the AC include:

(a) review with the external auditors the audit plan, their evaluation of the system of internal accounting controls, their letter to management and the management's response;

(b) review the financial statements of the Company including quarterly and full-year results before submission to our Board for approval, focusing in particular on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, compliance with accounting standards and compliance with the SGX-ST Listing Manual and any other relevant statutory or regulatory requirements;

(c) review the scope and results of the audit and its cost effectiveness and the independence and objectivity of the external auditors. Where the external auditors also supply a substantial volume of non-audit services to the Company, the AC would keep the nature and extent of such services under review, seeking to balance the maintenance of objectivity and value for money;

(d) review the internal control procedures and ensure co-ordination between the external auditors and our management, and review the assistance given by our management to the external auditors, and discuss problems and concerns, if any, arising from the interim and final audits, and any matters which the external auditors may wish to discuss in the absence of our management at least annually;

(e) review and discuss with the external auditors any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on our Group's operating results or financial position, and our management's response;

(f) to review the independence and objectivity of the external auditors annually;

(g) consider the appointment or re-appointment of the external auditors and matters relating to the resignation or dismissal of the external auditors;

(h) review interested person transactions (if any) falling within the scope of Chapter 9 of the SGX-ST Listing Manual;

(i) review potential conflicts of interest, if any;

(j) undertake such other reviews and projects as may be requested by the Board, and will report to the Board its findings from time to time on matters arising and requiring the attention of the AC; and

(k) generally undertake such other functions and duties as may be required by statute or the SGX-ST Listing Manual, or by such amendments as may be made thereto from time to time.

In the event that any Director has a personal material interest in any contract or proposed contract or arrangement, he will abstain from reviewing that particular transaction or voting on the particular resolution.

The Company has put in place a whistle-blowing policy which is duly endorsed by the AC and approved by the Board.

Apart from the duties listed above, the AC shall commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any Singapore law, rule or regulation which has or is likely to have a material impact on our Company's operating results and/or financial position.

In performing its functions, the AC has explicit authority to investigate any matter within its terms of reference, having full access to and co-operation by management and full discretion to invite any director or executive officer to attend meetings, and reasonable resources to enable it to discharge its function properly.

The AC has reviewed the independence of Company's external auditors and is satisfied with the independence and objectivity of the external auditors.

During the financial year under review, the AC met with the external auditors once without the presence of any management personnel and Executive Directors.

The aggregate amount of fees paid/payable to KPMG LLP, the external auditors of the Company and Subsidiaries for annual audit services was S$216,000 for the financial year ended 31 December 2017.

The AC has determined that KPMG LLP is independent and recommended the re-appointment of KPMG LLP as external auditors at the forthcoming AGM.

The Company has complied with Rules 712 and Rule 715 or 716 in relation to its auditors.

The AC members are kept abreast of the changes to accounting standards and issues which have a direct impact on financial statements through periodic meetings with the external auditors.

AC's views on significant accounting matters

The significant areas of focus considered by the AC in relation to the 2017 Annual Report are outlined below. These issues were discussed with the external auditors during the year and, where appropriate, these have been addressed as key audit matters as outlined in the Independent Auditor's Report on pages 30 to 33:

Significant Issues	How the issue was addressed by the AC
Going Concern	The AC has reviewed management's assessment of going concern in Note 2 to the Financial Statements.
Impairment of the Group's Non-Financial Assets	The AC has ascertained that independent professional appraisers were engaged to carry out valuations for the purpose of determining the level of impairment for the financial reporting period.
Valuation of Trade Receivables	The AC has ascertained that the management has an internal process to assess the level of allowance for trade receivables for the financial reporting period.

Internal Audit

Principle 13: The company should establish an internal audit function that is independent of the activities it audits.

The Company has engaged the services of an external consultant to perform its internal audit function.

The AC reviews annually the Internal Audit plan independent of the Management. The internal auditors report directly to the Chairman of the AC on any material non-compliance and internal control weaknesses identified in the course of audit.

The Board recognizes the importance of an internal audit function as an integral part of an effective system of good corporate governance and will from time to time review and strengthen the existing control system.

D. SHAREHOLDER RIGHTS AND RESPONSIBILITIES

Shareholder Rights

Principle 14: Companies should treat all shareholders fairly and equitably and should recognise, protect and facilitate the exercise of shareholders' rights and continually review and update such governance arrangements.

The Group's corporate governance culture and awareness promotes fair and equitable treatment of all shareholders. All shareholders enjoy specific rights under the Singapore's Companies Act, Chapter 50 and Constitution of the Company. All shareholders are treated fairly and equitably.

The Group respects the equal information rights of all shareholders and is committed to the practice of fair, transparent and timely disclosure.

Shareholders are given the opportunity to participate effectively and vote at general meetings of the Company, where relevant rules and procedures governing the meetings are clearly communicated.

Communication with Shareholders

Principle 15: Companies should engage in regular, effective and fair communication with shareholders.

The Company endeavours to communicate regularly, effectively and fairly with its shareholders. Timely, as well as, detailed disclosure is made to the public in compliance with SGX-ST guidelines. The Company does not practise selective disclosure. Price sensitive information is first publicly released before the Company meets with any group of investors or analysts.

Shareholders are kept informed of developments and performance of the Group through announcements published via SGXNET and the press when necessary as well as in the annual report. Other announcements are also made on an ad-hoc basis where applicable as soon as possible to ensure timely dissemination of the information to shareholders.

The Company does not have a fixed dividend policy as the Company is not able to declare dividends in view of its current financial position.

Principle 16: Companies should encourage greater shareholder participation at AGMs, and allow shareholders the opportunity to communicate their views on various matters affecting the company.

All shareholders of the Company receive the annual report of the Company and notice of AGM within the prescribed period. Participation of shareholders is encouraged at the Company's general meetings. The Board of Directors (including the Chairman of the respective Board committees), the Management, as well as the external auditors will attend the Company's AGM to address any questions that shareholders may have.

The Company allows all individual and corporate shareholders to appoint up to two proxies to attend general meetings and vote on their behalf. For corporations which provide nominee and custodial services and the CPF Board, they are allowed to appoint more than two proxies to attend the general meetings.

Each item of special business included in the notice of the meeting will be accompanied by an explanation of the effects of a proposed resolution. Unless the resolutions proposed at a meeting are interdependent and linked so as to form one significant proposal, separate resolutions shall be proposed for substantially separate issues at the meeting.

All the resolutions put to the vote at the forthcoming AGM will be voted on by poll and the detailed results of the poll will be announced via SGXNET. Polling may be conducted in manual or electronic form. In determining which polling mode to take, the Company will take into consideration the turnout at general meetings and the relevant costs involved for each polling mode.

The Company will also prepare minutes of the general meetings that include substantial comments or queries from shareholders and responses from the Board and Management, and will make such minutes or notes available to shareholders upon their request.

E. DEALINGS IN SECURITIES

The Company has adopted the requirements in SGX-ST Rule 1207(19) applicable to dealings in the Company's securities by its Directors, management and officers. Directors, management and officers of the Group who have access to price-sensitive, financial or confidential information are prohibited to deal in the Company's shares during the period commencing two (2) weeks before the announcement of the Company's financial statements for each of the first three quarters of its financial year and one (1) month before the announcement of the Company's full-year financial statements.

Directors, management and officers of the Group are also required to observe insider trading laws at all times even when dealing in securities within the permitted trading period. In addition, the Directors, management and officers of the Group are discouraged from dealing in the Company's securities on short-term considerations.

F. INTERESTED PERSON TRANSACTIONS

The Company has adopted an internal policy governing procedures for the identification, approval and monitoring of transactions with interested persons. All interested person transactions ("IPT") are subject to review by the AC every quarter to ensure that the relevant rules in Chapter 9 of the SGX-ST Listing Manual are complied with.

There were no IPT (each with a value of $100,000 or more) during the financial year ended 31 December 2017 except as follows:

Name of interested person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than $100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920 of the SGX-ST Listing Manual) $'000	Aggregate value of all interested person transactions conducted during the financial year under review under shareholders' mandate pursuant to Rule 920 of the SGX-ST Listing Manual (excluding transactions less than $100,000) $'000
Hoe Leong Plastic Industry (China) Ltd		
– Rental expense	376	–
Hoe Leong (Co) Pte Ltd		
– Interest payable on shareholder's loan	178	–

The Company has not obtained a general mandate from shareholders for Interested Person Transactions.

G. MATERIAL CONTRACTS

Pursuant to Rule 1207(8) of the SGX-ST Listing Manual, the Company confirms that there was no material contract entered into between the Company and its subsidiaries which involved the interests of any director or controlling shareholder, either still subsisting at the end of the financial year or if not then subsisting, which was entered into since the end of the previous financial year.

FINANCIAL CONTENTS

DIRECTORS' STATEMENT

We are pleased to submit this annual report to the members of the Company together with the audited financial statements for the financial year ended 31 December 2017.

In our opinion:

(a) the financial statements are drawn up to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2017 and the financial performance, changes in equity and cash flows of the Group for the year ended on that date in accordance with the provisions of the Singapore Companies Act, Chapter 50 and Singapore Financial Reporting Standards; and

(b) at the date of this statement, having regard to the matters referred to in Note 2 to the financial statements, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

The Board of Directors has, on the date of this statement, authorised these financial statements for issue.

DIRECTORS

The directors in office at the date of this report are as follows:

Kuah Geok Lin
Quah Yoke Hwee
Kuah Geok Khim
Ang Mong Seng
Hoon Ching Sing
Yeoh Seng Huat Geoffrey

DIRECTORS' INTERESTS

According to the register kept by the Company for the purposes of Section 164 of the Companies Act, Chapter 50 (the Act), particulars of interests of directors who held office at the end of the financial year (including those held by their spouses and infant children) in shares, debentures, warrants and share options in the Company, the ultimate holding company (Hoe Leong Co. (Pte.) Ltd.) and its other related corporations are as follows:

Name of director and corporation in which interests are held	**Holdings at beginning of the year**	**Holdings at end of the year**
Kuah Geok Lin		
The Company		
Ordinary shares		
– interests held	15,506,617	15,506,617
Options to subscribe for ordinary shares exercisable at:		
– $0.39 between 27/04/2011 to 26/04/2020	50,000	50,000
– $0.39 between 27/04/2012 to 26/04/2020	50,000	50,000
Ultimate Holding Company		
Ordinary shares		
– interests held	370,951	370,951

DIRECTORS' INTERESTS (Continued)

Name of director and corporation in which interests are held	Holdings at beginning of the year	Holdings at end of the year
Ultimate Holding Company		
Ordinary shares		
– interests held	370,951	370,951
Subsidiary – PT Trackspare		
Ordinary shares of US$1,000 each fully paid		
– interests held	5	5
Quah Yoke Hwee		
The Company		
Ordinary shares		
– interests held	15,314,117	15,314,117
Options to subscribe for ordinary shares exercisable at:		
– $0.39 between 27/04/2011 to 26/04/2020	50,000	50,000
– $0.39 between 27/04/2012 to 26/04/2020	50,000	50,000
Ultimate Holding Company		
Ordinary shares		
– interests held	370,951	370,951
Kuah Geok Khim		
The Company		
Ordinary shares		
– interests held	15,314,117	15,314,117
Options to subscribe for ordinary shares exercisable at:		
– $0.39 between 27/04/2011 to 26/04/2020	50,000	50,000
– $0.39 between 27/04/2012 to 26/04/2020	50,000	50,000
Ultimate Holding Company		
Ordinary shares		
– interests held	370,951	370,951
Ang Mong Seng		
The Company		
Ordinary shares		
– interests held	175,000	175,000

DIRECTORS' INTERESTS (Continued)

Kuah Geok Lin, Quah Yoke Hwee and Kuah Geok Khim have the following deemed interests in the Company:

	Holdings at beginning of the year	Holdings at end of the year	Holdings at 21 January 2018
The Company			
Ordinary shares			
– interests held	323,749,267	323,749,267	323,749,267

Except as disclosed above, there were no changes in any of the above mentioned interests in the Company between the end of the financial year and 21 January 2018.

By virtue of Section 7 of the Act, Kuah Geok Lin, Quah Yoke Hwee and Kuah Geok Khim are deemed to have an interest in all the other wholly-owned subsidiaries of Hoe Leong Co. (Pte.) Ltd., at the beginning and at the end of the financial year.

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

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

SHARE OPTIONS AND AWARDS

The Hoe Leong Share Option Scheme 2009 ("ESOS 2009") and the Hoe Leong Performance Share Plan 2009 ("PSP 2009") of the Company were approved and adopted by its members at an Extraordinary General Meeting held on 27 April 2009.

Share options

The ESOS 2009 is administered by the Remuneration Committee whose members are as follows:

Ang Mong Seng	(Chairman)
Hoon Ching Sing	(Member)
Yeoh Seng Huat Geoffrey	(Member)

SHARE OPTIONS (Continued)

Information regarding the ESOS 2009 is set out below:

- The exercise price of the options can be set at a discount to the market price not exceeding 20% of the market price in respect of options granted at the time of grant.
- For options granted to directors, 50% of the options can be exercised after one year from the date of grant and the remaining 50% of the options can be exercised after two years from the date of grant.
- For options granted to employees, 50% of the options can be exercised after two years from the date of grant and the remaining 50% of the options can be exercised after three years from the date of grant.
- The options granted to executive directors and employees will expire after 10 years from the date of grant.
- The options granted to non-executive directors will expire after five years from the date of grant.

Options granted, exercised/cancelled/expired, and outstanding are set out below:

Year of grant of options	Options outstanding at 1 January 2017	Options exercised/ cancelled/expired	Options outstanding at 31 December 2017
2010	730,000	(130,000)	600,000
2011	50,000	–	50,000
2012	231,000	–	231,000
	1,011,000	(130,000)	881,000

Outstanding options at the end of the financial year under the ESOS 2009, on the unissued ordinary shares of the Company, are as follows:

Date of grant of options	Exercise price per share $	Options outstanding at 1 January 2017	Options forfeited/ expired	Options outstanding at 31 December 2017	Number of option holders at 31 December 2017	Exercise period
13 April 2010	0.34*	250,000	(80,000)	170,000	3	13 April 2012 to 12 April 2020
27 April 2010	0.39	350,000	(50,000)	300,000	3	27 April 2011 to 26 April 2020
27 April 2010	0.31*	130,000	–	130,000	2	27 April 2012 to 26 April 2020
5 May 2011	0.23*	50,000	–	50,000	1	5 May 2013 to 4 May 2021
31 May 2012	0.15*	231,000	–	231,000	5	31 May 2014 to 30 May 2022
		1,011,000	(130,000)	881,000		

* These options were granted to the employees of the Group at a 20% discount to the average closing market price of the Company's shares for the last five trading days immediately preceding the date of grant.

SHARE OPTIONS (Continued)

Aggregate options granted to directors and associates of controlling shareholders of the Company are as follows:

Name of Participant	Options granted during the financial year ended 31 December 2017 ('000)	Aggregate options granted since commencement of ESOS 2009 to 31 December 2017 ('000)	Aggregate options exercised/ cancelled since commencement of ESOS 2009 to 31 December 2017 ('000)	Aggregate options outstanding at 31 December 2017 ('000)
Directors				
Kuah Geok Lin	–	100	–	100
Quah Yoke Hwee	–	100	–	100
Kuah Geok Khim	–	100	–	100
Associates of controlling shareholders				
Kuah Geok Koon	–	50	(50)	–
Mdm Kuah Geok Khim	–	154	–	154
Raymond Quah Eng Kiat	–	77	–	77
Alvin Kuah Han Zhou	–	77	–	77
	–	658	(50)	608

Except as disclosed above, there were no unissued shares of the Company or its subsidiaries under options granted by the Company or its subsidiaries as at the end of the financial year.

SHARE AWARDS

Participants under the PSP 2009 will receive fully paid shares free of charge, upon the participants satisfying the criteria set out in the PSP 2009. No shares were issued under the PSP 2009 since its inception.

There were no outstanding share awards as at 1 January 2017 and 31 December 2017, and no share awards granted, vested or cancelled during the financial year under the PSP 2009.

SHARE AWARDS (Continued)

Aggregate share awards granted to directors and associates of controlling shareholders of the Company are as follows:

Name of Participant	Share awards granted during the financial year ended 31 December 2017	Aggregate share awards granted since commencement of PSP 2009 to 31 December 2017	Aggregate share awards vested/ cancelled since commencement of PSP 2009 to 31 December 2017	Aggregate share awards outstanding at 31 December 2017
Directors				
Kuah Geok Lin	–	294,100	(294,100)	–
Quah Yoke Hwee	–	102,900	(102,900)	–
Kuah Geok Khim	–	117,600	(117,600)	–
Associates of controlling shareholders				
Mdm Kuah Geok Khim	–	110,800	(110,800)	–
Raymond Quah Eng Kiat	–	48,400	(48,400)	–
Alvin Kuah Han Zhou	–	48,400	(48,400)	–
	–	722,200	(722,200)	–

The aggregate number of shares available under the ESOS 2009 and the PSP 2009 (collectively, the "Schemes") must not exceed 15% of the total number of issued shares (excluding treasury shares) from time to time.

Since the commencement of the Schemes, no participant under the Schemes has been granted 5% or more of the total number of shares available under the Schemes.

