

LCT

Holdings Limited

**Annual Report 2019**

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# CHAIRMAN'S STATEMENT

## Dear Shareholders,

On behalf of the Board of Directors of LCT Holdings Limited and its subsidiaries (collectively, the "Group"), it is my pleasure to present the Annual Report for the financial year ended 30 June 2019 ("FY2019") and update you on our business and strategy.

## Our Transformation Journey

Our decision to dispose of the electronics and mobile handset businesses several years ago has proved prescient. Since the above mentioned disposal, the competition and margin pressure has in this industry intensified an increasing proportion of their manufacturing value chain. In addition, smartphone giants such as Apple and Samsung have internalised.

Our management has been actively working to create new growth and value for our shareholders. Our investment property located in Xi'an, China ("Xi'an Property") has been leased to our tenants in the science and education sectors and provide recurring rental income and cashflow. Our Xi'an Property has enjoyed robust growth in capital value and generated favourable net rental yield.

## Building the Future

Since exiting from the electronics industry several years ago, we have been active in sourcing new investments and/or business expansion as we continue in the property investment business.

In June 2019, we announced the acquisition of 80% of the entire registered capital of Shanghai Xiyun Information Technology Services Co. Ltd. ("Shanghai Xiyun") which has been completed. Shanghai Xiyun is a profitable and growing outsourcing one-stop professional services firm, focusing on information technology consultancy services to start-up technology companies in Shanghai, China.

China is a global leader in the high tech industry with a thriving start-up community. According to a report by Hurun Research Institute, the number of Unicorns (technology start-ups valued at over US\$1 billion) in Greater China surpassed 200 in early 2019. The Shanghai Stock Exchange's STAR market for technology companies launched a promising start in July 2019. As a market driven and technology board created to help foster innovation, this is a positive development to promote the growth of high tech industry in Shanghai and throughout China.

On 6 September 2019, Our Group announced that we had entered into a non-binding term sheet with the shareholders of PG Automotive Holdings Pte. Ltd. and its group of companies (collectively "PG Automotive") to acquire the entire issued and paid up share capital of PG Automotive. Headquartered in Singapore, PG Automotive designs, manufactures, assembles and supplies automotive seating system at its manufacturing facilities, which span across Malaysia, Korea, Russia and Vietnam.

The proposed acquisition of PG Automotive provides an opportunity for our Company to venture into a profitable business with a proven track record and provides growth and diversification from our existing businesses.

The non-binding term sheet is subject to the parties entering into a definitive documentation, we will make further announcements once there are material developments.

## Appreciation and Thanks

Since inception, our Group's success has been driven by our ability to adapt and innovate in the dynamic business environment. This is a credit to the relentless efforts from our talented management and staff and enhanced by our Group's innovative and teamwork culture. We would like to take this opportunity to thank our directors, staff and business partners for their dedication and contributions to our Group.

As we embark on our continuing journey to build shareholders' value, we would like to extend our appreciation to our shareholders for your support in the past year and look forward to building our new future together with you.

**Mr Du Junqi**  
**Executive Chairman**

# RESULTS OF OPERATIONS

## Revenue and gross profit

Revenue for FY2019 grew to RMB12.8 million, increased by 5% from the prior year. Gross profit slightly grew by 9% to RMB10.1 million. This was due to favourable rental reversions as well as a decrease in electricity cost.

## Administrative and other expenses

Administrative expenses, which includes professional fees rose from RMB6.8 million in FY2018 to RMB8.5 million in FY2019. This increase was mainly due to professional services fees incurred in relation to the acquisition of 80% of Shanghai Xiyun Information Technology Services Co. Ltd. and the development of new businesses.

Income tax expense was RMB3.8 million in FY2019, which approximate to prior year.

## Other Income

Other gains decreased from RMB10.3 million in FY2018 to RMB8.8 million in FY2019. This was primarily due to less fair value gain in investment property of RMB8 million recorded during the year, as compared to RMB10 million in the prior year.

## Net Profit

As a result of the preceding, net profit for the year was RMB6.6 million as compared to RMB9.1 million in the prior year.

# BOARD OF DIRECTORS

The biographical details of the Directors of the Company at the date of this report are as follows.

## **Mr. Du Junqi**

*Executive Director, Chairman and Chief Executive Officer*

Mr. Du Junqi is our Chairman and CEO. Mr. Du was appointed to the Board on 1 March 2017 and was last re-elected on 30 October 2017. He is responsible for the implementation of the Group's policies and strategies, and exploring new business opportunities for the Group. Mr. Du Junqi was the General Manager of Shanghai Quanrun Investment Co., Ltd. from June 2005 to July 2007. In August 2007, he joined Xi'an Acheers Investment Co., Ltd. as the General Manager, in charging of the overall operations and development strategies. Furthermore, he is the founder of Shanghai Donghe9gu Oxygen Land Co., Ltd, which combines farming and tourism together.

Mr. Du holds a Master Degree of Electronic Engineering from Kanazawa University and a Bachelor Degree of Electronic Structures from Beijing University of Posts and Telecommunications.

## **Mr. Tao Qiang**

*Executive Director*

Mr. Tao Qiang is our Executive Director. He is a founder of our Group and was appointed to the Board on 20 August 2004 and was last re-elected on 30 October 2017. Mr. Tao is re-designated as an Executive Director on 8 August 2018. Mr. Tao graduated from Jingling Institute of Technology in Nanjing, where he majored in auditing. From 1990 to 1995, Mr. Tao was with the auditing department of Nanjing Vessel Radio Research Institute, where he was last an assistant accountant.

## **Mr. Deng Hua**

*Non-Executive Director*

Mr. Deng Hua is our Non-Executive Director. He is a founder of our Group. Mr. Deng was appointed to the Board on 1 February 2005 and was last re-elected on 30 October 2017. Mr. Deng is re-designated as a Non-Executive Director on 8 August 2018. Prior to this, Mr. Deng was with Nanjing CRT Factory as section head of the production planning division from August 1992 to July 1995. Thereafter, he joined San Neng Electronic Instruments Co., Ltd as head of the manufacturing division, before leaving in March 1997 to join the quality assurance division of Nanjing Huapu Electronics Co., Ltd. (which manufactures cathode-ray-tubes used in television sets and computers), where he was responsible for quality management and after-sales support. In March 1999, he was appointed head of the planning division, mobile phone department, of ZTE Corporation.

Mr. Deng has a Bachelor of Engineering from the Technology and Physics Faculty of Xi Dian University, China. He completed his Executive MBA programme from China Europe International Business School.

# BOARD OF DIRECTORS

## **Mr. David Hwang Soo Chin**

*Non-Executive and Independent Director*

Mr. Hwang joined the Board on 22 October 2007 and was last re-elected on 29 October 2018. Mr. Hwang has more than 30 years of working experience in both manufacturing and property development industries and held senior management positions and board appointments in various public listed and private companies both in Singapore and abroad. Mr. Hwang sits on the Board of Directors of Singhaiyi Group Limited as an Independent Director.

Mr. Hwang holds a Bachelor of Engineering (Chemical) Degree and a Diploma in Computer Science from the University of Queensland.

## **Mr. See Yen Tarn**

*Non-Executive and Independent Director*

Mr. See joined the Board as a Non-Executive Director on 22 October 2007 and was last re-elected on 29 October 2018. He holds a Bachelor degree in Accountancy from the National University of Singapore. Mr. See is also a Chartered Accountant from England and Wales. He has more than 30 years of working experience at senior management level in various industries and has held such positions as Chief Financial Officer, Executive Director and Deputy Group Managing Director for both listed and non-listed entities in Singapore, Indonesia, Hong Kong, China and Australia.

Mr. See has currently three other listed company directorships, namely, CSC Holdings Limited, Singhaiyi Group Limited and Eidec Corporation Limited.

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive:

Mr. Du Junqi (*Chairman*)  
Mr. Tao Qiang

### Non-Executive:

Mr. Deng Hua  
Mr. David Hwang Soo Chin (*Independent*)  
Mr. See Yen Tarn (*Independent*)

## MANAGEMENT TEAM

Mr. Du Junqi (*Executive Chairman*)  
Mr. Tao Qiang (*Executive Director*)  
Ms. Luo Haiyan (*Chief Financial Officer*)

## AUDIT COMMITTEE

Mr. See Yen Tarn (*Chairman*)  
Mr. David Hwang Soo Chin  
Mr. Deng Hua

## NOMINATING COMMITTEE

Mr. David Hwang Soo Chin (*Chairman*)  
Mr. See Yen Tarn  
Mr. Du Junqi

## REMUNERATION COMMITTEE

Mr. David Hwang Soo Chin (*Chairman*)  
Mr. See Yen Tarn  
Mr. Deng Hua

## COMPANY SECRETARY

Ms. Claudia Teo Kwee Yee

## ASSISTANT COMPANY SECRETARY

**Conyers Corporate Services (Bermuda) Limited**  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## PRINCIPAL PLACE OF BUSINESS

Floor 9, No. 2, Lane 399  
Shengxia Road, Pudong District  
Shanghai, China 201210

## SINGAPORE SHARE REGISTRAR/SHARE TRANSFER AGENT

**Boardroom Corporate & Advisory Services Pte. Ltd.**  
50 Raffles Place #32-01  
Singapore Land Tower  
Singapore 048623

## BERMUDA SHARE REGISTRAR

**Conyers Corporate Services (Bermuda) Limited**  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## JOINT AUDITORS

**BDO Limited**  
Certified Public Accountants  
25th Floor, Wing On Centre  
111 Connaught Road Central  
Hong Kong

## BDO LLP

Public Accountants and Chartered Accountants  
600 North Bridge Road  
#23-01 Parkview Square  
Singapore 188778

## AUDIT PARTNER-IN-CHARGE

**BDO Limited**  
Mr. Lo Ngai Hang  
(Commencing the financial year ended 30 June 2018)  
**BDO LLP**  
Ms. Khoo Gaik Suan  
(Commencing the financial year ended 30 June 2016)

## PRINCIPAL BANKERS

**DBS Bank Ltd.**  
IBG-TMT  
12 Marina Boulevard  
#46-00 DBS Asia Central  
Marina Bay Financial Centre Tower 3  
Singapore 018982

# CORPORATE GOVERNANCE REPORT

LCT Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) view good corporate governance as the hallmark of a well-managed organisation. The board of Directors (the “Board”) and the management (the “Management”) of the Company are thus fully committed to maintaining and upholding the highest standards of corporate governance, professionalism, integrity and commitment at all levels within the Group, underpinned by strong internal controls and risk management systems, to continuously enhance shareholder value.

This corporate governance report (“Report”) sets out the Group’s corporate governance processes and structures that are in place during the financial year ended 30 June 2019 (“FY2019”), with specific reference made to the principles and guidelines of the Code of Corporate Governance 2012 (the “Code”) which forms part of the continuing obligations of the listing manual (the “Listing Manual”) of the Singapore Exchange Securities Trading Limited (the SGX-ST”).

The Board confirms that, for FY2019, the Company has generally adhered to the principles and guidelines set out in the Code, except where otherwise stated. Where there have been deviations from the Code, the Company has sought to provide an appropriate explanation for each deviation in this Report.

## THE BOARD’S CONDUCT OF ITS AFFAIRS (Principle 1)

The Board comprises Directors with a wide range of skills, experience and qualities in the field of investment properties. The Board holds regular scheduled Board meetings throughout the year and ad-hoc meetings are convened as and when warranted by particular circumstances between the scheduled meetings. The bye-law of the Company (the “Bye-laws”) provide for meetings may be held by telephone, electronic or other communication facilities which permit all participants to communicate with each other simultaneously and instantaneously.

To facilitate effective execution of its function, the Board is supported by three sub-committees (the “Board Committees”), the Audit Committee (“AC”), the Nominating Committee (“NC”) and the Remuneration Committee (“RC”). Each of the committees has its own terms of reference setting out its role and has the authority to examine particular issues and report to the Board with their recommendations. The ultimate responsibility for the final decision on all matters, however, lies with the Board.

The Board supervises the Management and the corporate affairs of the Group. Apart from fulfilling its statutory responsibilities, the principal functions of the Board include:

- (i) Approving the Group’s strategic objectives, key operational initiatives, major investments and divestments as well as funding requirements and monitoring the performance of the Management towards achieving adequate shareholders’ value;
- (ii) Approving the budget and reviewing the performance of the Group’s business;
- (iii) Approving the release of the financial results of the Group to shareholders;
- (iv) Providing entrepreneurial leadership and guidance in the overall management of the business and affairs of the Group, and ensuring that the necessary financial figures and human resources are in place for the Group to meet its objectives;
- (v) Overseeing the processes related to risk management and internal control, financial reporting and compliance;
- (vi) Approving the recommended framework of remuneration for the Board and key executives by the Remuneration Committee;

# CORPORATE GOVERNANCE REPORT

- (vii) Identifying the key stakeholder groups and recognising that their perceptions affect the Groups' reputation;
- (viii) Setting the Group's values and standards (including ethical standards) and ensuring that obligations to shareholder and other stakeholders are understood and met;
- (ix) Appointment of the Company Secretary; and
- (x) Considering sustainability issues relating to the environment and social factors as part of the strategic formulation of the Group.

The fiduciary responsibilities of the Board include:

- (i) to conduct itself with proper due diligence and care;
- (ii) to act in good faith;
- (iii) to comply with applicable laws; and
- (iv) to act in the best interests of the Company and its shareholders at all times.

Directors are provided with regular updates, particularly on relevant new laws, regulations, financial reporting standards, changing commercial risks, information of the industry to enable them to make well-informed decisions and to ensure they are competent in carrying out their expected roles and responsibilities. Where appropriate, the Company will arrange for Directors to attend seminars and receive training to improve themselves in discharging of their duties as Directors.

The Directors also have access to the advice and services of the Company Secretary and the Management, and may in appropriate circumstances, seek independent professional advice concerning the Group's affairs. The Directors also have the opportunity to visit the Group's operating facilities and meet with the Management to gain a better understanding of the Group's business operations and governance practices.

The Company also works closely with professionals as and when appropriate to provide its Directors with updates in changes to relevant laws, regulations and accounting standards. During FY2019, the Company's external auditors updated the Board on the new and revised financial reporting standards.

Newly-appointed Directors will be given an orientation program with materials provided to familiarise themselves with the profile of the Group and the Management, business and organisational structure of the Group, and strategic plans and mission of the Company. In addition, the newly-appointed Director will undergo relevant training to enhance their skills and knowledge, particularly on new laws, regulations and changing risks affecting the Group's operations. For first-time Directors, the Company will provide relevant training in areas such as accounting, legal and industry-specific knowledge as appropriate. Upon appointment of each Director, the Company will also provide a formal letter to each Director which sets out their duties and obligations.

The Company shall be responsible for arranging and funding the training of Directors.

The Board's approval is required for matters such as corporate restructuring, mergers and acquisitions, major investments and divestments, material acquisitions and disposals of assets, acceptances of bank facilities, annual budget, the release of the Group's quarterly and full year's results and interested person transaction of a material nature and the Management is fully apprised of such matters.

# CORPORATE GOVERNANCE REPORT

Details of Directors' attendance at Board and Committee meetings held during FY2019 are set out in the table below:

|                              | Board                                           | Audit Committee | Nominating Committee | Remuneration Committee |
|------------------------------|-------------------------------------------------|-----------------|----------------------|------------------------|
| Name of Director             | No. of meetings attended / No. of meetings held |                 |                      |                        |
| Mr. Du Junqi                 | 4/4                                             | -               | 1/1                  | -                      |
| Mr. Tao Qiang <sup>(1)</sup> | 4/4                                             | 1/1             | -                    | 1/1                    |
| Mr. Deng Hua <sup>(1)</sup>  | 3/4                                             | 2/3             | -                    | -                      |
| Mr. David Hwang Soo Chin     | 4/4                                             | 4/4             | 1/1                  | 1/1                    |
| Mr. See Yen Tarn             | 4/4                                             | 4/4             | 1/1                  | 1/1                    |

Notes:

- (1) Mr. Tao Qiang was a member of the Audit Committee and Remuneration Committee and stepped down as a member after 8 August 2018 and Mr. Deng Hua replaced Mr. Tao as a member of the Audit Committee and Remuneration Committee.

## BOARD COMPOSITION AND GUIDANCE (Principle 2)

The Board currently comprises five members, two Executive Directors, one Non-Executive Non-Independent Director and two Non-Executive Independent Directors. The representation of Independent Directors serves the Company well. The Board has, using its collective experience and expertise, at all times exercised independent judgment in decision making to act in the best interests of the Company.

Key information on the Board is found on pages 3 to 4 of the Annual Report. The present composition of the Board complies with the Code's guidelines that Independent Directors make up at least one-third of the Board.