AUDIT COMMITTEE

The members of the Audit Committee at the date of this report are:

- Hoon Ching Sing (Chairman), independent director
- Ang Mong Seng, independent director
- Yeoh Seng Huat Geoffrey, independent director

The Audit Committee performs the functions specified in Section 201B of the Act, the SGX-ST Listing Manual and the Code of Corporate Governance.

The Audit Committee has held four meetings since the last directors' report. In performing its functions, the Audit Committee met with the Company's external auditors to discuss the scope of their work, the results of their examination and evaluation of the Company's internal accounting control system. The Company's internal audit function has been outsourced and the Audit Committee has discussed the scope of the work with the appointed firm, the results of their examination and their evaluation of the Company's internal accounting system, where appropriate.

AUDIT COMMITTEE (Continued)

The Audit Committee also reviewed the following:

- assistance provided by the Company's officers to the internal and external auditors;

- quarterly financial information and annual financial statements of the Group and the Company prior to their submission to the directors of the Company for adoption; and

- interested person transactions (as defined in Chapter 9 of the SGX-ST Listing Manual).

The Audit Committee has full access to management and is given the resources required for it to discharge its functions. It has full authority and the discretion to invite any director or executive officer to attend its meetings. The Audit Committee also recommends the appointment of the external auditors and reviews the level of audit and non-audit fees.

The Audit Committee is satisfied with the independence and objectivity of the external auditors and has recommended to the Board of Directors that the auditors, KPMG LLP, be nominated for re-appointment as auditors at the forthcoming Annual General Meeting of the Company.

In appointing the auditors for the Company, its subsidiaries and significant associates, the Company has complied with Rule 712 and 715 of the SGX-ST Listing Manual.

AUDITORS

The auditors, KPMG LLP, have indicated their willingness to accept re-appointment.

On behalf of the Board of Directors

Kuah Geok Lin
Director

Quah Yoke Hwee
Director

10 April 2018

Report on the audit of the financial statements

We have audited the financial statements of Hoe Leong Corporation Ltd. ('the Company') and its subsidiaries ('the Group'), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2017, and the consolidated statements of profit or loss, comprehensive income, changes in equity and cash flows of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 39 to 98.

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 Financial Reporting Standards in Singapore ('FRSs') so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2017 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year ended on that date.

Material uncertainty related to going concern

We draw attention to:

- Note 2 to the financial statements which states that the financial statements have been prepared on a going concern basis notwithstanding that the Group incurred a net loss of $47,869,000 for the year ended 31 December 2017 and, as of that date, the Group's current liabilities are in excess of its current assets by $58,333,000 and is in a net liabilities position of $28,887,000;

- The Company has embarked on a restructuring Scheme of Arrangement ("Scheme") in relation to its liabilities towards the Group's financial creditors and its controlling shareholder ("Scheme Creditors"). The implementation of the Scheme is conditional upon the fulfilment of a number of conditions, including but not limited to, the receipt of approval-in-principle from the SGX-ST in relation to the listing and quotations of the new ordinary shares to be issued to the Scheme Creditors ("the Scheme Shares"), and the approval of shareholders being obtained for, inter alia, the allotment and issue of Scheme Shares to the Scheme Creditors; and

- The ability of the Group to carry on its business as a going concern is dependent on the following conditions:

  (i) The successful implementation of the Scheme;

  (ii) The continuing availability of bank facilities from the Group's bankers; and

  (iii) The ability of the Group to generate adequate cash flows and to repay its debt obligations as and when they fall due within the next twelve months.

These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. If for any reason the Group is unable to continue as a going concern, it could have an impact on the Group's classification of assets and liabilities and the ability to realise amounts at their recognised values and to extinguish liabilities in the normal course of business at the amounts stated in the financial statements. Our opinion is not modified in respect of this matter.

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 '*Auditors' 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, in addition to the matter described in the *Material Uncertainty Related to Going Concern* section of our report, 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.

Impairment of non-financial assets
(Refer to Note 5 to the financial statements)

The key audit matter

The Group has significant property, plant and equipment amounting to $29,739,000 as at 31 December 2017. However, the Group incurred significant losses of $47,869,000 (2016: $46,908,000) for the current year, which indicates that the Group's non-financial assets may be impaired. The carrying amount of the Group's vessels, material handling equipment and freehold land and building, accounted for approximately 98% of the Group's Property, Plant and Equipment as at 31 December 2017.

In accordance with FRS 36 *Impairment of Assets*, the Group identified individual significant cash generating units (CGUs), comprising eight CGUs with a total carrying amount of $28,324,000 and assessed their recoverable amounts as at year end. For impairment purposes, each freehold property, building, specialised equipment and vessel is a separate CGU. The CGU's recoverable amounts were derived based on their respective fair value less costs of disposal, using external valuation performed by independent professional valuers. An impairment loss of $32,098,000 was recognised in the Group's profit or loss for the year ended 31 December 2017.

The independent professional valuers used sales comparison approach considering the sales prices of similar or substitute vessels and freehold land and building, which are largely unobservable and these assumptions require significant judgement.

How the matter was addressed in our audit

We evaluated the competence and objectivity of the independent professional valuers taking into account their experience and professional qualifications, the lack of financial interest in the Group and other factors.

We assessed the appropriateness of the unobservable inputs used by the independent professional valuers, including the size, capacity, type, and other specifications, the age and the future economic life expectancy, and condition of vessels by examining the relevant supporting documents related to the vessels.

We considered the available market analyses and statistics in our assessment of assumptions used by the valuers.

We assessed the appropriateness of the valuation methods used by the external valuers to confirm the methods are generally accepted market approaches used by other external valuers.

Our findings

We found that the Group had assessed and recorded impairment losses based on a balanced set of assumptions.

Impairment of trade receivables
(Refer to Note 2 (g) and Note 9 to the financial statements)

The key audit matter

Impairment of trade receivables is a subjective area due to the level of judgement applied by management in determining provisions.

As at 31 December 2017, the Group's trade receivables accounted for approximately 20.7% of the Group's total assets. Any significant impairment of trade receivables could have a material impact to the Group's profit or loss.

The estimate of impairment loss is based on the age of the trade receivables, their future collectability, credit-worthiness of customers, the historical default rate, and various other factors.

This area was a key audit matter due to the amounts involved, as well as the inherent subjectivity that was involved in making judgement by the Group in relation to credit risk exposures to determine the recoverability of trade receivables.

How the matter was addressed in our audit

We tested the Group's specific and collective impairment assessment as at the year end.

We assessed the recoverability of a sample of significant long outstanding balances, by making enquiry with management, reviewing the customers' historical payment track records, obtaining representations from management on whether disputes or potential disputes exist, and subsequent collections from these customers after the year end.

We considered the Group's historical track record of bad debts and compared the receipts post year end.

We have also considered the adequacy of disclosures in the financial statements about the extent of estimation and judgement involved in determining the allowance for doubtful receivables.

Our findings

Based on the supporting evidence, we found the estimates used in the recognition of the allowance for impairment of doubtful receivables of $217,000 as at 31 December 2017 to be balanced. We found that the disclosures meet the requirements of the relevant accounting standards.

Other Information

Management is responsible for the other information. The other information comprises the Directors' statement, the Corporate Governance Report, Corporate profile, Chairman's statement, Operations review, and Shareholder statistics ('the Reports'), which we obtained prior to the date of this auditors' report.

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 auditors' 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.

When we read the Reports, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions in accordance with SSAs.

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 FRSs, 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.

Auditors' 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 auditors' 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 controls.

- 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 controls.

- 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 auditors' 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 auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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 those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditors' report is Low Hon Wah.

KPMG LLP
Public Accountants and
Chartered Accountants

Singapore
10 April 2018

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2017

	Note	Group 2017 $'000	Group 2016 $'000	Company 2017 $'000	Company 2016 $'000
Assets					
Property, plant and equipment	5	**29,739**	67,563	**2,024**	2,163
Investments in subsidiaries	6	**–**	–	**8,778**	14,451
Deferred tax assets	7	**539**	578	**–**	–
Non-current assets		**30,278**	68,141	**10,802**	16,614
Inventories	8	**23,509**	25,106	**–**	–
Trade and other receivables	9	**15,997**	26,652	**9,016**	57,918
Cash and cash equivalents	10	**2,478**	3,287	**114**	757
Current assets		**41,984**	55,045	**9,130**	58,675
Total assets		**72,262**	123,186	**19,932**	75,289
Equity					
Share capital	11	**69,490**	69,490	**69,490**	69,490
Treasury shares		**(55)**	(55)	**(55)**	(55)
Currency translation reserve	12	**(1,299)**	(1,629)	**–**	–
Share-based compensation reserve	13	**171**	171	**171**	171
Accumulated losses		**(96,011)**	(48,142)	**(101,626)**	(50,176)
(Deficit)/Equity attributable to owners of the Company		**(27,704)**	19,835	**(32,020)**	19,430
Non-controlling interests		**(1,183)**	(1,127)	**–**	–
Total (deficit)/equity		**(28,887)**	18,708	**(32,020)**	19,430
Liabilities					
Financial liabilities	14	**794**	1,488	**–**	22
Deferred tax liabilities	7	**38**	38	**19**	19
Non-current liabilities		**832**	1,526	**19**	41
Trade and other payables	16	**28,548**	20,104	**35,065**	31,683
Financial liabilities	14	**67,766**	79,187	**16,625**	24,135
Loan from non-controlling shareholder of a subsidiary	15	**3,565**	3,489	**–**	–
Current tax payable		**438**	172	**243**	–
Current liabilities		**100,317**	102,952	**51,933**	55,818
Total liabilities		**101,149**	104,478	**51,952**	55,859
Total equity and liabilities		**72,262**	123,186	**19,932**	75,289

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

STATEMENT OF PROFIT OR LOSS

YEAR ENDED 31 DECEMBER 2017

	Note	Group 2017 $'000	Group 2016 $'000
Revenue	17	**62,547**	57,896
Cost of sales		**(52,729)**	(48,206)
Gross profit		**9,818**	9,690
Other income		**256**	1,254
Distribution expenses		**(4,344)**	(4,201)
Administrative expenses		**(7,701)**	(7,896)
Other expenses		**(40,794)**	(42,925)
Results from operating activities		**(42,765)**	(44,078)
Finance income		**2**	4
Finance costs		**(4,234)**	(3,259)
Net finance costs	18	**(4,232)**	(3,255)
Loss before income tax	19	**(46,997)**	(47,333)
Income tax expense	20	**(872)**	425
Loss for the year		**(47,869)**	(46,908)
Loss attributable to:			
Owners of the Company		**(47,869)**	(46,908)
Non-controlling interests		**–**	–
Loss for the year		**(47,869)**	(46,908)
Earnings per share			
Basic earnings per share (cents)	21	**(7.69)**	(7.53)
Diluted earnings per share (cents)	21	**(7.69)**	(7.53)

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

STATEMENT OF COMPREHENSIVE INCOME

YEAR ENDED 31 DECEMBER 2017

	Group	
	2017	**2016**
	$'000	**$'000**
Loss for the year	**(47,869)**	(46,908)
Other comprehensive income		
Items that are or may be reclassified subsequently to profit or loss:		
Foreign currency translation differences arising from foreign operations	**274**	252
Other comprehensive income, net of income tax	**274**	252
Total comprehensive income for the year	**(47,595)**	(46,656)
Total comprehensive income attributable to:		
Owners of the Company	**(47,539)**	(46,716)
Non-controlling interests	**(56)**	60
Total comprehensive income for the year	**(47,595)**	(46,656)

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

STATEMENT OF CHANGES IN EQUITY

YEAR ENDED 31 DECEMBER 2017

	<---------- Attributable to owners of the Company					---------->		
	Share capital $'000	Treasury shares $'000	Share-based compensation reserve $'000	Currency translation reserve $'000	Accumulated losses $'000	Total $'000	Non-controlling interests $'000	Total equity $'000
Group								
At 1 January 2016	69,490	(55)	345	(1,821)	(1,234)	66,725	(1,187)	65,538
Total comprehensive income for the year								
Loss for the year	–	–	–	–	(46,908)	(46,908)	–	(46,908)
Other comprehensive income								
Foreign currency translation differences arising from foreign operations	–	–	–	192	–	192	60	252
Total comprehensive income for the year	–	–	–	192	(46,908)	(46,716)	60	(46,656)
Transactions with owners, recorded directly in equity								
Contributions by and distributions to owners								
Share-based compensation cancelled	–	–	(174)	–	–	(174)	–	(174)
Total contributions by and distributions to owners	–	–	(174)	–	–	(174)	–	(174)
At 31 December 2016	69,490	(55)	171	(1,629)	(48,142)	19,835	(1,127)	18,708

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

STATEMENT OF CHANGES IN EQUITY

YEAR ENDED 31 DECEMBER 2017

	Attributable to owners of the Company							
	Share capital $'000	Treasury shares $'000	Share-based compensation reserve $'000	Currency translation reserve $'000	Accumulated losses $'000	Total $'000	Non-controlling interests $'000	Total equity $'000
Group								
At 1 January 2017	69,490	(55)	171	(1,629)	(48,142)	19,835	(1,127)	18,708
Total comprehensive income for the year								
Loss for the year	–	–	–	–	(47,869)	(47,869)	–	(47,869)
Other comprehensive income								
Foreign currency translation differences arising from foreign operations	–	–	–	330	–	330	(56)	274
Total comprehensive income for the year	–	–	–	330	(47,869)	(47,539)	(56)	(47,595)
At 31 December 2017	69,490	(55)	171	(1,299)	(96,011)	(27,704)	(1,183)	(28,887)

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

STATEMENT OF CASH FLOWS

YEAR ENDED 31 DECEMBER 2017

	Note	Group 2017 $'000	Group 2016 $'000
Cash flows from operating activities			
Loss before income tax		**(46,997)**	(47,333)
Adjustments for:			
Amortisation of deferred income		**–**	(2,340)
Depreciation of property, plant and equipment	5	**5,086**	5,739
Finance income	18	**(2)**	(4)
Finance costs	18	**4,234**	3,259
Property, plant and equipment written off	19	**11**	–
Gain on disposal of property, plant and equipment	19	**(21)**	(10)
Equity-settled share-based compensation	19	**–**	(174)
Impairment loss on property, plant and equipment	5	**32,098**	7,684
Impairment loss on other receivables	19	**–**	29,796
Operating cash flows before changes in working capital		**(5,591)**	(3,383)
Changes in working capital:			
Inventories		**1,747**	2,728
Trade and other receivables		**10,855**	5,030
Trade and other payables		**5,984**	3,945
Cash from operations		**12,995**	8,320
Income taxes paid		**(1,069)**	(225)
Cash flows from operating activities		**11,926**	8,095
Cash flows from investing activities			
Finance income received		**2**	4
Purchase of property, plant and equipment		**(1,517)**	(1,167)
Proceeds from disposal of property, plant and equipment		**49**	13
Cash flows used in investing activities		**(1,466)**	(1,150)
Cash flows from financing activities			
Finance costs paid		**(1,727)**	(3,259)
Repayment of bills payable and trust receipts		**(704)**	(6,451)
Proceeds from finance lease liabilities		**32**	51
Payment of finance lease liabilities		**(102)**	(92)
Proceeds from interest-bearing borrowings		**–**	41,932
Repayment of interest-bearing borrowings		**(8,855)**	(38,672)
Cash flows used in financing activities		**(11,356)**	(6,491)
Net (decrease)/increase in cash and cash equivalents		**(896)**	454
Cash and cash equivalents at beginning of the year		**2,338**	2,179
Effect of exchange rate fluctuations		**285**	(295)
Cash and cash equivalents at end of the year	10	**1,727**	2,338

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

These notes form an integral part of the financial statements.

The financial statements were authorised for issue by the Board of Directors on 10 April 2018.

1 DOMICILE AND ACTIVITIES

Hoe Leong Corporation Ltd. (the 'Company') is incorporated in the Republic of Singapore. The address of the Company's registered office is at 6 Clementi Loop, Singapore 129814.

The principal activities of the Group are those relating to designing, manufacturing, sale and distribution of machinery parts and vessel chartering business. The Company became primarily an investment holding company since 2016.

The immediate and ultimate holding company during the financial year is Hoe Leong Co. (Pte.) Ltd., a company incorporated in the Republic of Singapore.

The financial statements of the Group as at and for the year ended 31 December 2017 comprise the Company and its subsidiaries (together referred to as the 'Group' and individually as 'Group entities').

2 GOING CONCERN

The financial statements have been prepared on a going concern basis notwithstanding that the Group incurred a net loss of $47,869,000 for the year ended 31 December 2017, and as of that date, the Group's current liabilities are in excess of its current assets by $58,333,000 and is in a net liabilities position of $28,887,000.

The Company has embarked on a restructuring plan in relation to its liabilities towards the Group's financial creditors and its controlling shareholder ("Scheme Creditors"). On 17 November 2017, the Company proposed a scheme of arrangement ("Scheme") to the Scheme Creditors. On 8 December 2017, the Scheme Manager, having adjudicated the preliminary claims filed by the Scheme Creditors for the amount owing as at 30 November 2017 and reviewed the Scheme Creditors' votes via the ballot forms, declared that the requisite approvals have been obtained from the Scheme Creditors. On 5 January 2018, the Company filed an application to the Court to approve the Scheme under Section 211 of the Singapore Companies Act. On 22 January 2018, the Company successfully obtained the sanction of the Court in respect of the Scheme, and on 30 January 2018, the Company lodged the Order of Court sanctioning the Scheme with the Accounting and Corporate Regulatory Authority ("ACRA").