The NC and the Board are also of the view that given the scope, nature and scale of the operations of the Group, the size of the Board is appropriate and facilitates effective interaction between Board members and decision making. The Directors also bring with them a wealth of experience, an extensive business network and expertise in specialised fields such as accountancy and corporate finance. Accordingly, the Board comprises persons who, as a group, have both the appropriate balance and diversity of skills, experience and knowledge, and the necessary core competencies to lead and manage the Group. The NC reviews the Board's structure, size and composition annually, and as and when circumstances require.

The current Board composition provides a diversity of skills, experience and knowledge to the Company as follows:

| Balance and Diversity of the Board          |                     |                     |
|---------------------------------------------|---------------------|---------------------|
| Core Competencies                           | Number of Directors | Proportion of Board |
| - Accounting or finance                     | 5                   | 100%                |
| - Business management                       | 5                   | 100%                |
| - Legal or corporate governance             | 5                   | 100%                |
| - Relevant industry knowledge or experience | 5                   | 100%                |
| - Strategic planning experience             | 5                   | 100%                |
| - Customer based experience or knowledge    | 5                   | 100%                |

# CORPORATE GOVERNANCE REPORT

The Board has taken the following steps to maintain or enhance its balance and diversity:

- (i) by assessing the existing attributes and core competencies of the Board are complementary and enhance the efficacy of the Board; and
- (ii) evaluation by the Directors of the skill sets the other Directors possess, with a view to understand the range of expertise which is lacking by the Board.

The NC will consider the results of these exercises in its recommendation for the appointment of new Directors and/or the re-appointment of incumbent Directors.

NC has noted the results of a study done on the percentage of female representation on SGX-listed boards and female representation in boardrooms globally. Although generally supportive of gender diversity on the board, the NC would require more time to consider the same including possible recommendations and guidelines that may be issued by the authorities on the subject.

Non-Executive and Independent Directors contribute to the Board process by monitoring and reviewing the Management's performance against goals and objectives. Their views and opinions provide an alternative perspective to the Group's business. When challenging the Management's proposals or decisions, they bring independent judgment to bear on business activities and transactions involving conflicts of interest and other complexities.

To facilitate a more effective check on the Management, Non-Executive and Independent Directors are encouraged to meet regularly without the presence of the Management.

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER (Principle 3)

Mr. Du Junqi is both the Executive Chairman of the Board ("Executive Chairman") and the Chief Executive Officer ("CEO") of the Company.

As the Executive Chairman, Mr. Du Junqi leads Board discussions and deliberations. He ensures that Board meetings are held regularly and as and when necessary. He sets the agenda and ensures that Directors are provided with complete, adequate and timely information. He also assists in ensuring compliance with the Group's guidelines on corporate governance. As a general rule, Board papers are sent to Directors in advance of Board meetings so that Directors are well-versed with matters put before the meetings, ensuring that discussions are focused on matters tabled. Board papers include sufficient financial, business and corporate information for the Board members to be effectively engaged on matters to be discussed at Board meetings.

As the CEO, Mr. Du is responsible for the day-to-day management of the Group. Mr. Du executes the strategic plans set out by the Board and ensures that the Directors are kept updated and informed of the Group's business through regular management reports.

All major decisions relating to the operations and management of the Group are jointly and collectively made by the Board after taking into account the opinion of all Directors. As such, there is a balance of power and authority and no one Director individually controls and dominates the decision-making process of the Group.

The Board recognises that best practices of corporate governance advocate that the Chairman of the Board and the chief executive officer of the Company should in principle be separate persons to ensure an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision making.

# CORPORATE GOVERNANCE REPORT

The Board also recognises that there are instances where the two roles may be performed by one person for valid reasons, and that such a practice is not uncommon both locally and in other developed jurisdictions. The holding of dual roles of Executive Chairman and CEO by the same Director, together with the strengths brought to these roles by a person of Mr. Du's stature and experience has been considered by the Board.

There are internal controls in place to allow for effective oversight by the Board of the Company's business to ensure an appropriate balance of power and authority is exercisable by the Board to enable objective decision making in the interests of the Company. In view of the management structure in place and the high representation of independent Directors (two of the Board members are Non-Executive and Independent Directors), the Board is of the view that it is currently unnecessary to effect a separation of the roles of the Executive Chairman from that of the CEO to facilitate the Company's decision making and implementation process.

## BOARD MEMBERSHIP (Principle 4)

The NC is regulated by a set of written terms of reference endorsed by the Board. The NC comprises three members, a majority of whom are independent, including the Chairman of the NC who is not associated in any way with the substantial shareholders of the Company.

The members of the NC as at the date of this Report are:

Mr. David Hwang Soo Chin (Chairman)  
Mr. See Yen Tarn  
Mr. Du Junqi

Under its terms of reference, the NC is responsible for:

- (i) Making recommendations to the Board on all Board appointments, including the development of asset of criteria for Director's appointment and re-appointment;
- (ii) Determining annually the independence of a Director;
- (iii) Ensuring that all Directors submit themselves for re-nomination and re-election at least once every 3 years;
- (iv) In respect of a Director who has multiple Board representations on various companies, deciding whether or not such Director is able to and has been adequately carrying out his duties as a Director, having regard to the competing time commitments that are faced when serving on multiple boards;
- (v) Reviewing training and professional development programmes for the Board;
- (x) Reviewing the Board's performance; and
- (vi) Assessing the effectiveness of the Board as a whole.

During FY2019, the NC met once, with full attendance of its members.

In the selection and nomination of new Director(s) to the Board, the NC reviews and assesses the potential candidates for directorships before making recommendations to the Board. In recommending the potential candidates, the NC takes into consideration the skills and experience required to support the Group, having regard to the attributes, composition and size of the existing Board. The Board is of the view that the process for the appointment of new Director(s) is adequate.

# CORPORATE GOVERNANCE REPORT

The NC has reviewed the independence of each Director for FY2019 as stipulated in the Code and is of the opinion that each of Mr. David Hwang Soo Chin and Mr. See Yen Tarn are independent. The NC notes that the Code requires the Board to subject to rigorous review the independence of any Director who has served for a period of nine years from the date of his first appointment. In view of the above, the NC is of the view that although Mr. David Hwang Soo Chin and Mr. See Yen Tarn have served beyond nine years as an Independent Director since 2007, they continue to express their individual viewpoints, debate issues and objectively and constructively challenge the Management's proposals and decisions on business activities and transactions that may involve conflicts of interests and other complexities. The NC has determined that Mr. David Hwang Soo Chin and Mr. See Yen Tarn's tenure in office have not affected their independence and ability to bring independent and considered judgment to bear in their discharge of duties as a member of the Board and Board Committees. The Board concurred with the NC's views after having considered the confirmation of independence forms submitted by the Non-Executive and Independent Directors.

The NC evaluates the performance of the Board as a whole and Board Committees based on performance criteria set by the Board. The criteria for assessing the Board's and Board Committees' performance include the Board's composition and size, processes, accountability, standard of conduct and performance of its principal functions and fiduciary duties, and guidance to and communication with the Management. The level of contribution to Board meetings and other deliberations are also considered.

The year of initial appointment and last re-election of each Director as well as their present and past directorships in other listed companies and principal commitments as at the date of this report are set out below:

| Director                 | Date of initial appointment | Date of last re-election | Current directorships in listed companies                                 | Past directorships in listed companies (preceding three years) | Principal Commitment |
|--------------------------|-----------------------------|--------------------------|---------------------------------------------------------------------------|----------------------------------------------------------------|----------------------|
| Mr. Du Junqi             | 1 March 2017                | 30 October 2017          | Nil                                                                       | Nil                                                            | Nil                  |
| Mr. Tao Qiang            | 20 August 2004              | 30 October 2017          | Nil                                                                       | Nil                                                            | Nil                  |
| Mr. Deng Hua             | 1 February 2005             | 30 October 2017          | Nil                                                                       | Nil                                                            | Nil                  |
| Mr. David Hwang Soo Chin | 22 October 2007             | 29 October 2018          | Singhaiyi Group Limited                                                   | Nil                                                            | Nil                  |
| Mr. See Yen Tarn         | 22 October 2007             | 29 October 2018          | CSC Holdings Limited, Singhaiyi Group Limited, Eindex Corporation Limited | Nil                                                            | CSC Holdings Limited |

When a Director has multiple board representations, the NC also considers whether or not the Director is able to and has adequately carried out his/her duties as a Director of the Company. The NC noted that Board and Board Committee meetings are scheduled in advance to facilitate the Directors' scheduling of their commitments and while Mr. David Hwang Soo Chin and Mr. See Yen Tarn hold directorships in other listed companies (which are not in the Group), there were full attendance at the Board and Board Committee meetings during FY2019.