The implementation of the Scheme is conditional upon the fulfilment of a number of conditions, including but not limited to, the receipt of approval-in-principle from SGX-ST in relation to the listing and quotation of the new ordinary shares to be issued to the Scheme Creditors ("the Scheme Shares"), and the approval of shareholders being obtained for, inter alia, the allotment and issue of the Scheme Shares to the Scheme Creditors. Management believes that there is no significant difficulty in implementing the Scheme. Upon successful implementation of the Scheme, approximately $53,898,000 of the loans of the Group will be converted from debt to equity by way of issuing new ordinary shares to the Scheme Creditors and an amount of $20,678,000 representing secured bank loans as at year end will be restructured and repayable over revised repayment periods.

With the implementation of the Scheme, management believes that the Group is able to continue operations and generate adequate positive cash flows to repay its remaining debt obligations as and when they fall due within the next twelve months. Further, the Group and the Company will return to a net asset position after the issue of the Scheme Shares to the Scheme Creditors.

2 GOING CONCERN (CONTINUED)

The ability of the Group to carry on its business as a going concern is dependent on the following conditions:

(i) The successful implementation of the Scheme;

(ii) The continuing availability of bank facilities from the Group's bankers; and

(iii) The ability of the Group to generate adequate cash flows and to repay its debt obligations as and when they fall due within the next twelve months.

These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern.

If for any reason the Group is unable to continue as a going concern, it could have an impact on the Group's classification of assets and liabilities and the ability to realise assets at their recognised values and to extinguish liabilities in the normal course of business at the amounts stated in the financial statements.

3 BASIS OF PREPARATION

(a) Statement of compliance

The financial statements have been prepared in accordance with the Singapore Financial Reporting Standards (FRS).

(b) Basis of measurement

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

(c) Functional and presentation currency

The financial statements are presented in Singapore dollars, which is the Company's functional currency. All financial information presented in Singapore dollars have been rounded to the nearest thousand, unless otherwise stated.

(d) Change in accounting policies

Revised standards

The Group has applied the following amendments for the first time for the annual period beginning on 1 January 2017:

- *Disclosure Initiative (Amendments to FRS 7)*;
- *Recognition of Deferred Tax Assets for Unrealised Losses (Amendments to FRS 12)*; and
- *Clarification of the scope of FRS 112 (Improvements to FRSs 2016).*

Other than the amendments to FRS 7, the adoption of these amendments did not have any impact on the current or prior period and is not likely to affect future periods.

3 BASIS OF PREPARATION (CONTINUED)

(d) Change in accounting policies (Continued)

Disclosure Initiative (Amendment to FRS 7)

From 1 January 2017, as a result of the amendments to FRS 7, the Group has provided additional disclosure in relation to the changes in liabilities arising from financial activities for the year ended 31 December 2017. Comparative information has not been presented (see note 14).

(e) Use of estimates and judgements

The preparation of the financial statements in conformity with FRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

- Note 5 – measurement of depreciation and impairment of property, plant and equipment. Assets are depreciated on a straight-line basis over their estimated useful lives. Management estimates the useful lives of these assets to be within 3 to 50 years. Changes in the expected level of usage could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised. In view of the recurring losses in difficult industry conditions and the Group's market capitalisation being lower than its net assets as at 31 December 2017, the Group performed an impairment assessment of its property, plant and equipment. The estimated recoverable amounts are based on fair value less costs of disposal using external valuation reports obtained from independent professional valuers, with appropriate recognised professional qualifications and experience in the assets being valued, being the estimated amount for which the property, plant and equipment could be exchanged on the date of the valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. The recoverable amounts could change significantly as a result of changes in market conditions and the assumptions used in determining the market value.

- Note 6 – impairment of investments in subsidiaries. Investments in subsidiaries are assessed to determine whether they are impaired by assessing the factors that affect the recoverable amount of an investment, and the financial health of and business outlook for the investee. These include factors such as industry and sector performance, changes in technology, and operating and financing cash flows. Any change in the business environment and estimates of the recoverable amounts of the subsidiaries can impact the carrying amounts of the investments in the subsidiaries.

- Note 8 – measurement of net realisable value of inventories. Inventories have been written down to estimated net realisable value to be consistent with the view that assets should not be carried in excess of amounts expected to be realised from their sale or use. These estimates take into consideration market demand, the age of the inventory, competition, selling price and events occurring after the end of the financial year to the extent that such events confirm conditions that existed at reporting date.

3 **BASIS OF PREPARATION** (CONTINUED)

(e) **Use of estimates and judgements** (Continued)

- Note 9 – measurement of recoverable amounts of loans and receivables. The Group evaluates whether there is any objective evidence that loans and receivables are impaired, and determines the amount of impairment losses as a result of the inability of the customers or counter-parties to make required payments. The Group determines the estimates based on the aging of the loans and receivables, credit-worthiness of customers or counter-parties, future collectability of loans and receivables and historical write-off experience of loans and receivables. If the financial condition of the customers or counter-parties were to deteriorate, actual write-offs could be higher than estimated.

- Note 20 – measurement of income taxes. The Group is subject to income taxes in a number of jurisdictions and judgement is involved in determining the group-wide provision for income taxes. The ultimate tax liability takes time to finalise in the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where 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.

4 **SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies set out below have been applied consistently to all periods presented in these financial statements, and have been applied consistently by Group entities.

(a) **Basis of consolidation**

Business combinations

Business combinations are accounted for using the acquisition method in accordance with FRS 103 *Business Combination* as at the acquisition date, which is the date on which control is transferred to the Group.

The Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the pre-existing equity interest in the acquiree,

over the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed. Any goodwill that arises is tested annually for impairment. When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(a) Basis of consolidation (Continued)

Business combinations (Continued)

Any contingent consideration payable is recognised at fair value at the date of acquisition and included in the consideration transferred. If the contingent consideration that meets the definition of a financial instrument is classified as equity, it is not re-measured and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent consideration are recognised in profit or loss.

When share-based payment awards (replacement awards) are exchanged for awards held by the acquiree's employees (acquiree's awards) and relate to past services, then all or a portion of the amount of the acquirer's replacement awards is included in measuring the consideration transferred in the business combination. This determination is based on the market-based value of the replacement awards compared with the market-based value of the acquiree's awards and the extent to which the replacement awards relate to past and/or future service.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation are measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets, at the date of acquisition. The measurement basis taken is elected on a transaction-by-transaction basis. All other non-controlling interests are measured at acquisition-date fair value, unless another measurement basis is required by FRSs.

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as transactions with owners in their capacity as owners and therefore no adjustments are made to goodwill and no gain or loss is recognised in profit or loss. Adjustments to non-controlling interests arising from transactions that do not involve the loss of control are based on a proportionate amount of the net assets of the subsidiary.

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, 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. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The accounting policies of subsidiaries have been changed where necessary to align them with the policies adopted by the Group. Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(a) Basis of consolidation (Continued)

Loss of control

Upon the loss of control, the Group derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently, it is accounted for as an equity-accounted investee or as an available-for-sale financial asset depending on the level of influence retained.

Investments in associates (equity-accounted investees)

Associates are those entities in which the Group has significant influence, but not control, over the financial and operating policies of these entities. Significant influence is presumed to exist when the Group holds 20% or more of the voting power of another entity.

Investments in associates are accounted for using the equity method. They are recognised initially at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of equity-accounted investees, after adjustments to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases.

When the Group's share of losses exceeds its interest in an equity-accounted investee, the carrying amount of the investment, together with any long-term interests that form part thereof, is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation to fund the investee's operations or has made payments on behalf of the investee.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Subsidiaries and associates in the separate financial statements

Investments in subsidiaries and associates are stated in the Company's statement of financial position at cost less accumulated impairment losses.

(b) Foreign currency

Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortised cost in foreign currency translated at the exchange rate at the end of the year.

4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Foreign currency (Continued)

Foreign currency transactions (Continued)

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on translation are recognised in profit or loss.

Foreign operations

The assets and liabilities of foreign operations are translated to Singapore dollars at exchange rates at the reporting date. The income and expenses of foreign operations are translated to Singapore dollars at exchange rates at the dates of the transactions.

Foreign currency differences are recognised in other comprehensive income, and presented in the currency translation reserve in equity. However, if the foreign operation is a non-wholly-owned subsidiary, then the relevant proportionate share of the translation difference is allocated to the non-controlling interests. When a foreign operation is disposed of such that control or significant influence is lost, the cumulative amount in the currency translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation while retaining control, the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of its investment in an associate that includes a foreign operation while retaining significant influence, the relevant proportion of the cumulative amount is reclassified to profit or loss.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely to occur 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 are recognised in other comprehensive income, and are presented in the currency translation reserve in equity.

(c) Financial instruments

Non-derivative financial assets

The Group initially recognises loans and receivables and deposits on the date that they are originated. All other financial assets (including assets designated at fair value through profit or loss) are recognised initially on the trade date, which is the date that the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred, or it neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control over the transferred assets. Any interest in transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability.

4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Financial instruments (Continued)

Non-derivative financial assets (Continued)

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Group classifies non-derivative financial assets into loans and receivables.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses.

Loans and receivables comprise cash and cash equivalents, and trade and other receivables.

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and bank balances. For the purpose of the statement of cash flows, bank overdrafts that are repayable on demand and that form an integral part of the Group's cash management are included in cash and cash equivalents.

Non-derivative financial liabilities

Financial liabilities (including liabilities designated at fair value through profit or loss) are recognised initially on the trade date, which is the date that the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial liability when its contractual obligations are discharged, cancelled or expire.

Financial liabilities for contingent consideration payable in a business combination are initially measured at fair value. Subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Group classifies non-derivative financial liabilities into the other financial liabilities category. Such financial liabilities are recognised initially at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest method.

Other financial liabilities comprise loans and borrowings, bank overdrafts, and trade and other payables.

4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Financial instruments (Continued)

Share capital

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

Repurchase, disposal and reissue of share capital (treasury shares)

When share capital recognised as equity is repurchased, the amount of consideration paid, which includes directly attributable costs, net of any tax effects, is recognised as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the reserve for own share account. When treasury shares are sold or reissued subsequently, the amount received is recognised as an increase in equity, and the remitting surplus or deficit on the transaction is presented in non-distributable capital reserve.

Derivative financial instruments

The Group holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Derivatives are recognised initially at fair value; any attributable transaction costs are recognised in profit or loss as incurred. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are recognised in profit or loss.

Intra-group financial guarantees

Financial guarantees are financial instruments issued by the Company that require the issuer to make specified payments to reimburse the holder for the loss it incurs because a specified debtor fails to meet payment when due in accordance with the original or modified terms of a debt instrument.

Financial guarantees are recognised initially at fair value and are classified as financial liabilities. Subsequent to initial measurement, the financial guarantees are stated at the higher of the initial fair value less cumulative amortisation and the amount that would be recognised if they were accounted for as contingent liabilities. When financial guarantees are terminated before their original expiry date, the carrying amount of the financial guarantee is transferred to profit or loss.

(d) Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes:

- the cost of materials and direct labour;
- any other costs directly attributable to bringing the assets to a working condition for their intended use;
- when the Group has an obligation to remove the asset or restore the site, an estimate of the costs of dismantling and removing the items and restoring the site on which they are located; and
- capitalised borrowing costs.

4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Property, plant and equipment (Continued)

Recognition and measurement (Continued)

Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The gain or loss on disposal of an item of property, plant and equipment (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit or loss.

Subsequent costs

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Depreciation

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed and if a component has a useful life that is different from the remainder of that asset, that component is depreciated separately.

Depreciation is recognised as an expense in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment, unless it is included in the carrying amount of another asset. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. Freehold land is not depreciated.

Depreciation is recognised from the date that the property, plant and equipment are installed and are ready for use, or in respect of internally constructed assets, from the date that the asset is completed and ready for use.

The estimated useful lives for the current and comparative years are as follows:

Freehold building	–	50 years
Furniture, fittings and office equipment	–	5 to 10 years
Material handling equipment	–	5 to 10 years
Computers	–	3 years
Motor vehicles	–	5 years
Barge and vessel	–	20 to 25 years

Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate.

4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Leased assets

Leases in terms of which the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. Upon initial recognition, the leased asset is measured at an amount equal to the lower of its fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset.

Other leases are operating leases and are not recognised in the Group's statement of financial position.

(f) Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is calculated using the weighted average cost method, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity.

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

(g) Impairment

Non-derivative financial assets

A financial asset not carried at fair value through profit or loss, including an interest in associate, is assessed at the end of each reporting period to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event(s) has occurred after the initial recognition of the asset, and that the loss event(s) has an impact on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Group on terms that the Group would not consider otherwise, indications that a debtor or issuer will enter bankruptcy, adverse changes in the payment status of borrowers or issuers in the Group, economic conditions that correlate with defaults or the disappearance of an active market for a security.

Loans and receivables

The Group considers evidence of impairment for loans and receivables at both a specific asset and collective level. All individually significant loans and receivables are assessed for specific impairment. All individually significant receivables found not to be specifically impaired are then collectively assessed for any impairment that has been incurred but not yet identified. Loans and receivables that are not individually significant are collectively assessed for impairment by grouping together loans and receivables with similar risk characteristics.

In assessing collective impairment, the Group uses historical trends of the probability of default, the timing of recoveries and the amount of loss incurred, adjusted for management's judgement as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Impairment (Continued)

Non-derivative financial assets (Continued)

Loans and receivables (Continued)

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows, discounted at the asset's original effective interest rate. Losses are recognised in profit or loss and reflected in an allowance account against loans and receivables. Interest on the impaired asset continues to be recognised. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through profit or loss.

Associates

An impairment loss in respect of an associate is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with non-financial assets. An impairment loss is recognised in profit or loss. An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

Non-financial assets

The carrying amounts of the Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit (CGU) exceeds the estimated recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGU. Subject to an operating segment ceiling test, for the purposes of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to groups of CGUs that are expected to benefit from the synergies of the combination.

The Group's corporate assets do not generate separate cash inflows and are utilised by more than one CGU. Corporate assets are allocated to CGUs on a reasonable and consistent basis and are tested for impairment as part of the testing of the CGU to which the corporate asset is allocated.

Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (group of CGUs), and then to reduce the carrying amounts of the other assets in the CGU (group of CGUs) on a *pro rata* basis.

4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Impairment (Continued)

Non-financial assets (Continued)

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. 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, net of depreciation or amortisation, if no impairment loss had been recognised.

Goodwill that forms part of the carrying amount of an investment in an associate is not recognised separately, and therefore is not tested for impairment separately. Instead, the entire amount of the investment in an associate is tested for impairment as a single asset when there is objective evidence that the investment in the associate may be impaired.

(h) Employee benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss in the periods during which services are rendered by employees.

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

Share-based compensation transactions

The grant date fair value of equity-settled share-based compensation awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based compensation awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

(j) Revenue

Sale of goods

Revenue from the sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates. Revenue is recognised when significant risks and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably. If it is probable that discounts will be granted and the amount can be measured reliably, then the discount is recognised as a reduction of revenue as the sales are recognised.

The timing of the transfer of risks and rewards varies depending on the individual terms of the sales agreement. For sales of goods, transfer usually occurs when the product is received at the customer's warehouse; however, for some international shipments, transfer occurs upon loading the goods onto the relevant carrier at the port. Generally for such products, the customer has no right of return.

Revenue from vessel chartering

Revenue from vessel chartering under an operating lease is recognised in profit or loss on a straight-line basis over the term of the lease.

Rental income receivable under operating lease

Rental income receivable under operating lease is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease. Contingent rentals are recognised as income in the accounting period in which they are earned.

(k) Lease payments

Payments made under operating leases are recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognised as an integral part of the total lease expense, over the term of the lease.

Minimum lease payments made under finance leases are apportioned between the finance cost and the reduction of the outstanding liability. The finance cost is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Contingent lease payments are accounted for by revising the minimum lease payments over the remaining term of the lease when the lease adjustment is confirmed.

4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l) Finance income and finance costs

Finance income, which comprises interest income on loans, is recognised as it accrues in profit or loss, using the effective interest method.

Finance costs, which comprise interest expense on borrowings, are recognised in profit or loss.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

Foreign currency gains and losses on financial assets and financial liabilities are reported on a net basis as either finance income or finance cost depending on whether foreign currency movements are in a net gain or net loss position.

(m) Tax

Tax expense comprises current and deferred tax. Current tax and deferred tax is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and
- temporary differences related to investments in subsidiaries and associates to the extent that the Group is able to control the timing of the reversal of the temporary difference and it is probable that they will not reverse in the foreseeable future.

The measurement of deferred taxes reflects the tax consequences that would follow the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(m) Tax (Continued)

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax provisions and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgments about future events. New information may become available that causes the Group to change its judgment regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

(n) Earnings per share

The Group presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted-average number of ordinary shares outstanding during the period, adjusted for own shares held. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted-average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares, which comprise share options and share awards granted to employees.

(o) Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Group's CEO (the chief operating decision maker) to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

Segment results that are reported to the Group's CEO include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets, head office expenses, and tax assets and liabilities.

Segment capital expenditure is the total cost incurred during the year to acquire property, plant and equipment.

4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(p) Full convergence with International Financing Reporting Standards and adoption of new standards

Applicable to 2018 financial statements

In December 2017, the Accounting Standards Council (ASC) issued the Singapore Financial Reporting Standards (International) (SFRS(I)). SFRS(I) comprises standards and interpretations that are equivalent to International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) at 31 December 2017 that are applicable for annual period beginning on 1 January 2018. Singapore-incorporated companies that have issued, or are in the process of issuing, equity or debt instruments for trading in a public market in Singapore, will apply SFRS(I) with effect from annual periods beginning on or after 1 January 2018.

The Group's financial statements for the financial year ending 31 December 2018 will be prepared in accordance with SFRS(I). As a result, this will be the last set of financial statements prepared under the current FRS.

In adopting the new framework, the Group will be required to apply the specific transition requirements in SFRS(I) 1 *First-time Adoption of Singapore Financial Reporting Standards (International)*.

In addition to the adoption of the new framework, the Group will also concurrently apply the following SFRS(I)s, interpretations of SFRS(I)s and requirements of SFRS(I)s which are mandatorily effective from the same date.

- SFRS(I) 15 *Revenue from Contracts with Customers* which includes clarifications to IFRS 15 *Revenue from Contracts with Customers* issued by the IASB in April 2016;
- SFRS(I) 9 *Financial Instruments* which includes amendments arising from IFRS 4 *Insurance Contracts* issued by the IASB in September 2016;
- requirements in SFRS(I) 2 *Share-based Payment* arising from the amendments to IFRS 2 – *Classification and measurement of share-based payment transactions* issued by the IASB in June 2016;
- requirements in SFRS(I) 1-40 *Investment Property* arising from the amendments to IAS 40 – *Transfers of investment property* issued by the IASB in December 2016;
- requirements in SFRS(I) 1 arising from the amendments to IFRS 1 – *Deletion of short-term exemptions for first-time adopters* issued by the IASB in December 2016;
- requirements in SFRS(I) 1-28 *Investments in Associates and Joint Ventures* arising from the amendments to IAS 28 – *Measuring an associate or joint venture at fair value* issued by the IASB in December 2016; and
- SFRS(I) INT 22 *Foreign Currency Transactions and Advance Consideration*.

The Group does not expect the application of the above standards and interpretations to have a significant impact on the financial statements, except for SFRS(I) 15 and SFRS(I) 9.

SFRS(I) 1

When the Group adopts SFRS(I) in 2018, the Group will apply SFRS(I) 1 with 1 January 2017 as the date of transition for the Group and the Company. SFRS(I) 1 generally requires that the Group applies SFRS(I) on a retrospective basis, as if such accounting policy had always been applied. If there are changes to accounting policies arising from new or amended standards effective in 2018, restatement of comparatives may be required because SFRS(I) 1 requires both the opening balance sheet and comparative information to be prepared using the most current accounting policies. SFRS(I) 1 provides mandatory exceptions and optional exemptions from retrospective application, but these are often different from those specific transition provisions in individual FRSs applied to the FRS financial statements. The Group does not expect the application of the mandatory exceptions and the optional exemptions in SFRS(I) 1 to have any significant impact on the financial statements.

4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(p) Full convergence with International Financing Reporting Standards and adoption of new standards (Continued)

Applicable to 2018 financial statements (Continued)

New standards Summary of the requirements	Potential impact on the financial statements
SFRS(I) 15 *Revenue from Contracts with Customers*	
SFRS(I) 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It also introduces new cost guidance which requires certain costs of obtaining and fulfilling contracts to be recognised as separate assets when specified criteria are met. When effective, SFRS(I) 15 replaces existing revenue recognition guidance, including FRS 18 *Revenue*, FRS 11 *Construction Contracts*, INT FRS 113 *Customer Loyalty Programmes*, INT FRS 115 *Agreements for the Construction of Real Estate*, INT FRS 118 *Transfers of Assets from Customers* and INT FRS 31 *Revenue – Barter Transactions Involving Advertising Services*. SFRS(I) 15 is effective for annual periods beginning on or after 1 January 2018, with early adoption permitted. SFRS(I) 15 offers a range of transition options including full retrospective adoption where an entity can choose to apply the standard to its historical transactions and retrospectively adjust each comparative period presented in its 2018 financial statements. When applying the full retrospective method, an entity may also elect to use a series of practical expedients to ease transition.	The Group completed its initial assessment of the impact on the Group's financial statements. Based on its initial assessment, the Group expects the following key changes: **Identification of performance obligation** – The Group currently recognises revenue for each long-term contract at its contract level. Under SFRS(I) 15, the Group is required to identify performance obligations within each contract and account for each performance obligation separately if they are distinct; or continue to be accounted for the contract as one performance obligation if it can be demonstrated that the Group provides a significant integrated service, or the goods or services significantly modify or customise another goods or services promised in the contract, or the goods and services within the contract are highly dependent on or integrated with other goods or services. **Transition** – The Group plans to adopt the standard when it becomes effective in 2018 without restating comparative information. Based on the management's initial assessment, the Group does not expect a significant impact on the timing and amount of revenue recognition based on its performance obligations as at 31 December 2017. The Group is currently in the process of finalising the effects of SFRS(1) 15 and the quantum of the final transition adjustments may be different upon finalisation.

4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(p) Full convergence with International Financing Reporting Standards and adoption of new standards (Continued)

Applicable to 2018 financial statements (Continued)

New standards **Summary of the requirements**	**Potential impact on the financial statements**
SFRS(I) 9 *Financial Instruments*	
SFRS(I) 9 Financial Instruments SFRS(I) 9 replaces most of the existing guidance in FRS 39 *Financial Instruments: Recognition and Measurement*. It includes revised guidance on the classification and measurement of financial instruments, a new expected credit loss model for calculating impairment on financial assets, and new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from FRS 39. SFRS(I) 9 is effective for annual periods beginning on or after 1 January 2018, with early adoption permitted. Retrospective application is generally required, except for hedge accounting. For hedge accounting, the requirements are generally applied prospectively, with some limited exceptions. Restatement of comparative information is not mandatory. If comparative information is not restated, the cumulative effect is recorded in opening equity as at 1 January 2018.	The Group completed its initial assessment of the impact on the Group's financial statements. The Group's initial assessment of the three elements of SFRS(I) 9 is as described below. **Classification and measurement** – The Group does not expect a significant change to the measurement basis arising from adopting the new classification and measurement model under SFRS(I) 9. Loans and receivables that are currently accounted for at amortised cost will continue to be accounted for using amortised cost model under SFRS(I) 9. **Impairment** – The Group plans to apply the simplified approach and record lifetime expected impairment losses on all trade receivables and any contract assets arising from the application of SFRS(I) 15. On adoption of SFRS(I) 9, the Group expects an increase in the impairment loss allowance as it does not require collateral in respect of its loans and receivables and its debt securities. **Transition** – The Group plans to adopt the standard when it becomes effective in 2018 without restating comparative information. The Group is currently refining its impairment loss estimation methodology to quantify the impact on its financial statements. The Group and the Company do not expect any material changes to the impairment for trade and other receivables as at 1 January 2018.

4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(p) Full convergence with International Financing Reporting Standards and adoption of new standards (Continued)

Applicable to financial statements for the year 2019 and thereafter

The following new IFRS, amendments to and interpretations of IFRS are effective for annual periods beginning after 1 January 2018:

New standards

Summary of the requirements	Potential impact on the financial statements
SFRS(I) 16 *Leases*	
SFRS(I) 16 eliminates the lessee's classification of leases as either operating leases or finance leases and introduces a single lessee accounting model. Applying the new model, a lessee is required to recognise right-of-use (ROU) assets and lease liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. SFRS(I) 16 substantially carries forward the lessor accounting requirements in FRS 17 Leases. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for these two types of leases using the FRS 17 operating lease and finance lease accounting models respectively. However, SFRS(I) 16 requires more extensive disclosures to be provided by a lessor. When effective, SFRS(I) 16 replaces existing lease accounting guidance, including FRS 17, INT FRS 104 *Determining whether an Arrangement contains a Lease*; INT FRS 15 *Operating Leases-Incentives*; and INT FRS 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. SFRS(I) 16 is effective for annual periods beginning on or after 1 January 2019, with early adoption permitted if SFRS(I) 15 is also applied.	The Group plans to adopt the standard when it becomes effective in 2019 and expects to apply the standard using the modified retrospective approach. The Group also expects the ROU assets recognised at date of initial application to be equal to their lease liabilities. The Group is likely to elect the practical expedient not to reassess whether a contract contains a lease at the date of initial application, 1 January 2019. Accordingly, existing lease contracts that are still effective on 1 January 2019 continue to be accounted for as lease contracts under SFRS(I) 16. The Group has performed a preliminary assessment of the impact on its financial statements based on its existing operating lease arrangements. Until 2018, the approximate financial impact of the standard is unknown due to factors that impact calculation of lease liabilities such as discount rate, expected term of leases including renewal options and exemptions for short-term leases. The Group will continue to assess its portfolio of leases to calculate the impending impact of transition to the new standard. *The Group as lessee* The Group expects its existing operating lease arrangements to be recognised as ROU assets with corresponding lease liabilities under SFRS(I) 16. The operating lease commitments on an undiscounted basis amount to approximately 3.2% of the consolidated total assets and 2.3% of consolidated total liabilities. Under the new standard, remaining lease payments of the operating leases will be recognised at their present value discounted using appropriate discount rate. In addition, the nature of expenses related to those leases will now change as SFRS(I) 16 replaces the straight-line operating lease expense with depreciation charge of ROU assets and interest expense on lease liabilities. *The Group as lessor* SFRS(I) 16 substantially carries forward the current existing lessor accounting requirements. Accordingly, the Group continues to classify its leases as operating leases or finance leases, and to account for these two types of leases using the existing operating lease and finance lease accounting models respectively. However, SFRS(I) 16 requires more extensive disclosures to be provided by a lessor.

5 PROPERTY, PLANT AND EQUIPMENT

	Freehold land $'000	Freehold buildings $'000	Furniture, fittings and office equipment $'000	Material handling equipment $'000	Computers $'000	Motor vehicles $'000	Barge and vessels $'000	Total $'000
Group								
Cost								
At 1 January 2016	3,009	6,216	2,447	10,938	1,017	1,696	82,934	108,257
Additions	–	5	84	157	26	142	753	1,167
Disposals	–	–	–	(30)	–	(50)	–	(80)
Written off	–	–	–	–	(2)	–	–	(2)
Translation differences on consolidation	(9)	(30)	1	(133)	5	7	1,326	1,167
At 31 December 2016	3,000	6,191	2,532	10,932	1,046	1,795	85,013	110,509
Additions	–	–	97	549	21	32	818	1,517
Disposals	–	–	–	(320)	(1)	–	–	(321)
Written off	–	–	(958)	(171)	(251)	(149)	–	(1,529)
Translation differences on consolidation	74	155	1	211	(8)	2	(4,785)	(4,350)
At 31 December 2017	**3,074**	**6,346**	**1,672**	**11,201**	**807**	**1,680**	**81,046**	**105,826**
Accumulated depreciation and accumulated impairment losses								
At 1 January 2016	–	787	2,274	5,748	998	1,313	17,741	28,861
Depreciation charge for the year	–	124	88	1,074	27	156	4,270	5,739
Impairment loss	350	650	–	–	–	–	6,684	7,684
Disposals	–	–	–	(27)	–	(50)	–	(77)
Written off	–	–	–	–	(2)	–	–	(2)
Translation differences on consolidation	–	(9)	(2)	(74)	5	6	815	741
At 31 December 2016	350	1,552	2,360	6,721	1,028	1,425	29,510	42,946
Depreciation charge for the year	–	125	79	1,039	22	111	3,710	5,086
Impairment loss	–	–	–	–	–	–	32,098	32,098
Disposals	–	–	–	(292)	(1)	–	–	(293)
Written off	–	–	(956)	(171)	(251)	(140)	–	(1,518)
Translation differences on consolidation	–	24	1	105	(7)	1	(2,356)	(2,232)
At 31 December 2017	**350**	**1,701**	**1,484**	**7,402**	**791**	**1,397**	**62,962**	**76,087**
Carrying amounts								
At 1 January 2016	3,009	5,429	173	5,190	19	383	65,193	79,396
At 31 December 2016	2,650	4,639	172	4,211	18	370	55,503	67,563
At 31 December 2017	**2,724**	**4,645**	**188**	**3,799**	**16**	**283**	**18,084**	**29,739**

5 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

	Freehold land $'000	Freehold buildings $'000	Furniture, fittings and office equipment $'000	Material handling equipment $'000	Computers $'000	Motor vehicles $'000	Total $'000
Company							
Cost							
At 1 January 2016	1,136	2,013	1,583	1,058	555	463	6,808
Additions	–	–	–	1	1	–	2
Written off	–	–	–	–	(2)	–	(2)
At 31 December 2016	1,136	2,013	1,583	1,059	554	463	6,808
Additions	–	–	–	–	2	–	2
Disposals	–	–	(710)	(682)	(439)	–	(1,831)
Written off	–	–	(873)	(171)	(115)	–	(1,159)
At 31 December 2017	**1,136**	**2,013**	**–**	**206**	**2**	**463**	**3,820**
Accumulated depreciation and accumulated impairment losses							
At 1 January 2016	–	97	1,557	905	548	355	3,462
Depreciation charge for the year	–	40	22	56	7	60	185
Impairment loss	350	650	–	–	–	–	1,000
Written off	–	–	–	–	(2)	–	(2)
At 31 December 2016	350	787	1,579	961	553	415	4,645
Depreciation charge for the year	–	40	3	55	2	16	116
Disposals	–	–	(709)	(658)	(439)	–	(1,806)
Written off	–	–	(873)	(171)	(115)	–	(1,159)
At 31 December 2017	**350**	**827**	**–**	**187**	**1**	**431**	**1,796**
Carrying amounts							
At 1 January 2016	1,136	1,916	26	153	7	108	3,346
At 31 December 2016	786	1,226	4	98	1	48	2,163
At 31 December 2017	**786**	**1,186**	**–**	**19**	**1**	**32**	**2,024**

The carrying amount of the property, plant and equipment of the Group includes amounts totalling $99,000 (2016: $108,000) in respect of motor vehicles held under finance lease agreements. There was no motor vehicles held under finance lease agreements for the Company.

5 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The following property, plant and equipment are pledged as security to secure credit facilities:

	Group	
	2017	**2016**
	$'000	**$'000**
Carrying amount of:		
– freehold land and buildings	**7,369**	7,289
– material handling equipment	**2,871**	3,045
– motor vehicles	**99**	108
– barge and vessels	**18,084**	55,503
	28,423	65,945

Impairment loss in relation to property, plant and equipment

The recoverable amounts of the Group's freehold land and building, barge and vessels were estimated based on fair value less costs of disposal, using external valuations performed by independent professional valuers, having appropriate recognised professional qualifications and experience in the assets being valued. An impairment loss of $32,098,000 (2016: $7,684,000) was recognised in the Group's profit or loss.

		Group Impairment charge	
	Valuation technique	**2017 $'000**	**2016 $'000**
Level 2			
– freehold land	Direct sales comparison	**–**	350
– freehold building	Direct sales comparison	**–**	650
Level 3			
– barge and vessels	Direct sales comparison	**32,098**	6,684
		32,098	7,684

Fair value of vessels was based on external valuation from an independent valuer. In preparing their valuation report, some of the factors they considered include market comparable transactions, the current charter market and current market sentiment which takes into account other similar vessels currently on the market, offers and negotiations that have been tabled and/or are under way, vessel specification, builder's yard, quality of equipment and other market factors.

Fair value of freehold land and building was based on external valuation from an independent valuer by applying a suitable price per square metre by analysing comparable sales for similar properties, adjusted for various factors including the age, location and condition, to reflect differences with the properties (direct sales comparison approach).

6 INVESTMENTS IN SUBSIDIARIES

	Company	
	2017	**2016**
	$'000	**$'000**
Unquoted equity shares, at cost	**32,269**	32,269
Quasi-equity loans	**15,022**	15,022
	47,291	47,291
Accumulated impairment losses	**(38,513)**	(32,840)
Carrying amount	**8,778**	14,451

Quasi-equity loans to subsidiaries are unsecured and non-interest bearing. Repayment of these loans is neither planned nor likely to occur in the foreseeable future. As such, these loans are, in substance, part of the Company's net investments in subsidiaries, they are classified as non-current and stated at the cost less accumulated impairment losses.

The movements in accumulated impairment losses during the year were as follows:

	Company	
	2017	**2016**
	$'000	**$'000**
At 1 January	**32,840**	19,435
Impairment loss charged to profit or loss	**5,673**	13,405
At 31 December	**38,513**	32,840

The management of the Company has performed a review of the recoverable amounts of its investments in its subsidiaries in accordance with the accounting policy stated in note 3(g). Certain subsidiaries are inactive with no revenue generating activities. The recoverable amounts of investments in inactive subsidiaries were determined based on the carrying amounts of their net assets, which comprise mainly monetary items.

The recoverable amounts of investments in active subsidiaries were determined based on the value in use of their assets, which was determined by discounting future cash flows generated from continuing use. Cash flows were projected over a period of 5 years at constant profit margins or fixed growth rates based on secured contracts. A terminal value, which is the present value of all future cash flows to perpetuity, assuming a constant growth rate is applied in the fifth year. The cash flow projection is discounted at pre-tax rate of 3.6% (2016: 3.6%).