# CORPORATE GOVERNANCE REPORT

Given the above, the NC is of the view that such multiple board representations do not hinder them from carrying out their duties as Directors. Instead, the NC considers these Directors would widen the expertise and experience of the Board and give it a broader perspective. As such, the NC does not presently consider it necessary to determine the maximum number of listed company board representations which any of the Directors may hold, and is satisfied that sufficient time and attention are being given by the Directors to the affairs of the Company.

The NC is satisfied that all Directors have discharged their duties adequately for FY2019.

Bye-Law 86 (1) provides that each Director is required to retire at least once in every 3 years by rotation. The retiring Directors are eligible to offer themselves for re-election. The NC has recommended Mr. Du Junqi and Mr. Deng Hua, who are retiring at this forthcoming Annual General Meeting ("AGM"), and have offered themselves for re-election as Directors of the Company.

There were no alternate Directors appointed on the Board for FY2019.

## BOARD PERFORMANCE (Principle 5)

The NC has established a formal process to assess the performance of the Board and effectiveness of the Board as a whole as well as to assess the individual Directors for their contribution and their commitment to their role. Such performance criteria, which allow for comparison with industry peers, are approved by the Board and they address how the Board has enhanced long term shareholder value. The Board has not changed any of such performance criteria during FY2019. In addition, each member of the NC shall abstain from deliberating in respect of the assessment of his or her performance.

Formal review of the Board's performance is undertaken collectively and individually by the Board annually. The evaluation exercise is carried out annually by way of performance evaluation checklists which are circulated to the Board members for completion and thereafter, for the NC to review and determine the actions required to improve the corporate governance of the Company and effectiveness of the Board and Board Committees as a whole.

Informal evaluation of the performance of the Board is undertaken on a continuous basis by the NC with inputs from the Executive Directors and the Executive Chairman. The latter will act on the results of the evaluation and where appropriate, in consultation with the NC, will propose the appointment of new Directors or seek resignation of current Directors.

The performance criterion for the Board evaluation includes an evaluation of the size and composition of the Board, the Board's access to information, accountability, Board processes, Board performance in relation to discharging its principal responsibilities, communication with the Management and standards of conduct of the Directors.

The performance criterion for the individual Director's evaluation includes his commitment and attendance at board and committee meetings, his other contributions to the Group and his standards of conduct.

The evaluation of the Board's performance and individual Director's contribution is conducted by a questionnaire to be completed by each individual Director. The findings are then collated and analysed, and thereafter presented to the NC, which will, in consultation with the Chairman, take appropriate actions to address the findings of the performance assessment. No external facilitator was engaged for the evaluation process in FY2019.

The NC is of the view that the Board and its Board Committees operate effectively and each director is contributing to the overall effectiveness of the Board and that the Board has met its performance objectives.

# CORPORATE GOVERNANCE REPORT

## ACCESS TO INFORMATION (Principle 6)

The Board is provided with detailed Board papers prior to every Board meeting. The Board papers are furnished to Board members with sufficient time for the Directors to obtain additional information or explanations from the Management if necessary. Requests for information from the Board are dealt with promptly by the Management. The Management is also involved in preparing the Board papers and can provide additional insight into the matters to be discussed. As such, the Management is normally invited to attend the Board meetings.

The Board also receives regular reports on the Group's performance and business activities as well as updates of on-going projects and other business matters.

The Directors have separate and independent access to the Management and the Company Secretary at all times and on all matters whenever they deem necessary.

The Company Secretary, or his authorised persons, is responsible to administer and attend all meetings of the Board and Board Committees and to prepare all the minutes of such meetings. The Company Secretary is responsible for ensuring that Board procedures are followed and reviewed so that the Board functions effectively and the Bye-Laws and the relevant rules and regulations (in particular the Listing Manual) applicable to the Company are complied with.

The Company Secretary's responsibilities also include ensuring good information flows within the Board and the Board Committees and between the Management, Non-Executive Director, and Non-Executive Independent Directors as well as facilitating orientation and assisting with professional development, as required. The appointment and removal of the Company Secretary is a matter for consideration by the Board as a whole.

Where necessary, the Company will, upon the request of Directors (whether as a group or individually), provide them with independent professional advice, at the Company's expense to enable the Directors to effectively discharge their duties.

## PROCEDURES FOR DEVELOPING REMUNERATION POLICIES (Principle 7)

The Remuneration Committee ("RC") is regulated by a set of written terms of reference endorsed by the Board. The RC comprises three members, all of whom are Non-Executive Directors and a majority of whom, including the Chairman, are independent.

The members of the RC as at the date of this report are:

Mr. David Hwang Soo Chin (Chairman)  
Mr. See Yen Tarn  
Mr. Deng Hua

Under its terms of reference, the RC is responsible for:

- (i) Determining and recommending to the Board specific remuneration packages and terms of employment for each of the Executive Directors;
- (ii) Reviewing the Company's obligations arising in the event of termination of an Executive Director's and key management personnel's service contracts, to ensure that such contracts contain fair and reasonable termination clauses that are not overly generous.
- (iii) Reviewing the remuneration packages of Senior Management of the Group;

# CORPORATE GOVERNANCE REPORT

- (iv) Reviewing and recommending to the Board, a framework of remuneration for Executive Directors and key executives. In establishing the remuneration framework, the RC takes into account the performance of the Group as well as the Directors and key executives. The Group adopts an overall remuneration policy comprising a fixed component in the form of a basic salary and a variable component. The variable component is by way of a bonus that is linked to the Group's and the individual's performance;
- (v) Seeking to seek appropriate expert advice in the field of executive compensation outside the Company on remuneration matters where necessary; and
- (vi) Administering the Group's long-term incentive scheme, the Share Award Plan, and considering the eligibility of Directors for benefits under the scheme.

During FY2019, the RC met once, with full attendance of its members.

Annual review of the remuneration packages of the Executive Directors was carried out by the RC to ensure that the remuneration of the Executive Directors commensurate with their performance, giving due consideration to the financial and commercial health and business needs of the Group.

During FY2019, the RC did not require the service of an external remuneration consultant.

## LEVEL AND MIX OF REMUNERATION (Principle 8)

The Board's remuneration policy is intended to attract capable individuals to the Board as well as to retain and motivate them in their roles. The Board believes that it is essential to remunerate Directors equitably to attract and retain individuals with the necessary qualifications and capabilities. The Board ensures that its remuneration policies are in line with the strategic objectives of the Company and are aligned with similar industries in the region.

The Executive Directors namely, Mr. Du Junqi and Mr. Tao Qiang are paid based on their service agreements with the Company.

Mr. Du Junqi had entered into a new service agreement with the Company for a period of 3 years commencing from 8 August 2018, with automatic renewal every 3 years thereafter subject to confirmation by the Company. The service agreement provides for termination by either the Executive Director or the Company with a 6-month written notice period.

Following the re-designation of Mr. Tao Qiang on 8 August 2018, from a Non-Executive Director to an Executive Director, he has also entered into a service agreement with the Company for a period of 3 years, with automatic renewal every 3 years thereafter subject to confirmation by the Company. The service agreement provides for termination by either the Executive Director or the Company with a 3-month written notice period.

The Non-Executive and Independent Directors do not have any service agreements with the Company. The current remuneration of the Non-Executive and Independent Directors takes the form of a fixed fee and allowance, and is commensurate with the level of contribution, taking into account factors such as effort and time spent for serving the Board and Board Committees, other responsibilities of the Directors and the particular circumstances applicable to the Company, and the practice of companies in the same industry, of comparable size and having similar business models.

The Board recognises the need to pay competitive (but not excessive) fees to attract, motivate and retain Directors. The Directors' fees are recommended by the RC for the Board's approval and will be paid only after approval by shareholders at the forthcoming AGM.

# CORPORATE GOVERNANCE REPORT

The annual reviews of the compensation are carried out by the RC to ensure that the remuneration of the Executive Directors and key management personnel commensurate with their performance and that of the Company, giving due regard to the financial and commercial health and business needs of the Group.

The performance of the CEO (together with other key management personnel) is reviewed periodically by the RC and the Board. In structuring the compensation framework, the RC also takes into account the risk policies of the Group, the need for the compensation to be symmetric with the risk outcomes and the time horizon of risks.

Executive Directors do not receive directors' fees but are remunerated as members of the Management. The remuneration package of the Executive Directors and the key management personnel comprises a basic salary component and a variable component which is the annual bonus, based on the performance of the Group as a whole and their individual performance. This is designed to align remuneration with the interests of shareholders and link rewards to corporate and individual performance so as to promote the long-term sustainability of the Group.