6 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Details of significant subsidiaries are as follows:

Name of subsidiaries	Country of incorporation	Effective equity held by the Group	
		2017	2016
		%	%
Arkstar Offshore Pte. Ltd.(1)	Singapore	**100**	100
Arkstar Ship Management Pte. Ltd.(1)	Singapore	**100**	100
Arkstar Voyager Pte. Ltd.(1)	Singapore	**100**	100
Arkstar Energy Pte. Ltd.(1)	Singapore	**100**	100
Arkstar Eagle 3 Pte. Ltd.(1)	Singapore	**100**	100
Arkstar Unicorn Pte. Ltd.(1)	Singapore	**100**	100
Hoe Leong Crawler Parts Pte. Ltd.(1)	Singapore	**100**	100
Ho Leong Tractors Sdn. Bhd.(2)	Malaysia	**100**	100
Trackspares (Aust) Pty. Ltd.(3)	Australia	**100**	100
Korea Crawler Track Ltd.(4)	Korea	**100**	100

(1) In compliance with Rule 715(1) of the SGX-ST Listing Manual, all Singapore-incorporated subsidiaries are audited by the Company's auditors, KPMG LLP.

(2) Audited by Moore Stephens Associates PLT.

(3) Audited by Crowe Horwath Audit Queensland.

(4) Audited by Lian Accounting Corporation.

7 DEFERRED TAX ASSETS AND LIABILITIES

Movements in deferred tax assets and liabilities of the Group (prior to offsetting of balances) during the year are as follows:

	At 1 January 2016 $'000	Recognised in profit or loss (note 20) $'000	Exchange differences $'000	At 31 December 2016 $'000	Recognised in profit or loss (note 20) $'000	Exchange differences $'000	At 31 December 2017 $'000
Group							
Deferred tax assets							
Provisions	343	90	27	460	21	(2)	**479**
Others	115	–	3	118	(55)	(3)	**60**
	458	90	30	578	(34)	(5)	**539**
Deferred tax liabilities							
Property, plant and equipment	(655)	622	(5)	(38)	–	–	**(38)**

7 DEFERRED TAX ASSETS AND LIABILITIES (CONTINUED)

Deferred tax assets and liabilities of the Company (prior to offsetting of balances) are attributable to the following:

	Company	
	2017	**2016**
	$'000	**$'000**
Deferred tax assets		
Provisions	**19**	19
Deferred tax liabilities		
Property, plant and equipment	**(38)**	(38)

Deferred tax liabilities and assets are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same taxation authority. The following amounts, determined after appropriate offsetting, are included in the statements of financial position as follows:

	Group		Company	
	2017	**2016**	**2017**	**2016**
	$'000	**$'000**	**$'000**	**$'000**
Deferred tax assets	**539**	578	**–**	–
Deferred tax liabilities	**(38)**	(38)	**(19)**	(19)

Deferred tax assets have been recognised in respect of provisions to the extent that these balances will reverse in the foreseeable future and to the extent that their realisation through future taxable profits is probable.

8 INVENTORIES

	Group		Company	
	2017	**2016**	**2017**	**2016**
	$'000	**$'000**	**$'000**	**$'000**
Raw materials	**1,915**	1,803	**–**	–
Work-in-progress	**6,899**	6,077	**–**	–
Finished goods	**14,425**	16,842	**–**	–
Goods-in-transit	**270**	384	**–**	–
	23,509	25,106	**–**	–

In 2017, the amount of inventories recognised in cost of sales was $34,395,000 (2016: $31,950,000).

Work-in-progress consists primarily raw material and overhead costs. Direct labour costs are insignificant.

The Group recognises allowance on obsolete inventories when inventory items are identified as obsolete. Obsolescence is based on the physical and internal condition of inventory items and is established when these inventory items are no longer marketable. Obsolete inventory items when identified are written off to profit or loss. In addition to an allowance for specifically identified obsolete inventory, allowances are also estimated based on the age of the inventory items. The Group believes such estimates represent a fair charge of the level of inventory obsolescence in a given year. The Group reviews on a regular basis the condition of its inventories.

Finished goods are stated after deducting an allowance for slow-moving inventories of $20,262,000 (2016: $18,475,000).

9 TRADE AND OTHER RECEIVABLES

	Group		Company	
	2017	**2016**	**2017**	**2016**
	$'000	**$'000**	**$'000**	**$'000**
Trade receivables due from:				
– third parties	**14,986**	27,130	**668**	9,676
– subsidiaries	**–**	–	**14,924**	12,538
	14,986	27,130	**15,592**	22,214
Less: allowance for impairment losses	**(217)**	(2,001)	**(6,736)**	(7,552)
Net trade receivables	**14,769**	25,129	**8,856**	14,662
Non-trade receivables due from:				
– subsidiaries	**–**	–	**41,181**	45,185
Less: allowance for impairment losses	**–**	–	**(41,181)**	(2,185)
Net non-trade receivables	**–**	–	**–**	42,999
Loans to other investee:				
– interest-bearing	**26,886**	26,886	**26,886**	26,886
– interest-free	**4,385**	4,385	**1,072**	1,072
	31,271	31,271	**27,958**	27,958
Less: allowance for impairment losses	**(31,271)**	(31,271)	**(27,958)**	(27,958)
Net loans to other investee	**–**	–	**–**	–
Advances to suppliers	**589**	56	**–**	–
Deposits	**198**	102	**9**	10
Tax recoverable	**46**	103	**–**	–
Sundry receivables	**113**	164	**44**	93
Loans and receivables	**15,715**	25,554	**8,909**	57,764
Prepayments	**282**	1,098	**107**	154
	15,997	26,652	**9,016**	57,918

Non-trade receivables due from subsidiaries are unsecured, interest-free and repayable on demand.

The maximum exposure to credit risk for loans and receivables at the reporting date (by geographical distribution) is given below:

	Group		Company	
	2017	**2016**	**2017**	**2016**
	$'000	**$'000**	**$'000**	**$'000**
Singapore	**190**	672	**2,010**	47,014
Other ASEAN countries	**1,921**	5,773	**897**	1,708
Other Asian countries	**6,178**	13,247	**5,476**	5,923
Others	**7,426**	5,862	**526**	3,119
	15,715	25,554	**8,909**	57,764

9 TRADE AND OTHER RECEIVABLES (CONTINUED)

Impairment losses

The ageing of loans and receivables at the reporting date is:

	Gross 2017 $'000	Impairment losses 2017 $'000	Gross 2016 $'000	Impairment losses 2016 $'000
Group				
Not past due	**7,355**	**–**	8,238	–
Past due 0 – 30 days	**2,775**	**–**	3,912	–
Past due 31 – 120 days	**2,987**	**–**	5,319	–
Past due more than 120 days	**34,086**	**(31,488)**	41,357	(33,272)
	47,203	**(31,488)**	58,826	(33,272)
Company				
Not past due	**56,159**	**(47,804)**	57,816	(8,809)
Past due 0 – 30 days	**–**	**–**	115	–
Past due 31 – 120 days	**–**	**–**	1,476	–
Past due more than 120 days	**28,625**	**(28,071)**	36,052	(28,886)
	84,784	**(75,875)**	95,459	(37,695)

The movements in allowance for impairment losses in respect of loans and receivables during the year were as follows:

	Group 2017 $'000	Group 2016 $'000	Company 2017 $'000	Company 2016 $'000
At 1 January	**33,272**	2,288	**37,695**	8,078
Impairment loss recognised	**–**	30,972	**38,996**	29,617
Utilisation	**(1,758)**	–	**(816)**	**–**
Translation differences on consolidation	**(26)**	12	**–**	–
At 31 December	**31,488**	33,272	**75,875**	37,695

The Group establishes an allowance for impairment that represents its estimate of incurred losses in respect of loans and receivables. The Group determines the estimates based on the aging of the loans and receivables, credit-worthiness of customers or counter-parties, future collectability of loans and receivables and historical write-off experience of loans and receivables. If the financial condition of the customers or counter-parties were to deteriorate, actual write-offs could be higher than estimated. The main components of this allowance are a specific loss component that relates to individually significant exposures.

The allowance account in respect to loans and receivables is used to record impairment losses unless the Group is satisfied that no recovery of the amount owing is possible. At that point, the financial asset is considered irrecoverable and the amount charged to the allowance is written off against the carrying amount of the impaired financial asset.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2017

10 CASH AND CASH EQUIVALENTS

	Group		Company	
	2017	**2016**	**2017**	**2016**
	$'000	**$'000**	**$'000**	**$'000**
Cash and cash equivalents in the statements of financial position	**2,478**	3,287	**114**	757
Bank overdrafts used for cash management purposes (note 14)	**(751)**	(949)	**(232)**	(453)
Cash and cash equivalents in the statement of cash flows	**1,727**	2,338	**(118)**	304

Cash at banks of approximately $1,025,000 (2016: $1,260,000) are held in countries with foreign exchange controls.

11 SHARE CAPITAL

	Group and Company			
	2017		**2016**	
	No. of shares ('000)	**$'000**	**No. of shares ('000)**	**$'000**
Issued and fully paid ordinary shares, with no par value				
At 1 January and 31 December	**622,791**	**69,490**	622,791	69,490

There was no change in the Company's share capital in 2017.

The holders of ordinary shares (excluding treasury shares) are entitled to receive dividends as declared from time to time and are entitled to one vote per share at general meetings of the Company. All shares (excluding treasury shares) rank equally with regard to the Company's residual assets.

Capital management

The Board's policy is to maintain an adequate capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board monitors the return on capital, which the Group defines as profit for the year divided by total shareholders' equity. The Board also monitors the level of dividends to ordinary shareholders. The Group funds its operations and growth through a mix of equity and debts. This includes the maintenance of adequate lines of credit and assessing the need to raise additional equity, when required.

There were no changes in the Group's approach to capital management during the year.

Certain of the Group's banking facilities are subject to the fulfilment of covenants relating to certain balance sheet ratios and minimum level of net worth. As disclosed in note 2, the Group has embarked on a restructuring plan in relation to its liabilities towards the Scheme Creditors.

12 CURRENCY TRANSLATION RESERVE

The currency translation reserve of the Group comprises foreign currency differences arising from the translation of the financial statements of foreign operations whose functional currency is in a foreign currency, as well as from the translation of receivables denominated in foreign currencies, which form part of the Company's net investment in the foreign operations.

13 SHARE-BASED COMPENSATION RESERVE

This relates to the fair value of the share options and awards granted under the Company's Share Option Scheme 2009 ("ESOS 2009") and Performance Share Plan 2009 ("PSP 2009"), which were approved and adopted by its shareholders at an extraordinary general meeting held on 27 April 2009.

There were no options granted or exercised during the financial year. Outstanding options at the end of the financial year under the ESOS 2009, on the unissued ordinary shares of the Company, are as follows:

Date of grant of options	Exercise price per share $	Options outstanding at 1 January 2017	Options forfeited/ expired	Options outstanding at 31 December 2017	Number of option holders at 31 December 2017	Exercise period
13 April 2010	0.34*	250,000	(80,000)	170,000	3	13 April 2012 to 12 April 2020
27 April 2010	0.39	350,000	(50,000)	300,000	3	27 April 2011 to 26 April 2020
27 April 2010	0.31*	130,000	–	130,000	2	27 April 2012 to 26 April 2020
5 May 2011	0.23*	50,000	–	50,000	1	5 May 2013 to 4 May 2021
31 May 2012	0.15*	231,000	–	231,000	5	31 May 2014 to 30 May 2022
		1,011,000	(130,000)	881,000		

* These options were granted to the employees of the Group at a 20% discount to the average closing market price of the Company's shares for the last five trading days immediately preceding the date of grant.

13 SHARE-BASED COMPENSATION RESERVE (CONTINUED)

Terms and conditions of the ESOS 2009

The terms and conditions relating to the grants under the ESOS 2009 are given below:

Grant date/ Personnel entitled	Exercise price	No of options		Vesting conditions	Contractual life of options
		2017	2016		
	$	('000)	('000)		
Options granted to employees on 13 April 2010	0.34	**170**	250	50% of the options will vest after two years from the grant date and the remaining 50% of the options will vest after three years from the grant date.	10 years from the grant date
Options granted to executive directors on 27 April 2010	0.39	**300**	300	50% of the options will vest after one year from the grant date and the remaining 50% of the options will vest after two years from the grant date.	10 years from the grant date
Options granted to employees who are associates of the controlling shareholders of the Company on 27 April 2010	0.39	**–**	50	50% of the options will vest after one year from the grant date and the remaining 50% of the options will vest after two years from the grant date.	10 years from the grant date
Options granted to employees who are associates of the controlling shareholders of the Company on:				50% of the options will vest after two years from the grant date and the remaining 50% of the options will vest after three years from the grant date.	10 years from the grant date
– 27 April 2010	0.31	**130**	130		
– 5 May 2011	0.23	**50**	50		
– 31 May 2012	0.15	**231**	231		
Total number of options		**881**	1,011		

13 SHARE-BASED COMPENSATION RESERVE (CONTINUED)

Disclosures of the ESOS 2009

The number and weighted average exercise prices of share options are as follows:

	Weighted average exercise price 2017 $	Number of options 2017 ('000)	Weighted average exercise price 2016 $	Number of options 2016 ('000)
Outstanding at 1 January and 31 December	**0.30**	**881**	0.30	1,011

The options outstanding at 31 December 2017 have an exercise price in the range of $0.15 to $0.39 (2016: $0.15 to $0.39) and a weighted average contractual life of 3 years (2016: 4 years).

Inputs for measurement for fair values at grant date

The fair value at grant date of the share options granted was measured based on the Black-Scholes formula. The expected volatility is estimated by considering historic average share price volatility. The inputs used in the measurement of the fair value at grant date of the share options are as follows:

	ESOS 2009				
Fair value of share options and assumptions	**Employees who are associates of the controlling shareholders of the Company**			**Executive directors who are controlling shareholders of the Company**	**Employees**
	2012	**2011**	**2010**	**2010**	**2010**
Number of share options granted	231,000	50,000	130,000	300,000	170,000
Fair value at grant date	$0.11	$0.20	$0.19	$0.17	$0.19
Share price at grant date	$0.18	$0.28	$0.39	$0.39	$0.42
Exercise price	$0.15	$0.23	$0.31	$0.39	$0.34
Expected volatility (weighted average)	87.35%	101.1%	42.07%	42.07%	42.07%
Option life (expected weighted average)	10 years	10 years	10 years	10 years	10 years
Expected dividends	2.86%	1.89%	1.34%	1.34%	1.34%
Risk-free interest rate	0.23%	0.47%	1.19%	1.19%	1.19%

Share awards

There were no outstanding share awards as at 1 January 2017 and 31 December 2017, and no share awards granted, vested or cancelled during the financial year under the PSP 2009.

Employee expenses

No expense was recognised in 2017 (2016: $Nil) as employee costs for the share options granted.

14 FINANCIAL LIABILITIES

	Group		Company	
	2017	2016	2017	2016
	$'000	$'000	$'000	$'000
Non-current liabilities				
Secured bank loan C	**747**	1,404	**–**	–
Finance lease liabilities	**47**	84	**–**	22
	794	1,488	**–**	22
Current liabilities				
Bank overdrafts	**751**	949	**232**	453
Secured bank loan A	**10,255**	11,187	**6,221**	6,486
Secured bank loan B	**18,701**	21,825	**–**	–
Secured bank loan C	**999**	272	**–**	–
Secured bank loan D	**4,300**	3,895	**–**	–
Secured bank loan E	**5,740**	5,902	**–**	–
Secured bank loan F	**1,302**	1,451	**–**	–
Secured bank loan G	**–**	4,998	**–**	4,998
Secured bank loan H	**2,438**	2,516	**–**	–
Finance lease liabilities	**65**	98	**22**	44
Secured invoice financing	**2,317**	3,009	**–**	–
Secured trust receipts	**1,712**	2,788	**1,712**	2,788
Unsecured bank loans	**14,099**	12,620	**6,525**	7,425
Unsecured trust receipts	**5,087**	7,677	**1,913**	1,941
	67,766	79,187	**16,625**	24,135
	68,560	80,675	**16,625**	24,157

(i) The secured bank loans A, B, D and E are granted to the subsidiaries and are secured by legal mortgages over the barge and vessels of the subsidiaries and corporate guarantees provided by the Company.

(ii) The secured bank loans C, F and H are granted to the Company and subsidiaries and are secured by legal mortgages over the freehold land and building, certain plant and equipment of the subsidiaries.

(iii) Corporate guarantees provided by the Company for bank loans F and H.

(iv) Personal guarantees are provided by executive directors for bank loans G and H.