Having reviewed and considered the variable components of the Executive Directors and the key management personnel, which are moderate, the RC is of the view that there is no requirement to institute contractual provisions to allow the Company to reclaim incentive components of their remuneration paid in prior years in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss.

In addition, the Executive Directors owe a fiduciary duty to the Company. The Company should be able to avail itself to remedies against the Executive Directors in the event of such breach of fiduciary duties.

## DISCLOSURE ON REMUNERATION (Principle 9)

The Management has recommended to the RC and the Board an amount of S\$155,000 (2019: S\$155,000) as Directors' fees for the Non-Executive and Independent Directors for FY2020. The Board will table the Directors' fee at the forthcoming AGM for shareholders' approval. No Director was involved in determining his own remuneration.

The Board, after weighing the advantages and disadvantages of such disclosure, is of the view that full disclosure of the actual remuneration of each Director, the CEO and key management personnel pursuant to Rule 1207(15) and Rule 1207(12) of the Listing Manual and Guideline 9.2 of the Code would not be in the interests of the Company as such information is confidential and sensitive in nature, and can be exploited by competitors. The Board is also of the view that a disclosure of the aggregate total remuneration paid to the key management personnel (who are not Directors or the CEO) would not be in the interests of the Company, for the same reasons.

The level of remuneration and fees payable to Directors in bands of S\$250,000 is as follows:

| Remuneration Band        | Number of Directors |      |
|--------------------------|---------------------|------|
|                          | 2019                | 2018 |
| Above S\$500,000         | -                   | -    |
| S\$250,000 to S\$499,999 | -                   | -    |
| Below S\$250,000         | 5                   | 6    |

# CORPORATE GOVERNANCE REPORT

The mix of the remuneration payable to Directors for FY2019 is as follows:

| Name of Directors            | Status                    | Fees <sup>(1)</sup> | Salary | Bonus | Other Benefits |
|------------------------------|---------------------------|---------------------|--------|-------|----------------|
| Mr. Du Junqi                 | Executive                 | -                   | 78%    | 20%   | 2%             |
| Mr. Deng Hua <sup>(2)</sup>  | Non-Executive             | 79%                 | 14%    | -     | 7%             |
| Mr. Tao Qiang <sup>(3)</sup> | Executive                 | 7%                  | 72%    | 20%   | 1%             |
| Mr. David Hwang Soo Chin     | Non-Executive Independent | 81%                 | -      | -     | 19%            |
| Mr. See Yen Tarn             | Non-Executive Independent | 81%                 | -      | -     | 19%            |

Notes:

- (1) Directors' fees in an aggregate amount are subject to approval by shareholders at the forthcoming AGM.
- (2) Mr. Deng Hua is re-designated to Non-Executive Director of the Company on 8 August 2018.
- (3) Mr. Tao Qiang is re-designated to Executive Director of the Company on 8 August 2018.

There are no employees who are immediate family members of the Directors and substantial shareholders and whose remuneration is in excess of S\$50,000 per year.

The Board is of the view that given the confidentiality and commercial sensitivity attached to remuneration matters, the aggregate remuneration for each Director would not be disclosed.

For FY2019, the remuneration of the key executives who are not also Directors is set out below in bands of S\$250,000:

| Remuneration Band | Number of Key Executives |      |
|-------------------|--------------------------|------|
|                   | 2019                     | 2018 |
| Below S\$250,000  | 1                        | -    |

The Company adopted the Longcheer Share Option Scheme (the "SOS") on 25 February 2005. The SOS is administered by the RC. No options were granted for FY2019.

On 10 November 2014, the Board of Directors of the Company had announced that the share under the remaining plan to be vested on 4 February 2015 and 4 February 2016 will no longer be issued and/or transferred to participants.

## ACCOUNTABILITY (Principle 10)

The Board provides shareholders with a detailed and balanced explanation and analysis of the Group's performance, financial position and prospects on a quarterly basis, as well as timely announcements of other matters as prescribed by the relevant rules and regulations.

Management provides the Board with appropriately detailed accounts of the Group's performance, financial position and prospects on a quarterly basis, or as and when required or requested by the Board to enable the Board to effectively fulfil its responsibilities.

# CORPORATE GOVERNANCE REPORT

## RISK MANAGEMENT AND INTERNAL CONTROLS (Principle 11)

The Board recognises its responsibilities over the governance of risks and has set in place management procedures for ensuring a sound system of risk management and internal controls.

The Group maintains a robust and effective system of internal controls and risk management policies, addressing financial, operational, compliance and information technology risks, for all companies within the Group, to safeguard shareholders' interests and the Group's business and assets.

The Board reviews, at least annually, the overall adequacy and effectiveness of the Group's internal controls, including financial, operational and compliance controls, and risk management policies and systems established by Management with the assistance of internal and external auditors.

During FY2019, the AC has reviewed the adequacy and effectiveness of the Group's internal controls and risk management system. Based on the internal controls established and maintained by the Group, work performed by the internal and external auditors, and the reviews performed by Management, the Board, with the concurrence with the AC, is of the opinion that the Group's internal controls in place are adequate and effective in addressing the Group's financial, operational, compliance and information technology controls and risk management systems to which the Group is exposed in its current business environment as at 30 June 2019.

The Board will, on a continuing basis, endeavour to further enhance and improve the Group's system of internal controls and risk management policies.

The system of internal controls and risk management established by the Group provides reasonable, but not absolute, assurance that the Group's assets and investments are safeguarded. The Board notes that no system of internal controls and risk management can provide absolute assurance in this regard, or absolute assurance against the occurrence of material errors, poor judgment in decision-making, human errors, losses, fraud or other irregularities.

The Board has received a report which contained written assurance from the CEO and CFO for FY2019 that:

- (i) The financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and
- (ii) The Company's risk management and internal control systems are in place and effective.

## AUDIT COMMITTEE (Principle 12)

The AC is regulated by a set of written terms of reference endorsed by the Board. The AC comprises three members, all of whom are Non-Executive Directors and a majority of whom, including the Chairman, are Independent.

The terms of reference of the AC provides the AC with the authority to investigate any matter within its terms of reference, full access to and co-operation from Management and full discretion to invite any Director or executive officer to attend its meetings, and reasonable resources to enable it to discharge its functions.

# CORPORATE GOVERNANCE REPORT

The members of the AC as at the date of this Report are:

Mr. See Yen Tarn (Chairman)  
Mr. David Hwang Soo Chin  
Mr. Deng Hua

The AC members bring with them many years of managerial and professional experience in the areas of finance and business management to sufficiently discharge the AC's functions. The Board is satisfied that the AC members, collectively, have relevant accounting and related financial management expertise or experience and are appropriately qualified to discharge their responsibilities.

Under the terms of reference, the AC is responsible for:

- (i) Reviewing the quarterly and annual financial statements including disclosures and accounting policies of the Company and the Group prior to their submission to the Board for adoption;
- (ii) Reviewing with the external auditors, the Company's:
  - (a) annual audit plans;
  - (b) findings and recommendations to the Management as well as the Management's response thereto;
  - (c) evaluation of system of internal accounting controls; and
  - (d) audit reports;
- (iii) Reviewing the assistance given by the Management to the external auditors;
- (iv) Reviewing the scope and results of the internal audit procedures performed by the internal auditors;
- (v) Reviewing the non-audit services provided by the external auditors to ensure that provision of such services will not affect the independence of the auditors;
- (vi) Recommending the appointment, re-appointment or removal of external auditors, taking into consideration the scope and results of the audit as well as the cost effectiveness, independence and objectivity of the external auditors;
- (vii) Approving the hiring, removal, evaluation and compensation of the head of the internal audit function, or the accounting / auditing firm or corporation to which the internal audit function is outsourced; and
- (viii) Reviewing interested person transactions, if any, falling within the scope of Chapter 9 of the Listing Manual on a quarterly basis.

During FY2019, the AC met four times.

The AC meets with the external and internal auditors without the presence of the Management, at least once annually, to review any matters that might be raised privately and discuss their findings set out in their respective reports to the AC.

The AC keeps abreast of changes to accounting standards and issues which have a direct impact on financial statements through the report presented by the external auditors on the scope and results of the external audit, and through their discussions with the external auditors.

No former partner or director of the Company's existing auditing firm or audit corporation is a member of the AC.

# CORPORATE GOVERNANCE REPORT

Audit fees paid to external joint auditors, BDO Limited, Certified Public Accountants (“BDO Limited”) and BDO LLP, Public Accountants and Chartered Accountants (“BDO LLP”) for the audit of the Company and its subsidiaries for the FY2019 amounted to HK\$700,000. For FY2019, there were no non-audit fees paid to BDO Limited and BDO LLP.