14 FINANCIAL LIABILITIES (CONTINUED)

Finance lease liabilities

At 31 December 2017, the Group and the Company had obligations under finance leases that are repayable as follows:

	2017			2016		
	Payments $'000	Interest $'000	Principal $'000	Payments $'000	Interest $'000	Principal $'000
Group						
Payable:						
Within 1 year	**74**	**9**	**65**	111	13	98
After 1 year but within 5 years	**48**	**1**	**47**	92	8	84
	122	**10**	**112**	203	21	182
Company						
Payable:						
Within 1 year	**26**	**4**	**22**	52	8	44
After 1 year but within 5 years	**–**	**–**	**–**	26	4	22
	26	**4**	**22**	78	12	66

Terms and debt repayment schedule

Terms and conditions of outstanding loans and borrowings are as follows:

		2017		2016	
	Year of maturity	Face value $'000	Carrying amount $'000	Face value $'000	Carrying amount $'000
Group					
Bank overdraft	2017 – 2018	**751**	**751**	949	949
S$ floating rate loans:					
– secured loans A, E, G	2017 – 2027	**9,188**	**9,188**	14,367	14,367
– unsecured loans	2017 – 2022	**11,454**	**11,454**	10,734	10,734
S$ fixed rate loans:					
– secured loans D	2017 – 2020	**4,300**	**4,300**	3,895	3,895
US$ floating rate loans:					
– secured loan A, B	2017 – 2027	**25,508**	**25,508**	29,545	29,545
– unsecured loan	2017 – 2019	**2,645**	**2,645**	1,886	1,886
KRW floating rate loan:					
– secured loan C	2017 – 2020	**1,746**	**1,746**	1,676	1,676
AUD floating rate loan:					
– secured loan F	2017 – 2019	**1,302**	**1,302**	1,451	1,451
RM floating rate loan:					
– secured loan H	2017 – 2031	**2,438**	**2,438**	2,516	2,516
Finance lease liabilities	2017 – 2020	**112**	**112**	182	182
Secured invoice financing	2017 – 2018	**2,317**	**2,317**	3,009	3,009
Secured trust receipts	2017 – 2018	**1,712**	**1,712**	2,788	2,788
Unsecured trust receipts	2017 – 2018	**5,087**	**5,087**	7,677	7,677
		68,560	**68,560**	80,675	80,675

14 FINANCIAL LIABILITIES (CONTINUED)

Terms and debt repayment schedule (Continued)

	Year of maturity	2017 Face value $'000	2017 Carrying amount $'000	2016 Face value $'000	2016 Carrying amount $'000
Company					
Bank overdraft	2017 – 2018	**232**	**232**	453	453
S$ floating rate loans:					
– secured loans A, G	2017 – 2027	**3,448**	**3,448**	8,466	8,466
– unsecured loans	2017 – 2018	**6,525**	**6,525**	7,425	7,425
US$ floating rate loans:					
– secured loan A	2017 – 2027	**2,773**	**2,773**	3,018	3,018
Finance lease liabilities	2017 – 2018	**22**	**22**	66	66
Secured trust receipts	2017 – 2018	**1,712**	**1,712**	2,788	2,788
Unsecured trust receipts	2017 – 2018	**1,913**	**1,913**	1,941	1,941
		16,625	**16,625**	24,157	24,157

The S$ floating rate loans bear interest ranging from 2.5% to 10.7% (2016: 1.93% to 4.84%) per annum and are repriced on a monthly basis.

The US$ floating rate loans bear interest ranging from 2.88 % to 7.73% (2016: 2.17% to 4.15%) per annum and are repriced on a monthly basis.

The KRW floating rate loan bears interest ranging from 1.64 % to 3.87% (2016: 1.64% to 2.57%) per annum and is repriced on a quarterly basis.

The AUD floating rate loans bear interest ranging from 5.35% to 5.52% (2016: 5.25% to 5.69%) per annum and are repriced on a monthly basis.

The RM floating rate loans bear interest ranging from 4.45% to 4.71% (2016: 4.45% to 4.71%) per annum and are repriced on a monthly basis.

The weighted average effective interest rate of unsecured loans and trust receipts at the end of financial year is 2.64% (2016: 2.85%) and 7.43% (2016: 2.79%) per annum respectively.

As set out in Note 2 to the financial statements, upon successful implementation of the Scheme, approximately $53,898,000 of the loans of the Group will be converted from debt to equity by way of issuing new ordinary shares to the Scheme Creditors and an amount of $20,678,000 representing secured bank loans as at year end will be restructured and repayable over revised repayment periods.

14 FINANCIAL LIABILITIES (CONTINUED)

Contractual cash flows

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

		Cash flows		
	Carrying amount $'000	**Contractual cash flows $'000**	**Within 1 year $'000**	**Within 1 to 5 years $'000**
Group				
2017				
Non-derivative financial liabilities				
Bank overdraft	**751**	**(751)**	**(751)**	**–**
Variable interest rate loans	**54,281**	**(57,501)**	**(56,093)**	**(1,408)**
Fixed interest rate loans	**4,300**	**(4,719)**	**(4,719)**	**–**
Finance lease liabilities	**112**	**(122)**	**(74)**	**(48)**
Invoice financing	**2,317**	**(2,317)**	**(2,317)**	**–**
Trust receipts	**6,799**	**(6,799)**	**(6,799)**	**–**
Trade and other payables	**28,548**	**(28,548)**	**(28,548)**	**–**
	97,108	**(100,757)**	**(99,301)**	**(1,456)**
2016				
Non-derivative financial liabilities				
Bank overdraft	949	(949)	(949)	–
Variable interest rate loans	62,175	(64,304)	(62,895)	(1,409)
Fixed interest rate loans	3,895	(4,600)	(4,600)	–
Finance lease liabilities	182	(203)	(111)	(92)
Invoice financing	3,009	(3,009)	(3,009)	–
Trust receipts	10,465	(10,465)	(10,465)	–
Trade and other payables	20,104	(20,104)	(20,104)	–
	100,779	(103,634)	(102,133)	(1,501)

14 FINANCIAL LIABILITIES (CONTINUED)

Contractual cash flows (Continued)

		Cash flows		
	Carrying amount $'000	**Contractual cash flows $'000**	**Within 1 year $'000**	**Within 1 to 5 years $'000**
Company				
2017				
Non-derivative financial liabilities				
Bank overdraft	**232**	**(232)**	**(232)**	**–**
Variable interest rate loans	**12,746**	**(13,379)**	**(13,379)**	**–**
Finance lease liabilities	**22**	**(26)**	**(26)**	**–**
Trust receipts	**3,625**	**(3,625)**	**(3,625)**	**–**
Trade and other payables	**35,065**	**(35,065)**	**(35,065)**	**–**
	51,690	**(52,327)**	**(52,327)**	**–**
2016				
Non-derivative financial liabilities				
Bank overdraft	453	(453)	(453)	–
Variable interest rate loans	18,909	(19,420)	(19,420)	–
Finance lease liabilities	66	(78)	(52)	(26)
Trust receipts	4,729	(4,729)	(4,729)	–
Trade and other payables	31,683	(31,682)	(31,682)	–
	55,840	(56,362)	(56,336)	(26)

Except for the effects of conversion of bank loans into equity of the Company upon successful implementation of the Scheme, it is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

14 FINANCIAL LIABILITIES (CONTINUED)

Reconciliation of movements of liabilities to cash flows arising from financing activities

	Bank overdrafts $'000	Other loans and borrowings $'000	Finance lease liabilities $'000	Total $'000
Restated balance at 1 January 2017	949	79,544	182	80,675
Changes from financing cash flows				
Proceeds from finance lease	–	–	32	32
Repayment of bills payable and trust receipts	–	(704)	–	(704)
Repayment of interest-bearing borrowings	–	(8,855)	–	(8,855)
Payment of finance lease liabilities	–	–	(102)	(102)
Interest paid	(51)	(1,662)	(14)	(1,727)
Total changes from financing cash flows	(51)	(11,221)	(84)	(11,356)
The effect of changes in foreign exchange rates	–	(2,288)	–	(2,288)
Other changes				
Liability-related				
Change in bank overdraft	(198)	–	–	(198)
Interest payable	–	(2,507)	–	(2,507)
Interest expense	51	4,169	14	4,234
Total liability-related other changes	(147)	1,662	14	1,529
Balance at 31 December 2017	751	67,697	112	68,560

15 LOAN FROM NON-CONTROLLING SHAREHOLDER OF A SUBSIDIARY

Loan from non-controlling shareholder of a subsidiary is unsecured, interest-free and repayable on demand.

16 TRADE AND OTHER PAYABLES

	Group		Company	
	2017	2016	**2017**	2016
	$'000	$'000	**$'000**	$'000
Trade payables due to:				
– third parties	**6,036**	4,554	**–**	428
– subsidiaries	**–**	–	**3,138**	3,886
Non-trade payables due to:				
– third parties	**–**	287	**–**	–
– immediate holding company	**13,931**	8,943	**12,714**	7,707
– subsidiaries	**–**	–	**17,467**	18,762
– related parties	**529**	235	**–**	–
– non-controlling shareholders of subsidiaries	**–**	6	**–**	–
Accrued expenses	**5,718**	6,000	**978**	851
Accrued interests	**2,332**	78	**768**	49
Deposits received	**2**	1	**–**	–
	28,548	20,104	**35,065**	31,683

Outstanding balances with related parties are unsecured and repayable on demand.

During the year, the Company has ceased to repay bank loans and interest due to the commencement of the debt restructuring exercise. Hence, the interests defaulted are interest-bearing based on their respective loans' interest rates, subject to the proof of debt process.

17 REVENUE

Revenue represents sales of goods less discounts and returns, and income from chartering of vessels.

	Group	
	2017	2016
	$'000	$'000
Sales of goods	**51,698**	45,528
Vessels chartering	**10,849**	12,368
	62,547	57,896

18 FINANCE INCOME AND COSTS

	Group 2017 $'000	Group 2016 $'000
Finance income:		
– loan to associate	**–**	1,475
– impairment loss on loan to associate	**–**	(1,475)
– bank deposits	**2**	4
	2	4
Finance costs:		
– interest-bearing borrowings	**(4,220)**	(3,247)
– finance lease liabilities	**(14)**	(12)
	(4,234)	(3,259)
Net finance costs recognised in profit or loss	**(4,232)**	(3,255)

19 LOSS BEFORE INCOME TAX

The following items have been included in arriving at loss before income tax:

	Note	Group 2017 $'000	Group 2016 $'000
Audit fees paid and payable to:			
– auditors of the Company		**216**	240
– other auditors		**36**	36
Allowance of slow-moving inventories, included in other expenses		**249**	23
Inventories written off, included in other expenses		**126**	287
Doubtful receivables written-back, included in other expenses		**–**	(299)
Allowance for doubtful debts/Bad debts written off, included in other expenses		**5,371**	349
Equity-settled share-based compensation, included in other expenses		**–**	(174)
Gain on disposal of property, plant and equipment		**(21)**	(10)
Property, plant and equipment written off		**11**	–
Foreign exchange loss		**524**	1,019
Loss arising on derivative financial instruments		**–**	89
Impairment loss on property, plant and equipment, included in other expenses	5	**32,098**	7,684
Impairment loss on loan receivable from associates, included in other expenses		**–**	29,796
Operating lease expenses, included in other expenses		**1,371**	3,339
Staff costs		**6,507**	7,631
Contributions to defined contribution plans, included in staff costs		**496**	500
Amortisation of deferred income, included in other expenses		**–**	(2,340)
Rental income		**(63)**	(948)

20 INCOME TAX EXPENSE

	Group	
	2017	**2016**
	$'000	**$'000**
Current tax expense		
Current year	**327**	287
Changes in estimates related to prior years	**511**	–
	838	287
Deferred tax expense		
Origination and reversal of temporary differences	**34**	(712)
Total income tax expense	**872**	(425)
Reconciliation of effective tax rate		
Loss before income tax	**(46,997)**	(47,333)
Tax using the Singapore tax rate of 17% (2016: 17%)	**(7,990)**	(8,047)
Effect of tax rates in foreign jurisdictions	**10**	21
Non-deductible expenses	**8,147**	7,529
Tax exempt income	**(77)**	(1,298)
Tax incentives	**(1)**	(5)
Benefits of deferred tax assets not recognised	**250**	1,342
Under/(Over) provided in prior years	**511**	–
Others	**22**	33
	872	(425)

Deferred tax assets have not been recognised in respect of the following items:

	Group	
	2017	**2016**
	$'000	**$'000**
Deductible temporary differences	**1,217**	1,723
Capital allowances	**65**	49
Tax losses	**38,409**	36,450
	39,691	38,222

The tax losses are subject to agreement by the tax authorities and compliance with tax regulations in the respective countries in which certain subsidiaries operate. The tax losses, capital allowances and deductible temporary differences do not expire under current tax legislation. Deferred tax assets have not been recognised in respect of these items because it is uncertain as to whether that future taxable profit will be available against which the Group can utilise the benefits.

21 EARNINGS PER SHARE

	Group	
	2017	**2016**
Basic earnings per share (cents)	**(7.69)**	(7.53)
Diluted earnings per share (cents)	**(7.69)**	(7.53)

The basic earnings per share is calculated based on:

	Group	
	2017	**2016**
	$'000	**$'000**
Loss attributable to owners of the Company	**(47,869)**	(46,908)

21 EARNINGS PER SHARE (CONTINUED)

	No. of Shares ('000)	No. of shares ('000)
Issued ordinary shares at 1 January	623,151	623,151
Effect of own shares held	(470)	(470)
Weighted average number of ordinary shares used in the calculation of basic earnings per share for the financial year	622,681	622,681

The diluted earnings per share is calculated based on:

	Group	
	2017	**2016**
	$'000	**$'000**
Loss attributable to owners of the Company	**(47,869)**	(46,908)
	No. of Shares ('000)	**No. of shares ('000)**
Weighted average number of ordinary shares used in the calculation of diluted earnings per share for the financial year	622,681	622,681

The share options outstanding as at 31 December 2017 and 2016 were excluded from the diluted weighted average number of ordinary shares calculation as their effect would have been anti-dilutive, i.e. decreasing the loss per share.

22 OPERATING SEGMENTS

The Group has three operating and reportable segments, as described below, which are the Group's strategic business units. The strategic business units offer different products and services, and are managed separately because they require different marketing strategies. For each of the strategic business units, the Group's CEO reviews internal management reports at least on a quarterly basis. The following summary describes the operations in each of the Group's reportable segments:

Design and manufacture

Design, manufacture and sale of equipment parts for both heavy equipment and industrial machinery under in-house brand names, "KBJ", "OEM", "ROSSI" and "TMI".

Trading and distribution

Trading and distribution of an extensive range of equipment parts for both heavy equipment and industrial machinery sourced from third parties.

Vessel chartering

Chartering of vessels to oil and gas industry.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit before income tax, as included in the internal management reports that are reviewed by the Group's CEO.

22 OPERATING SEGMENTS (CONTINUED)

Business segments

Information about reportable segments

	Design and manufacture		Trading and distribution		Vessel chartering		Total	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000	2017 $'000	2016 $'000	2017 $'000	2016 $'000
External revenue	**36,878**	30,770	**14,820**	14,758	**10,849**	12,368	**62,547**	57,896
Finance income	**1**	1	**2**	2	**–**	1	**2**	4
Finance costs	**(1,477)**	(1,733)	**(405)**	(346)	**(2,352)**	(1,180)	**(4,234)**	(3,259)
Depreciation	**(1,125)**	(1,212)	**(244)**	(250)	**(3,717)**	(4,277)	**(5,086)**	(5,739)
Reportable segment loss before income tax	**(3,000)**	(4,018)	**(6,578)**	(133)	**(36,342)**	(10,241)	**(45,920)**	(14,392)
Unallocated income							**–**	948
Unallocated expenses							**(1,077)**	(33,889)
Loss before income tax							**(46,997)**	(47,333)
Other material non-cash items:								
Allowance for slow-moving inventories and inventories written back	**192**	14	**57**	(324)	**–**	–	**375**	(310)
Inventories written back	**–**	–	**126**	–	**–**	–	**126**	–
Allowance written back/(made) for doubtful debts	**–**	–	**(5,276)**	–	**(95)**	(254)	**(5,371)**	(49)
Impairment on property, plant and equipment	**–**	–	**–**	(1,000)	**(32,098)**	(6,684)	**(32,098)**	(6,684)
Impairment on property, plant and equipment and other receivable-unallocated	**–**	–	**–**	–	**–**	–	**–**	(29,796)
Capital expenditure:								
Purchase of property, plant and equipment	**(442)**	(146)	**(243)**	(262)	**(832)**	(759)	**(1,517)**	(1,167)
Reportable segment assets	**33,288**	36,557	**12,110**	16,889	**23,532**	65,074	**68,930**	118,520
Unallocated assets							**3,332**	4,666
Total assets							**72,262**	123,186
Reportable segment liabilities	**21,544**	19,446	**4,679**	9,848	**44,091**	44,087	**70,314**	73,381
Unallocated liabilities								
– interest-bearing borrowings							**10,525**	16,922
– others							**20,310**	14,175
Total liabilities							**101,149**	104,478

22 OPERATING SEGMENTS (CONTINUED)

Geographical segments

The design and manufacture, trading and distribution, and vessel chartering segments are presented below in six principal regions, namely, Singapore, Australia, United States of America, other ASEAN countries, other Asian countries (excluding Singapore and other ASEAN countries) and other regions of the world.

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers. Segment assets are based on the geographical location of the assets.

	Revenue		Non-current assets (excluding deferred tax assets)	
	2017	**2016**	**2017**	**2016**
	$'000	**$'000**	**$'000**	**$'000**
Singapore	**1,253**	2,269	**14,177**	42,404
Australia	**19,069**	14,365	**2,736**	2,752
United States of America	**5,175**	5,435	**–**	–
Other ASEAN countries	**12,575**	12,301	**4,668**	13,967
Other Asian countries	**13,723**	15,969	**8,158**	8,440
Others	**10,752**	7,557	**–**	–
	62,547	57,896	**29,739**	67,563

23 FINANCIAL INSTRUMENTS

General

The Group has a system of controls in place to create an acceptable balance between the potential loss from risks occurring and the cost of managing the risks. The management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Audit Committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Audit Committee is assisted in its oversight role by an outsourced Internal Audit function. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

23 FINANCIAL INSTRUMENTS (CONTINUED)

The financial risk management is described below:

Credit risk

The Group has a credit policy in place which establishes credit limits for customers and monitors their balances on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. The credit limit of each customer is established after taking into account the financial position of, and past experience with, the customer.

The Group establishes an allowance for impairment losses that represents its estimate of incurred losses in respect of trade and other receivables. The allowance account in respect of trade receivables is used to record impairment losses unless the Group is satisfied that no recovery of the amount owing is possible. At that point, the financial asset is considered irrecoverable and the amount charged to the allowance account is written off against the carrying amount of the impaired financial asset.

Cash are placed with banks and financial institutions which are regulated.

Liquidity risk

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

Market risk

Market risk is the risk that changes in market prices, such as interest rates and foreign exchange rates will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest rate risk

The Group's exposure to risk of change in cash flows due to changes in interest rates relates primarily to the Group's variable-rate borrowings with financial institutions. Short-term receivables and payables are not exposed to interest rate risk.

Exposure to interest rate risk

At the reporting date, the interest rate profile of the Group's interest-bearing financial instruments was as follows:

	Group		**Company**	
	2017	**2016**	**2017**	**2016**
	$'000	**$'000**	**$'000**	**$'000**
Variable rate instruments				
Financial liabilities	**54,281**	62,175	**12,746**	18,909

23 FINANCIAL INSTRUMENTS (CONTINUED)

Interest rate risk (Continued)

Cash flow sensitivity analysis for variable rate instruments

A change of 100 basis points (bp) in interest rates at the reporting date would have increased/(decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The analysis is performed on the same basis for 2016.

	Profit or loss	
	100 bp increase $'000	**100 bp decrease $'000**
Group		
31 December 2017		
Variable rate instruments	**(543)**	**543**
31 December 2016		
Variable rate instruments	(622)	622
Company		
31 December 2017		
Variable rate instruments	**(127)**	**127**
31 December 2016		
Variable rate instruments	(189)	189

Foreign currency risk

The Group is exposed to foreign currency risk on sales, purchases and borrowings that are denominated in currencies other than the respective functional currencies of Group entities. The currencies giving rise to this risk are primarily Euro and US dollar.

In respect of monetary assets and liabilities held in currencies other than Singapore dollar, the Group ensures that the net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates, where necessary, to address short-term imbalances. The Group uses forward exchange contracts to hedge its foreign currency risk. At 31 December 2017, the Group has no outstanding forward exchange contracts.

23 FINANCIAL INSTRUMENTS (CONTINUED)

Foreign currency risk (Continued)

The Group's and Company's exposures to foreign currency risk are as follows:

	31 December 2017		31 December 2016	
	Euro	US dollar	Euro	US dollar
	$'000	$'000	$'000	$'000
Group				
Trade and other receivables	**(3)**	**9,546**	(3)	17,325
Cash and cash equivalents	**3**	**1,111**	4	1,093
Trade and other payables	**3**	**(6,395)**	(98)	(8,063)
Financial liabilities	**–**	**(28,152)**	–	(33,144)
Net exposure	**3**	**(23,890)**	(97)	(22,789)
Company				
Trade and other receivables	**908**	**24,505**	(3)	48,713
Cash and cash equivalents	**3**	**68**	3	149
Trade and other payables	**(72)**	**(5,661)**	(98)	(27,482)
Financial liabilities	**–**	**(2,772)**	–	(3,020)
Net exposure	**839**	**16,140**	(98)	18,360

Sensitivity analysis

A 10% strengthening of the Singapore dollar against the following currencies at the reporting date would have increased/(decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis for 2016, as indicated below:

	Group		Company	
	Profit or loss	Equity	Profit or loss	Equity
	$'000	$'000	$'000	$'000
31 December 2017				
Euro	*	**–**	**(84)**	**–**
US dollar	**2,389**	**–**	**(1,614)**	**–**
31 December 2016				
Euro	10	–	10	–
US dollar	2,279	–	(1,836)	–

* *Amount stated is less than one thousand dollar*

A 10% weakening of the Singapore dollar against the above currencies would have an equal but opposite effect on equity and profit or loss by the amounts shown above, on the basis that all other variables, in particular interest rates, remain constant.

23 FINANCIAL INSTRUMENTS (CONTINUED)

Measurement of fair values

The following summarises the significant methods and assumptions used in measuring the fair values of financial instruments of the Group and the Company.

Non-derivative financial liabilities

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date. For finance leases, the market rate of interest is determined by reference to similar lease agreements.

Other financial assets and liabilities

The carrying amounts of financial assets and liabilities with a maturity of less than one year (including trade and other receivables, cash and cash equivalents, trade and other payables and interest-bearing borrowings) are assumed to approximate their fair values because of the short period to maturity.

Fair value hierarchy

The table below analyses fair value measurements for assets and liabilities, by the levels in the fair value hierarchy based on the inputs to valuation techniques. The different levels are defined as follows:

- Level 1 fair value measurements are those instruments valued based on quoted prices (unadjusted) in active markets for identical assets or liabilities.

- Level 2 fair value measurements are those instruments valued using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

- Level 3 fair value measurements are those instruments valued using valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Accounting classification and fair values

The carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy are as follows. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

23 FINANCIAL INSTRUMENTS (CONTINUED)

Accounting classification and fair values (Continued)

		Carrying amount					Fair value			
	Note	Held-for-trading $'000	Fair value – hedging instruments $'000	Loans and receivables $'000	Other financial liabilities $'000	Total $'000	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
2017										
Financial assets not measured at fair value										
Trade and other receivables	9	**–**	**–**	**15,715**	**–**	**15,715**				
Cash and cash equivalents	10	**–**	**–**	**2,478**	**–**	**2,478**				
		–	**–**	**18,193**	**–**	**18,193**				
Financial liabilities not measured at fair value										
Financial liabilities	14	**–**	**–**	**–**	**(68,560)**	**(68,560)**				
Trade and other payables	16	**–**	**–**	**–**	**(28,548)**	**(28,548)**				
		–	**–**	**–**	**(97,108)**	**(97,108)**				
2016										
Financial assets not measured at fair value										
Trade and other receivables	9	–	–	25,554	–	25,554				
Cash and cash equivalents	10	–	–	3,287	–	3,287				
		–	–	28,841	–	28,841				
Financial liabilities not measured at fair value										
Financial liabilities	14	–	–	–	(80,675)	(80,675)				
Trade and other payables	16	–	–	–	(20,104)	(20,104)				
		–	–	–	(100,779)	(100,779)				

24 COMMITMENTS

(a) Operating lease commitments

The Group and the Company lease land, office, warehouse and factory facilities under operating leases. The leases typically run for an initial period of one to three years (2016: one to three years), with an option to renew after that date. Lease payments are usually increased annually to reflect market rentals. None of the leases includes contingent rentals.

At 31 December 2017, the Group and the Company had commitments for future minimum lease payments under non-cancellable operating leases as follows:

	Group		Company	
	2017	2016	2017	2016
	$'000	$'000	$'000	$'000
Payable:				
Within 1 year	**1,530**	1,487	**912**	1,032
After 1 year but within 5 years	**818**	2,192	**547**	1,459
	2,348	3,679	**1,459**	2,491

(b) Operating lease receivable

The Company lease land, office and warehouse to its subsidiary, and certain subsidiaries charter out their respective vessels. The leases typically run for an initial period of three years, with an option to renew after that date.

At 31 December 2017, the Group and the Company had non-cancellable operating lease receivable as follows:

	Group		Company	
	2017	2016	2017	2016
	$'000	$'000	$'000	$'000
Receivable:				
Within 1 year	**9,401**	13,693	**209**	209
After 1 year but within 5 years	**10,711**	17,484	**836**	838
	20,112	31,177	**1,045**	1,047

25 CONTINGENCIES

(A) Litigation with Sumatec Resources Bhd ("Sumatec")

The Company and Ebony Ritz Sdn Bhd ("Ebony", an 80%-owned subsidiary of the Company currently under liquidation, with the Official Receiver of Malaysia acting as liquidator) have, pursuant to mediation at the Singapore Mediation Centre on 19 March 2018, entered into a conditional Settlement Agreement with Sumatec and Mr Chan Yok Peng ("Mr Chan") ("Settlement Agreement") in relation to the full and final settlement of the following Litigation (as referred to below) by the completion of Sumatec's corporate exercise which is expected no later than 30 October 2018 ("Corporate Exercise Completion Date"):

1. Singapore High Court Suit No. 534 of 2016;
2. Singapore High Court Suit No. 808 of 2017; and
3. Sumatec's counterclaim in Suit No. WA-22NCC-52-02/2017 before the High Court of Malaya at Kuala Lumpur against the Company;

(collectively, the "Litigation").

The Settlement Agreement is conditional upon the approval of the Official Receiver of Malaysia on behalf of Ebony, Sumatec's Board of Directors and the Company's Board of Directors ("Approvals"), to be provided by 3 May 2018 ("Approval Date"). In the event that the Approvals are not obtained by the Approval Date, the terms of the Settlement Agreement shall cease to have effect and parties are released from their obligations under the Settlement Agreement.

Subject to the Approvals being obtained, in exchange for the full and final settlement of all claims in connection with the Litigation, Sumatec shall pay to Ebony the sum of RM 27,000,000 (equivalent to S$8,881,245) ("Settlement Sum") in the following manner:

1. Sumatec shall pay Ebony the sum of RM 7,000,000 (equivalent to S$2,302,545) in cash by no later than the Corporate Exercise Completion Date;
2. Sumatec shall issue to Ebony redeemable convertible preference shares in Sumatec in the value equivalent to RM 20,000,000 (equivalent to S$6,578,700) by no later than the Corporate Exercise Completion Date.

25 CONTINGENCIES (CONTINUED)

(A) Litigation with Sumatec Resources Bhd ("Sumatec") (Continued)

A summary of the Litigation, which will be withdrawn following the finalisation of the Approvals referred to above, is set out below.

(i) Singapore High Court Suit No. 534 of 2016 (Ebony vs Sumatec) ("Suit 534")

Ebony commenced Suit 534 in the High Court of Singapore on 24 May 2016 against Sumatec. Suit 534 relates to Ebony's claims for:

a. RM 27,017,162.68 (equivalent to S$8,886,890) under an option and financial representation agreement dated 5 May 2010 entered into between Ebony, Auspicious Journey Sdn Bhd and Sumatec ("OFRA Claim"), and
b. RM 10,000,000 (equivalent to S$3,289,350) under a guarantee dated 5 May 2010 entered into between Ebony and Sumatec ("Guarantee Claim");

in connection with Ebony's acquisition of a 49% equity interest in Semua International Sdn Bhd ("SISB") and its four wholly-owned subsidiaries (collectively, the "Semua Group").

Ebony applied to strike out Sumatec's defence and alternatively, for summary judgment against Sumatec. Sumatec, in turn, applied to amend its defence and put forward (among others) a counterclaim for an indemnity by Ebony for all claims and demands made by Ebony against Sumatec in the action, as well as all costs, damages and expenses incurred by Sumatec arising from the action. These applications were heard at first instance before an Assistant Registrar whose decision was appealed against by Ebony and Sumatec (the "Appeals").

On 9 November 2017, the Judge issued his Judgment on the Appeals, granting, principally:

a. Summary judgment to Ebony in respect of its OFRA Claim ("Summary Judgment Order"); and
b. Unconditional leave to defend to Sumatec in respect of the Guarantee Claim.

The Judge will hear parties on costs at a later date.

On 20 November 2017, Sumatec filed a Notice of Appeal to the Court of Appeal against part of the Judge's decision, namely:

a. The Summary Judgment Order; and
b. The order that Sumatec's Compromise defence be struck out as disclosing no reasonable defence or as being frivolous or vexatious.

The appeal ("CA Appeal") has been fixed for hearing before the Court of Appeal on a date between 30 July and 6 August 2018 (both dates inclusive).

25 CONTINGENCIES (CONTINUED)

(A) Litigation with Sumatec Resources Bhd ("Sumatec") (Continued)

(i) Singapore High Court Suit No. 534 of 2016 (Ebony vs Sumatec) ("Suit 534") (Continued)

Further, on 22 December 2017, Sumatec applied for a stay of execution ("Stay Application") of the Summary Judgment Order pending the CA Appeal. On 30 January 2018, the Singapore High Court dismissed the Stay Application subject to the condition that any monies paid to Ebony and the Official Receiver of Malaysia (appointed as the liquidator of Ebony) shall not be distributed pending the disposal of the CA Appeal. The Singapore High Court also ordered Sumatec to make payment of the judgment sum in respect of the Summary Judgment Order to Ebony by 27 March 2018 and awarded costs to be paid by Sumatec to Ebony.

The trial in respect of the Guarantee Claim is presently fixed for hearing on 6, 7, 8 and 10 August 2018.

(ii) Singapore High Court Suit No. 808 of 2017 (the Company vs (1) Sumatec (2) Mr Chan) ("Suit 808")

The Company commenced Suit 808 on 31 August 2017 before the Singapore High Court against Sumatec and Mr Chan for (among others) damages for conspiracy and causing loss by unlawful means to the Company in relation to their refusal and/or failure to extend funds to the Semua Group in breach of the Shareholders' Agreement dated 5 May 2010 entered into between Sumatec, Ebony and SISB.

The suit is presently at the discovery stage.

(iii) Counterclaim by Sumatec in Suit No. WA-22NCC-52-02/2017 before the High Court of Malaya at Kuala Lumpur

Sumatec has commenced a counterclaim in Suit No. WA-22NCC-52- 02/2017 before the High Court of Malaya at Kuala Lumpur against the Company and Setinggi Holdings Ltd ("Setinggi") ("KL Counterclaim") which relates to the same matters and seeks substantially the same reliefs as in Kuala Lumpur High Court Suit No. WA-22NCC-142-04/2017 commenced by Sumatec against the Company, Ebony, Setinggi, Mr Kuah Geok Lin, Mr Kuah Geok Khim and Mr Teh Teong Lay (which has been struck out pursuant to an Order of Court granted by the Singapore High Court on 30 November 2017 restraining Sumatec from maintaining and/or continuing the prosecution Suit No. WA-22NCC-142-04/2017).

(B) Kuala Lumpur High Court -Auspicious Journey Sdn Bhd vs Ebony Ritz Sdn Bhd

Auspicious Journey Sdn Bhd a minority shareholder in Ebony Ritz Sdn Bhd ("Ebony"), had filed in the Malaysian High Court a suit against the Company, being the majority shareholder in Ebony, for conducting the affairs of Ebony in manner that is oppressive to the Plaintiff. On 3 August 2016, the trial and hearing of the legal action has been concluded.

25 CONTINGENCIES (CONTINUED)

(B) Kuala Lumpur High Court -Auspicious Journey Sdn Bhd vs Ebony Ritz Sdn Bhd (Continued)

The Court issued an Order partially in favour of the Plaintiff and ordered:

(a) A declaration that the company has conducted the affairs of Ebony in a manner that is oppressive to the Plaintiff;

(b) Ebony is to be wound up and the Official Receiver be appointed as the liquidator of Ebony;

(c) the Company is to pay general damages with interest to the Plaintiff, to be assessed by the Court through an assessment process; and

(d) the Company has to pay costs of RM300,000 (equivalent to S$98,680) to the Plaintiff.

Both the Plaintiff and the Company are currently appealing against the Order. The Company is primarily appealing against part (a), (c) and (d) of the Order whilst the Plaintiff is primarily appealing against part (b) of the Order. Company has paid RM300,000 (equivalent to S$98,680) to the Plaintiff. The Appeals were partially heard on 21 November 2017 and are scheduled for continued hearing on 21 May 2018 in the Court of Appeal.

Management has assessed and concluded that no provision is required as the amount of damages, if any, cannot be reliably estimated.

(C) Chimbusco Pan Nation Petro-chemical Co Ltd vs Arkstar Ship Management Pte Ltd – suit no. HCA1199/2015

Chimbusco Pan Nation Petro-chemical Co Ltd ("Chimbusco") alleged that Arkstar Ship Management Pte Ltd ("ASM") failed to pay the invoices issued by Chimbusco and was in breach of the bunker supply contract entered into between Chimbusco and ASM.

Chimbusco filed a claim against ASM for US$335,858.31 (equivalent to S$426,405.71) together with interest and other costs.

ASM, through its solicitors ONC Lawyers in association with Zhonghao Law Firm (Hong Kong), has submitted its defences and counterclaim against Chimbusco for breach of the bunker supply contract by supplying contaminated bunkers which caused damage to auxiliary engines of the Vessel. Chimbusco's claim and ASM's counterclaim have been set down for a 6 days trial from 27 November 2018 to 4 December 2018.

The amount claimed by Chimbusco had been provided for in the consolidated financial statements.

26 RELATED PARTY TRANSACTIONS

For the purpose of these financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa. Related parties may be individuals or other entities. An affiliated corporation refers to a corporation other than a subsidiary or an associate, which is directly or indirectly under common management control or significant influence of certain shareholders of the Company.

Other related party transactions

Other than those disclosed elsewhere in the financial statements, transactions with related parties are as follows:

	Group	
	2017	**2016**
	$'000	**$'000**
Affiliated corporations		
Interest expenses	**178**	153
Security expenses	**76**	56
Rental and miscellaneous expenses	**412**	422
Rental income	**62**	64

Key management personnel compensation

Key management personnel of the Group are persons having the authority and responsibility for planning, directing and controlling the activities of Group entities. The directors, department heads and the chief executive officer are considered as key management personnel of the Group.