The Company has re-appointed BDO Limited and BDO LLP as joint auditors of the Company for FY2019 and accordingly the Company has complied with Rule 712 of the Listing Manual. In addition, the AC has recommended to the Board the nomination of BDO Limited and BDO LLP for re-appointment as joint auditors of the Company to act jointly at its forthcoming AGM. The Company confirms that it has complied with Rule 712 of the Listing Manual.

The Group has put in place a whistle-blowing policy to provide a channel for staff and any other persons to raise their concerns about possible improprieties, fraudulent activities and malpractices within the Group in a responsible manner in matters of financial reporting or others. The objective of the whistle-blowing policy is to ensure that arrangements and processes are in place to facilitate independent investigations of such concerns and for appropriate follow-up action.

## INTERNAL AUDIT (Principle 13)

Given its current business operation, the Group has outsourced its internal audit functions to an independent advisory firm, Nexia TS Risk Advisory Pte. Ltd. (“Nexia”), as it is more cost effective than maintaining an in-house internal audit function.

The primary role of the internal auditors is to:

- (i) Assist the Board to evaluate the reliability, adequacy and effectiveness of the internal controls and risk management processes of the Company;
- (ii) Review the internal controls of the Company to ensure proper recording of transactions and safeguarding of assets; and
- (iii) Review the Company’s compliance with the relevant laws, regulations and policies established by the Company.

Nexia performs a bi-annual internal audit review of the Group and reports directly to the AC. The AC has reviewed the risk assessment and internal audit approach proposed by Nexia as well as the internal audit report submitted.

Based on its assessment, the AC is satisfied with the quality and effectiveness of the internal audit and is satisfied that its internal auditors are currently adequately resourced and have appropriate standing within the Group to perform its functions effectively. The AC is also satisfied that the internal audit function is staffed by suitably qualified and experienced professionals with the relevant experience.

The internal auditors plan their audit schedules in consultation with, but independent of, the Management. The internal audit plan is submitted to the AC for approval prior to implementation. The AC reviews the activities of the internal auditors, and meets with the internal auditors to approve their plans and to review their report for the prior reporting period.

The AC is of the view that the internal auditors have unfettered access to all the relevant documents, records, properties and personnel including access to the AC.

# CORPORATE GOVERNANCE REPORT

## SHAREHOLDER RIGHTS, COMMUNICATION WITH SHAREHOLDERS AND CONDUCT OF SHAREHOLDER MEETINGS (Principles 14, 15 and 16)

The Company practises fair and equitable treatment to all shareholders and stakeholders and to facilitate the exercise of ownership rights, the Company provides all material information which would materially affect the price or value of the Company's shares in an accurate and timely manner via SGXNET, so as to enable shareholders to make informed decisions. The Company does not practice selective disclosure of material information but in the where there is inadvertent disclosure made to a select group, the Company endeavours to made the same disclosure publicly to all others as promptly as possible.

In line with the continuous obligations of the Company pursuant to the Listing Manual, the Company is committed to the clear and timely disclosure of material or price sensitive information such as announcements of the quarterly and full year financial results, material transactions, and other developments relating to the Group.

Shareholders are entitled to and encouraged to attend all general meetings to stay informed of the Company's goals and strategies and to ensure a high level of accountability. The Board is satisfied that shareholders have been given the opportunity to participate effectively and to vote at general meetings. Shareholders are also informed of voting procedures governing general meetings.

Shareholders have the opportunity to participate effectively in and vote at general meetings of shareholders, and may appoint up to 2 proxies under the Bye-Laws to attend and vote on their behalf. Shareholders who hold shares through nominees, are allowed, upon prior request through their nominees, to attend and observe the general meetings.

While the Company does not have a dedicated investor relations team, the Company recognises the importance of regular, effective and timely communication with the shareholders.

The Company's main forum for dialogue with shareholders is the AGM, where the Board (including the chairman of the respective Board Committees), key executives and the external auditors are in attendance. At the AGM, shareholders are encouraged to participate in the meeting by raising relevant questions or seeking clarification on the motions tabled at the meeting.

Resolutions to be passed at general meetings are always separate and distinct in terms of issue so that shareholders are better able to exercise their right to approve or deny the issue or motion.

All shareholders of the Company receive a copy of the Annual Report or Circulars, and notice of shareholders' meetings. Notices of shareholders' meetings set out all items of business to be transacted at the respective shareholders' meetings, and are also advertised in the newspapers.

The Company records minutes of all general meetings and questions and comments from shareholders together with the responses of the Board and Management. These minutes will be available to shareholders upon their request.

To promote greater transparency and effective participation, the Company has conducted the voting of all its resolutions by poll at all of its general meetings since year 2015. The detailed results of the poll voting on each resolution tabled at the AGM, including the total number of votes cast for or against each resolution tabled, were announced immediately at the AGMs and via SGXNET thereafter. In view of cost consideration, the Company is of the view that manual poll voting is currently sufficient for the purpose of obtaining shareholders' approval at general meetings. The Company will continue to assess the costs and benefits of employing the electronic poll voting system in future.

The Company does not have a formal dividend policy. The Board considers the Company's capital structure, cash requirements and future plans in deciding whether to declare dividends. Where dividends are not declared, the Company discloses the reasons at the general meetings.

# CORPORATE GOVERNANCE REPORT

The Bye-laws allows shareholders to vote in person or by proxy or by attorney, or in the case of a corporation, by a representative. A shareholder may appoint up to two proxies to attend and vote in his stead at a general meeting. For shareholders who hold shares through the Central Depository (Pte) Limited, they are able to attend and vote at general meetings under the multiple proxy regime.

The Company has not amended the Bye-laws to provide for other methods of voting in absentia due to security and integrity concerns. The Company noted that provision for such other methods of voting in absentia would also require a costly system of authentication to ensure the integrity of information and the identity of shareholders in telephonic and electronic media.

## ADDITIONAL INFORMATION

### Code of Business Conduct

The Directors, officers and employees are required to observe and maintain high standards of integrity that are in compliance with laws and regulations and Group policies.

### Dealings in Securities

The Group has adopted an internal code of conduct that is consistent with Rule 1207(19) of the Listing Manual in relation to dealings in the Company's securities.

The Company, Directors, officers and staff of the Group are prohibited from dealing the Company's securities (a) on short-term considerations; (b) while in possession of unpublished material price-sensitive information in relation to such securities; and (c) during the periods commencing two weeks before the announcement of the Group's quarterly results and one month before the announcement of the Group's annual results, and ending on the date of the announcement of such results.

Directors are required to report to the Company Secretary whenever they deal in the Company's securities and the latter will make the necessary announcements in accordance with requirements of the SGX-ST.

The Company has complied with Rule 1207(19) of the Listing Manual.

### Interested Person Transactions

Transactions with the Company's interested persons (as defined in the Listing Manual) are subject to review and approval by the AC. The AC reviews each transaction to determine that it is on normal commercial terms, and hence, not prejudicial to the interests of the Company and shareholders, before making its recommendation to the Board for approval.

Interested person transactions carried out during the financial year under review are as follows:

| Name of Interested Person | Aggregate value of all IPTs during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under Shareholders' Mandate pursuant to Rule 920)<br>S\$'000 | Aggregate value of all IPTs conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000)<br>S\$'000 |
|---------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|
| Du Junqi                  | S\$3,568.09                                                                                                                                                                                             | -                                                                                                                                               |

#### Notes:

On 8 August 2018, Shanghai Donhe9gu Oxygenland CO.,Ltd. provide conference venue and services for the group's fourth quarter board of directors, as well as accommodation and catering services for participants. This amount was paid on 21 September 2018.

# CORPORATE GOVERNANCE REPORT

## Material Contracts

Save for the service agreements between the Executive Directors and as disclosed elsewhere in the financial statements, no material contracts (including loans) of the Company or its subsidiaries involving the interest of the CEO or any Director or controlling shareholders subsisting at the end of the financial year have been entered into since the end of the previous financial year.

# DIRECTORS' STATEMENT

The Directors present their statement to the shareholders of the Company together with the audited consolidated financial statements of the Group for the financial year ended 30 June 2019 and the statement of financial position of the Company as at 30 June 2019.