	Group	
	2017	**2016**
	$'000	**$'000**
Key management personnel compensation comprised:		
Short-term employee benefits	**1,774**	1,904
Post-employment benefits (including CPF)	**92**	101
	1,866	2,005

HOE LEONG CORPORATION LTD.

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS AS AT 20 MARCH 2018

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	61	3.95	851	0.00
100 – 1,000	110	7.13	72,335	0.01
1,001 – 10,000	325	21.05	2,272,080	0.37
10,001 – 1,000,000	1,014	65.67	121,681,206	19.54
1,000,001 AND ABOVE	34	2.20	498,654,252	80.08
TOTAL	**1,544**	**100.00**	**622,680,724**	**100.00**

NOTE: PERCENTAGE COMPUTED IS BASED ON 622,680,724 SHARES (EXCLUDING SHARES HELD AS TREASURY SHARES) AS AT 20 MARCH 2018. TREASURY SHARES AS AT 20 MARCH 2018 ARE 470,000 SHARES.

TWENTY LARGEST SHAREHOLDERS AS AT 20 MARCH 2018

NO.	SHAREHOLDER'S NAME	NUMBER OF SHARES HELD	%
1	HOE LEONG CO PTE LTD.	323,749,267	51.99
2	DBS NOMINEES PTE LTD	58,154,026	9.34
3	KUAH GEOK LIN	15,506,617	2.49
4	KUAH GEOK KHIM	15,314,117	2.46
5	QUAH YOKE HWEE	15,314,117	2.46
6	KUAH GEOK KHIM	7,400,592	1.19
7	RAFFLES NOMINEES (PTE) LTD	6,168,000	0.99
8	UOB KAY HIAN PTE LTD	5,557,000	0.89
9	CGS-CIMB SECURITIES (SINGAPORE) PTE LTD	5,126,054	0.82
10	OCBC SECURITIES PRIVATE LTD	4,170,366	0.67
11	CHUA YEAN CHENG (CAI YINGQING)	3,506,900	0.56
12	LEVIN LEE KENG WENG	3,356,500	0.54
13	CHEW EU HOCK	2,907,800	0.47
14	PHILLIP SECURITIES PTE LTD	2,884,179	0.46
15	KEE BOON HUA (JI WENHUA)	2,598,000	0.42
16	NUN KWONG HOLDINGS PTE LTD	2,280,000	0.37
17	CHEW CHENG	1,895,000	0.30
18	GLENFORD TAN MING LOON	1,828,000	0.29
19	KUAH YEOK BIN	1,782,500	0.29
20	TAN GUEE PANG	1,610,000	0.26
	TOTAL	**481,109,035**	**77.26**

NOTE: PERCENTAGE COMPUTED IS BASED ON 622,680,724 SHARES (EXCLUDING SHARES HELD AS TREASURY SHARES) AS AT 20 MARCH 2018. TREASURY SHARES AS AT 20 MARCH 2018 ARE 470,000 SHARES.

SHAREHOLDING STATISTICS

AS AT 20 MARCH 2018

Class of shares	:	Ordinary shares fully paid
Voting rights	:	One vote per share
No. of issued and paid-up shares (excluding treasury shares)	:	622,680,724
No. of treasury shares held	:	470,000

REGISTER OF SUBSTANTIAL SHAREHOLDERS AS AT 20 MARCH 2018

	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
Hoe Leong Co. (Pte.) Ltd.	323,749,267	51.99	–	–
Kuah Geok Lin[(1)]	15,506,617	2.49	323,749,267	51.99
Kuah Geok Khim[(1)]	15,314,117	2.46	323,749,267	51.99
Quah Yoke Hwee[(1)]	15,314,117	2.46	323,749,267	51.99
Mdm Kuah Geok Khim[(1)]	7,400,592	1.19	323,749,267	51.99
Khua Kian Keong[(2)]	–	–	57,500,000	9.23

Notes:

(1) Messrs Kuah Geok Lin, Kuah Geok Khim, Quah Yoke Hwee and Mdm Kuah Geok Khim are deemed to be interested in the shares of the Company held by Hoe Leong Co. (Pte.) Ltd. by virtue of Section 7(4) of the Companies Act.

(2) Mr Khua Kian Keong's interest in the 57,500,000 shares were held under the name of nominee – DBS Nominees Pte Ltd.

PERCENTAGE OF SHAREHOLDING IN THE HANDS OF THE PUBLIC

As at 20 March 2018, 29.85% of the issued share capital of the Company was held in the hands of the public (based on the information available to the Company). Accordingly, the Company has complied with Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting ("AGM") of Hoe Leong Corporation Ltd. (the "Company") will be held at No. 6 Clementi Loop, Copenhagen Meeting Room, 4th Floor, Singapore 129814 on Friday, 27 April 2018 at 10.00 am to transact the following businesses:–

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2017 and the Directors' Statement and the Auditor's Report thereon. **(Resolution 1)**

2. To re-elect the following Directors retiring by rotation pursuant to Article 95(2) of the Constitution of the Company:

   (i) Mr Kuah Geok Khim **(Resolution 2)**

   (ii) Mr Quah Yoke Hwee **(Resolution 3)**

3. To approve payment of Directors' fees of SGD145,000 for the financial year ending 31 December 2018 (2017: SGD126,000). **(Resolution 4)**

4. To re-appoint Messrs KPMG LLP as Auditors of the Company for the financial year ending 31 December 2018 and to authorise the Directors to fix their remuneration. **(Resolution 5)**

5. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications:–

6. Authority to issue shares **(Resolution 6)**

   "That pursuant to Section 161 of the Companies Act, Chapter 50 ("Act"), and the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:–

   (a) (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;

   (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;

   (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues.

   at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit; and

(b) (notwithstanding that the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

provided always that

the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the Company's total number of issued shares (excluding treasury shares), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company, and for the purpose of this resolution, the total number of issued shares (excluding treasury shares) shall be the Company's total number of issued shares (excluding treasury shares) at the time this resolution is passed, after adjusting for:

(i) new shares arising from the conversion or exercise of convertible securities,

(ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST, and

(iii) any subsequent bonus issue, consolidation or subdivision of the Company's shares, and

such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier."

(See Explanatory Note 1)

7. Authority to Grant Options and to Issue Shares under the Hoe Leong Share Option Scheme 2009 **(Resolution 7)**

"That authority be and is hereby given to the Directors of the Company to offer and grant options from time to time in accordance with the rules of the Hoe Leong Share Option Scheme 2009 ("ESOS 2009") and pursuant to Section 161 of the Act, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued, provided the aggregate number of shares to be issued pursuant to:

(a) the ESOS 2009; and

(b) the Hoe Leong Performance Share Plan 2009 shall not exceed 15% of the total number of issued shares (excluding treasury shares) on the day immediately preceding the date of grant of option from time to time during the existence of the ESOS 2009 and in accordance with the rules of the ESOS 2009."

(See Explanatory Note 2)

8. Authority to Grant Awards and to Issue Shares under the Hoe Leong Performance Share Plan 2009 **(Resolution 8)**

"That authority be and is hereby given to the Directors of the Company to offer and grant awards from time to time in accordance with the rules of the Hoe Leong Performance Share Plan 2009 ("PSP 2009") and pursuant to Section 161 of the Act, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued, provided the aggregate number of shares to be issued pursuant to:

(a) the PSP 2009; and

(b) the ESOS 2009

shall not exceed 15% of the total number of issued shares (excluding treasury shares) on the day immediately preceding the date of grant of award from time to time during the existence of the PSP 2009 and in accordance with the rules of the PSP 2009."

(See Explanatory Note 3)

9. Proposed renewal of the Share Buy-Back Mandate **(Resolution 9)**

"That:–

(a) for the purposes of Sections 76C and 76E of the Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares ("Share Buy-Backs") in the capital of the Company ("Shares") not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the directors of the Company ("Directors") from time to time up to the Maximum Price (as hereinafter defined), whether by way of:–

(i) on-market Share Buy-Backs (each an "On-market Share Buy-Back") transacted on the SGX-ST; and/or

(ii) off-market Share Buy-Backs (each an "Off-market Share Buy-Back") effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors as they consider fit, which schemes shall satisfy all the conditions prescribed by the Act,

and otherwise in accordance with the applicable provisions of the Act and the Listing Manual of the SGX-ST, be and is hereby authorised and approved generally and unconditionally (the "Share Buy-Back Mandate");

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:–

(i) the date on which the next AGM of the Company is held or required by law to be held;

(ii) the date on which the Share Buy-Backs are carried out to the full extent mandated; and

(iii) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by the Company in general meeting;

(c) in this Resolution:–

"Prescribed Limit" means 10% of the total number of Shares as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares that may be held by the Company from time to time);

"Relevant Period" means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution;

"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) to be paid for a Share, which shall not exceed:–

(i) in the case of an On-market Share Buy-Back, 5% above the average of the closing market prices of the Shares over the last 5 market days on the SGX-ST on which transactions in the Shares were recorded, immediately preceding the day of the On-market Share Buy-Back by the Company, and deemed to be adjusted for any corporate action that occurs after such 5-day period; and

(ii) in the case of an Off-market Share Buy-Back pursuant to an equal access scheme, 20% above the average of the closing market prices of the Shares over the last 5 market days on the SGX-ST on which transactions in the Shares were recorded, immediately preceding the day on which the Company announces its intention to make an offer for the purchase of Shares from its shareholders, stating the purchase price for each Share and the relevant terms of the equal access scheme for effecting the Off-market Share Buy-Back, and deemed to be adjusted for any corporate action that occurs after such 5-day period; and

(d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary or expedient to give effect to the transactions contemplated by this Resolution."

(See Explanatory Note 4)

On Behalf of the Board

KUAH GEOK LIN
Chairman and Chief Executive Officer

Dated: 12 April 2018

Explanatory Notes:

1. Resolution 6, if passed, will authorise and empower the Directors of the Company from the date of the above AGM until the next AGM to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50% of the total number of issued shares (excluding treasury shares) of the Company of which the total number of shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. Rule 806(3) of the Listing Manual of Singapore Exchange Securities Trading Limited currently provides that the total number of issued shares (excluding treasury shares) of the Company for this purpose shall be the total number of issued shares (excluding treasury shares) at the time of this resolution is passed (after adjusting for new shares arising from the conversion of convertible securities or share options on issue at the time this resolution is passed and any subsequent consolidation or subdivision of the Company's shares). This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company.

2. Resolution 7, if passed, will authorise and empower the Directors of the Company from the date of this Meeting to the next AGM to offer and grant options under the Hoe Leong Share Option Scheme 2009 ("ESOS 2009") and to allot and issue shares, provided the total number of issued shares (excluding treasury shares) of the Company pursuant to (a) the ESOS 2009; and (b) the Hoe Leong Performance Share Plan 2009 ("PSP 2009"), shall not exceed 15% of the total number of issued shares (excluding treasury shares) of the Company from time to time during the existence of the ESOS 2009.

3. Resolution 8, if passed, will authorise and empower the Directors of the Company from the date of this Meeting to the next AGM to offer and grant awards under the PSP 2009 and to allot and issue shares, provided the total number of issued shares (excluding treasury shares) of the Company pursuant to (a) the PSP 2009; and (b) the ESOS 2009, shall not exceed 15% of the total number of issued shares (excluding treasury shares) of the Company from time to time during the existence of the PSP 2009.

4. Resolution 9 is to renew the Share Buy-Back Mandate which was approved by the shareholders on 28 April 2017. Please refer to the Appendix to this Notice of Annual General Meeting for details.

Notes:

1. A member who is not a relevant intermediary may appoint not more than two proxies to attend and vote at the Meeting.

2. Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy, failing which, the first named proxy may be treated as representing 100% of the shareholding and the second name proxy as an alternate to the first named.

3. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote in his/her stead, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

   "**relevant intermediary**" means:

   (a) 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;

   (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act Chapter 289 of Singapore who holds shares in that capacity; or

   (c) the Central Provident Fund Board ("CPF 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 CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

4. A proxy need not be a member of the Company.

5. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.

6. The instrument appointing a proxy must be deposited at the registered office of the Company at No. 6 Clementi Loop, Singapore 129814 not later than 48 hours before the time appointed for the AGM.

"**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agent) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agent) 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."

HOE LEONG CORPORATION LTD.

(Company Registration No.: 199408433W)
(Incorporated in the Republic of Singapore)

IMPORTANT:

1. Pursuant to Section 181(1C) of the Companies Act, Chapter 50 (the "Act"), Relevant Intermediaries may appoint more than two proxies to attend, speak and vote at the Annual General Meeting.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF investors are requested to contact their respective Agent Banks for any queries they may have with regard to their appointment as proxies.

PROXY FORM
FOR ANNUAL GENERAL MEETING

(PLEASE SEE NOTES OVERLEAF BEFORE COMPLETING THIS FORM)

I/We ______________________________ (Name) ______________ (*NRIC/Passport No.)

of ____ (Address)

being a member/members of HOE LEONG CORPORATION LTD. (the "**Company**"), hereby appoint:–

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

*and/or

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

or failing *him/her, the Chairman of the Annual General Meeting (the "Meeting") as *my/our proxy/proxies to vote for *me/us on *my/our behalf at the Meeting of the Company to be held at No. 6 Clementi Loop, Copenhagen Meeting Room, 4th Floor, Singapore 129814 on Friday, 27 April 2018 at 10.00 am and at any adjournment thereof.

*I/We direct *my/our *proxy/proxies to vote for or against the Ordinary Resolutions to be proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the *proxy/proxies will vote or abstain from voting at *his/her discretion.

Resolutions No.	Ordinary Resolutions	For	Against
1	Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2017		
2	Re-election of Mr Kuah Geok Khim as a Director		
3	Re-election of Mr Quah Yoke Hwee as a Director		
4	Approval of Directors' fee of SGD145,000 for the financial year ending 31 December 2018		
5	Re-appointment of Messrs KPMG LLP as Auditor		
6	Authority to issue shares		
7	Authority to grant option to issue shares under the Hoe Leong Share Option Scheme 2009		
8	Authority to grant awards and to issue shares under the Hoe Leong Performance Share Plan 2009		
9	Renewal of the Share Buy-Back Mandate		

(Please indicate your vote "**For**" or "**Against**" with a tick [√] within the box provided.)

Signed this ________ day of ______________ 2018.

Total Number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

____
Signature(s) of Shareholder(s) or Common Seal

* Delete accordingly

IMPORTANT:–
Please read the notes overleaf:

Notes:–

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, Chapter 50 of Singapore (the “Companies Act”), a member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Such proxy need not be a member of the Company.

2. Where a member of the Company appoints two (2) proxies, he shall specify the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each such proxy.

3. Pursuant to Section 181(1C) of the Companies Act, a member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

4. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or duly authorised officer.

5. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Annual General Meeting, in accordance with its Constitution and Section 179 of the Companies Act.

6. The instrument appointing proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be deposited at the registered office of the Company at No. 6 Clementi Loop, Singapore 129814 not less than forty-eight (48) hours before the time set for the Annual General Meeting.

7. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), he should insert that number of shares. If the member has shares registered in his name in the Register of Members of the Company, he should insert the 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 of the Company, 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 of the Company.

8. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register seventy-two (72) hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.

9. A Depositor shall not be regarded as a member of the Company entitled to attend the Annual General Meeting and to speak and vote thereat unless his name appears on the Depository Register seventy-two (72) hours before the time set for the Annual General Meeting.

10. An investor who buys shares using CPF monies (“CPF Investor”) and/or SRS monies (“SRS Investor”) (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 Annual General Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Annual General Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Annual General Meeting.

“Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) or proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendances lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agent) 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

CORPORATE INFORMATION

Board of Directors

Executive:
James Kuah Geok Lin (Chairman and CEO)
Quah Yoke Hwee (Executive Director)
Paul Kuah Geok Khim (Executive Director)

Non-Executive:
Hoon Ching Sing (Lead Independent Director, until 1 March 2018)
Yeoh Seng Huat Geoffrey (Lead Independent Director, from 1 March 2018)
Ang Mong Seng (Independent Director)

Audit Committee

Hoon Ching Sing (Chairman)
Yeoh Seng Huat Geoffrey
Ang Mong Seng

Nominating Committee

Yeoh Seng Huat Geoffrey (Chairman)
James Kuah Geok Lin
Ang Mong Seng

Remuneration Committee

Ang Mong Seng (Chairman)
Hoon Ching Sing
Yeoh Seng Huat Geoffrey

Company Secretary

Ang Siew Koon, ACIS

Registered Office

6 Clementi Loop
Singapore 129814
Tel : (65) 6463-8666
Fax : (65) 6564-7252
Website : http://www.hoeleong.com
Registration No. 199408433W

Share Registrar

Tricor Barbinder Share Registration Services
(A division of Tricor Singapore Pte. Ltd.)
80 Robinson Road
#02-00
Singapore 068898

Auditors

KPMG LLP
16 Raffles Quay, #22-00
Hong Leong Building
Singapore 048581
Audit Partner-in-charge
Low Hon Wah
Appointed with effect from financial year 2013

Principal Bankers

United Overseas Bank Limited
The Development Bank of Singapore Limited

HOE LEONG CORPORATION LTD.
REGISTRATION NO.: 199408433W

6 CLEMENTI LOOP, SINGAPORE 129814
TEL: +65 6463 8666
FAX: +65 6564 7252