In the opinion of the Directors,

- (a) the accompanying consolidated income statement, consolidated statement of comprehensive income, consolidated and company statements of financial position, consolidated and company statements of changes in equity, consolidated statement of cash flows, and notes thereto are drawn up so as to give a true and fair view of the state of affairs of the Company and of the Group as at 30 June 2019 and the results of the business and cash flows of the Group and changes in equity of the Company and of the Group for the financial year then ended; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

The Board of the Directors authorised these financial statements for issue on 25 September 2019 .

## 1. DIRECTORS

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

Mr. Du Junqi (Chairman and Chief Executive Officer)  
Mr. Tao Qiang  
Mr. Deng Hua  
Mr. David Hwang Soo Chin  
Mr. See Yen Tarn

## 2. ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE BENEFITS BY MEANS OF THE ACQUISITION OF SHARES AND DEBENTURES

Neither at the end of the financial year nor at any time during the financial year did there subsist any arrangement whose object is to enable the Directors of the Company to acquire benefits by means of the acquisition of shares or debentures in the Company or any other body corporate.

# DIRECTORS' STATEMENT

## 3. DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

The Directors of the Company holding office at the end of the financial year had no interests in the share capital and debentures of the Company and related corporations except as follows:

|                                        | Shareholdings registered<br>in the name of Directors |                   | Shareholdings in which<br>Directors are deemed to<br>have an interest |                   |
|----------------------------------------|------------------------------------------------------|-------------------|-----------------------------------------------------------------------|-------------------|
|                                        | At beginning<br>of year                              | At end<br>of year | At beginning<br>of year                                               | At end<br>of year |
| <b>The Company</b>                     |                                                      |                   |                                                                       |                   |
| <u>Ordinary shares of US\$0.2 each</u> |                                                      |                   |                                                                       |                   |
| Mr. Deng Hua                           | -                                                    | -                 | 1,018,979                                                             | 1,018,979         |
| Mr. Tao Qiang                          | -                                                    | -                 | 940,434                                                               | 940,434           |
| Mr. David Hwang Soo Chin               | 3,862                                                | 3,862             | 30,000                                                                | 30,000            |
| Mr. See Yen Tarn                       | 3,862                                                | 3,862             | -                                                                     | -                 |

The directors' interests in the shares of the Company at 21 July 2019 were the same at 30 June 2019.

## 4. DIRECTORS' RECEIPT AND ENTITLEMENT TO CONTRACTUAL BENEFITS

Except as disclosed in the financial statements, since the beginning of the financial year, no Director of the Company has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the director or with a firm of which he is a member, or with a company in which he has a substantial financial interest.

## 5. SHARE OPTIONS

During the financial year, no option to take up unissued shares of the Company or any corporation in the Group was granted.

During the financial year, there were no shares of the Company or any corporation in the Group issued by virtue of the exercise of an option to take up unissued shares.

At the end of the financial year, there were no unissued shares of the Company or any corporation in the Group under option.

# DIRECTORS' STATEMENT

## 6. AUDIT COMMITTEE

The AC performed the functions as detailed in the Group's Corporate Governance Report. The members of the Audit Committee ("AC") are as follows:

Mr. See Yen Tarn (Chairman)  
Mr. David Hwang Soo Chin  
Mr. Deng Hua

Mr. See and Mr. Hwang are Non-Executive and Independent Directors and Mr. Deng is a Non-Executive Director.

## 7. INDEPENDENT AUDITORS

The AC has recommended to the Board of Directors the re-appointment of BDO Limited, Certified Public Accountants, Hong Kong ("BDO Limited") and BDO LLP, Public Accountants and Chartered Accountants, Singapore ("BDO LLP") as the Company's joint auditors at the forthcoming Annual General Meeting.

BDO Limited and BDO LLP have expressed their willingness to accept re-appointment as the Company joint auditors.

ON BEHALF OF THE DIRECTORS

.....  
Mr. Du Junqi

.....  
Mr. Tao Qiang

25 September 2019

# INDEPENDENT JOINT AUDITORS' REPORT



TO THE SHAREHOLDERS OF LCT HOLDINGS LIMITED  
(incorporated in Bermuda with limited liability)

## Opinion

We have audited the consolidated financial statements of LCT Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) set out on pages 30 to 83, which comprise:

- the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 30 June 2019;
- the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows of the Group;
- the statement of changes in equity of the Company for the year then ended; and
- notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company give a true and fair view of the consolidated financial position of the Group and of the financial position of the Company as at 30 June 2019 and of the consolidated financial performance and consolidated cash flows of the Group for the year then ended in accordance with International Financial Reporting Standards (“IFRSs”).

## Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (“ISAs”). 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 Accounting and Corporate Regulatory Authority (“ACRA”) Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities (“ACRA Code”) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore and the Hong Kong Institute of Certified Public Accountants (“HKICPA”) Code of Ethics for Professional Accountants (“HKICPA Code”), and we have fulfilled our other ethical responsibilities in accordance with these requirements, the ACRA Code and the HKICPA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, 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.

### 1. Fair value measurement of investment property

#### Key Audit Matter

As at 30 June 2019, the Group’s investment property, held by a subsidiary in the People’s Republic of China, is carried at fair value which amounted to approximately RMB128,000,000.

The fair value of the investment property is determined based on a valuation by an independent valuer (the “Management Expert”) using a combination of income approach and direct comparison approach.

We have determined the valuation of the investment property to be a key audit matter as significant judgements are involved in evaluating the appropriateness of the valuation methodology, and assessing the reasonableness of the key underlying assumptions used by the valuer, particularly relating to the significant unobservable inputs.

# INDEPENDENT JOINT AUDITORS' REPORT

## Related Disclosures

Refer to notes 3.7, 4 and 15 of the accompanying consolidated financial statements.

## Audit Response

Our audit procedures included amongst others, the following:

- Obtaining valuation report of the investment property and holding discussion with the Management Expert to understand their valuation methodology;
- Critically assessing the key assumptions on significant unobservable inputs, including the market monthly rental rate and the market unit sale rate;
- Engaged another independent valuer as auditor's expert to assist our assessment on valuation methodology and the key assumptions;
- Evaluating the professional competence and the objectivity of the Management Expert and the auditor's expert which included considering the valuer's experience and qualification in assessing similar investment property; and
- Evaluating the adequacy of the relevant disclosures in the financial statements.

## 2. Acquisition of Shanghai Xiyun Information Technology Services Co., Ltd - purchase price allocation

### Key Audit Matter

On 27 June 2019, the Group completed the acquisition of 80% equity interest in Shanghai Xiyun Information Technology Services Co., Ltd. ("Xiyun") for an aggregate maximum purchase consideration of RMB3,200,000, with contingent consideration arrangements.

Management, assisted by an external valuation specialist (the "Management Expert"), performed a purchase price allocation ("PPA"). In carrying out the PPA, significant judgement and estimation are required in the determination of the fair values of the contingent consideration, identified assets acquired and liabilities assumed, including the identification and valuation of intangible assets acquired and the resultant goodwill. The goodwill and intangible assets recognised amounted to RMB1,388,000 and RMB700,000 respectively.

Due to the size of the acquisition and complexities inherent in business combinations, this matter was considered one of the most significant in the audit of the current year financial statements.

## Related Disclosures

Refer to notes 4(b), 13, 14 and 31 of the accompanying consolidated financial statements

## Audit Response

Our audit procedures included amongst others, the following:

- Examined the sale and purchase agreement to understand the key terms and conditions;
- Evaluated the competence, capabilities and objectivity of Management Expert and evaluated the appropriateness of the work on the PPA;

# INDEPENDENT JOINT AUDITORS' REPORT

- Obtaining valuation report of the PPA and holding discussion with the Management Expert to understand their valuation methodology;
- Engaged another independent valuer as auditor's expert to evaluate the appropriateness of the valuation methodologies and key assumptions applied in the PPA report, including forecasted revenue, operating profits, discount rate and cash flows;
- Critically assessing the key assumptions on significant unobservable inputs, including the management estimation of growth rate; and
- Evaluating the adequacy of the relevant disclosures in the financial statements.

## Other Information

The directors are responsible for the other information. The other information comprises all the information included in the Company's 2019 annual report, but does not include the financial statements and our joint auditors' report thereon.

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

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

## Responsibilities of Directors for the Financial Statements

The directors are responsible for the preparation of financial statements that give a true and fair view in accordance with IFRSs, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the directors are 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 the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

## 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 a joint 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 ISAs 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 ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

# INDEPENDENT JOINT AUDITORS' REPORT

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' 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 joint 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 joint 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 joint 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.

The engagement partners on the audit resulting in this independent joint auditors' report are Khoo Gaik Suan and Lo Ngai Hang.

## **BDO LLP**

Public Accountants and Chartered Accountants  
Singapore

25 September 2019

## **BDO Limited**

Certified Public Accountants  
Hong Kong

25 September 2019

# CONSOLIDATED INCOME STATEMENT

for the year ended 30 June 2019

|                                                                  | Notes | 2019<br>RMB'000 | 2018<br>RMB'000 |
|------------------------------------------------------------------|-------|-----------------|-----------------|
| Revenue                                                          | 5     | <b>12,777</b>   | 12,215          |
| Cost of sales                                                    |       | <b>(2,655)</b>  | (2,907)         |
| Gross profit                                                     |       | <b>10,122</b>   | 9,308           |
| Other gains and losses                                           | 5     | <b>8,752</b>    | 10,277          |
| Administrative expenses                                          |       | <b>(8,483)</b>  | (6,759)         |
| Profit before income tax                                         | 7     | <b>10,391</b>   | 12,826          |
| Income tax expense                                               | 8     | <b>(3,810)</b>  | (3,751)         |
| <b>Profit for the year attributable to owners of the Company</b> |       | <b>6,581</b>    | 9,075           |
| <b>Earnings per share attributable to owners of the Company</b>  | 9     |                 |                 |
| Earnings per share (RMB cents)                                   |       |                 |                 |
| - Basic and diluted                                              |       | <b>18.67</b>    | 25.75           |

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the year ended 30 June 2019

| Notes                                                                                           | 2019<br>RMB'000 | 2018<br>RMB'000 |
|-------------------------------------------------------------------------------------------------|-----------------|-----------------|
| <b>Profit for the year</b>                                                                      | <b>6,581</b>    | 9,075           |
| <b>Other comprehensive income</b>                                                               |                 |                 |
| Items that may be reclassified subsequently to profit or loss:                                  |                 |                 |
| Currency translation:                                                                           |                 |                 |
| - Group                                                                                         | 989             | (1,181)         |
| <b>Other comprehensive income for the year, net of tax amounting to RMB NIL (2018: RMB NIL)</b> | <b>989</b>      | (1,181)         |
| <b>Total comprehensive income for the year</b>                                                  | <b>7,570</b>    | 7,894           |
| <b>Total comprehensive income attributable to:</b>                                              |                 |                 |
| Owners of the Company                                                                           | 7,570           | 7,894           |

# STATEMENTS OF FINANCIAL POSITION

as at 30 June 2019

|                                                       |       | Group           |                 | Company         |                 |
|-------------------------------------------------------|-------|-----------------|-----------------|-----------------|-----------------|
|                                                       | Notes | 2019<br>RMB'000 | 2018<br>RMB'000 | 2019<br>RMB'000 | 2018<br>RMB'000 |
| <b>ASSETS AND LIABILITIES</b>                         |       |                 |                 |                 |                 |
| <b>Non-current assets</b>                             |       |                 |                 |                 |                 |
| Property, plant and equipment                         | 11    | 653             | 671             | -               | -               |
| Intangible assets                                     | 13    | 700             | -               | -               | -               |
| Goodwill                                              | 14    | 1,388           | -               | -               | -               |
| Interest in subsidiaries                              | 12    | -               | -               | 128,183         | 126,016         |
| Investment property                                   | 15    | 128,000         | 120,000         | -               | -               |
|                                                       |       | <b>130,741</b>  | 120,671         | <b>128,183</b>  | 126,016         |
| <b>Current assets</b>                                 |       |                 |                 |                 |                 |
| Cash and cash equivalents                             | 16    | 51,662          | 47,744          | 332             | 2,048           |
| Financial assets at fair value through profit or loss | 17    | 2,950           | -               | -               | -               |
| Other receivables, deposits paid and prepayment       | 18    | 552             | 592             | 37              | -               |
|                                                       |       | <b>55,164</b>   | 48,336          | <b>369</b>      | 2,048           |
| <b>Current liabilities</b>                            |       |                 |                 |                 |                 |
| Trade and other payables                              | 19    | 20,771          | 15,881          | 1,195           | 686             |
|                                                       |       | <b>34,393</b>   | 32,455          | <b>(826)</b>    | 1,362           |
| <b>Non-current liabilities</b>                        |       |                 |                 |                 |                 |
| Deferred tax liabilities                              | 20    | 15,798          | 11,813          | -               | -               |
|                                                       |       | <b>149,336</b>  | 141,313         | <b>127,357</b>  | 127,378         |
| <b>EQUITY</b>                                         |       |                 |                 |                 |                 |
| Share capital                                         | 22    | 65,608          | 65,608          | 65,608          | 65,608          |
| Treasury shares                                       | 23    | (90,042)        | (90,042)        | (90,042)        | (90,042)        |
| Reserves                                              | 24    | 173,317         | 165,747         | 151,791         | 151,812         |
| Equity attributable to owners of the Company          |       | <b>148,883</b>  | 141,313         | <b>127,357</b>  | 127,378         |
| Non-controlling interests                             |       | 453             | -               | -               | -               |
| <b>Total equity</b>                                   |       | <b>149,336</b>  | 141,313         | <b>127,357</b>  | 127,378         |

Du Junqi  
Director

Deng Hua  
Director

# CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 30 June 2019

|                                                                                 | Notes | 2019<br>RMB'000 | 2018<br>RMB'000 |
|---------------------------------------------------------------------------------|-------|-----------------|-----------------|
| <b>Cash flow from operating activities</b>                                      |       |                 |                 |
| Profit before income tax                                                        |       | 10,391          | 12,826          |
| Adjustments for:                                                                |       |                 |                 |
| Interest income of bank deposits                                                |       | (195)           | (3)             |
| Loan interest income                                                            |       | (260)           | -               |
| Net fair value gain for financial assets at fair value through profit or loss   |       | (88)            | (204)           |
| Depreciation of property, plant and equipment                                   |       | 156             | 65              |
| Written off property, plant and equipment, net                                  |       | 2               | 2               |
| Fair value gain on investment property                                          | 15    | (8,000)         | (10,000)        |
| Foreign exchange difference                                                     |       | (192)           | (72)            |
| Operating cash flows before movements in working capital                        |       | 1,814           | 2,614           |
| Decrease in other receivables                                                   |       | 40              | 104             |
| Increase in other payables and trade deposits received from customers           |       | 504             | 876             |
| <i>Net cash generated from operating activities</i>                             |       | 2,358           | 3,594           |
| <b>Cash flow from investing activities</b>                                      |       |                 |                 |
| Interest received                                                               |       | 455             | 3               |
| Purchase of property, plant and equipment                                       |       | (97)            | (706)           |
| Interest received from financial assets at fair value through profit or loss    |       | 88              | 204             |
| Acquisition of a subsidiary, net of cash acquired                               | 31    | (310)           | -               |
| Proceeds from disposal of financial assets at fair value through profit or loss |       | 4,100           | 8,300           |
| Acquisition of financial assets of fair value through profit or loss            |       | (4,100)         | (8,300)         |
| Advance to an independent third party                                           |       | 56,215          | -               |
| Settlement from an independent third party                                      |       | (56,215)        | -               |
| <i>Net cash generated from/(used in) investing activities</i>                   |       | 136             | (499)           |
| Net increase in cash and cash equivalents                                       |       | 2,494           | 3,095           |
| Cash and cash equivalents at the beginning of year                              |       | 47,744          | 45,791          |
| Effect of foreign exchange rates changes, net                                   |       | 1,424           | (1,142)         |
| <b>Cash and cash equivalents at end of year</b>                                 | 16    | 51,662          | 47,744          |

# CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

for the year ended 30 June 2019

| Group                                   | Equity attributable to owners of the Company |                                         |                                        |                                              |                                            |                  | Non-controlling interests<br>RMB'000 | Total equity<br>RMB'000 |
|-----------------------------------------|----------------------------------------------|-----------------------------------------|----------------------------------------|----------------------------------------------|--------------------------------------------|------------------|--------------------------------------|-------------------------|
|                                         | Share Capital<br>RMB'000<br>(Note 22)        | Treasury shares<br>RMB'000<br>(Note 23) | Share premium*<br>RMB'000<br>(Note 24) | Translation reserve*<br>RMB'000<br>(Note 24) | Retained earnings*<br>RMB'000<br>(Note 24) | Total<br>RMB'000 |                                      |                         |
| Balance at 1 July 2017                  | 65,608                                       | (90,042)                                | 138,818                                | (61,223)                                     | 80,258                                     | 133,419          | -                                    | 133,419                 |
| Profit for the year                     | -                                            | -                                       | -                                      | -                                            | 9,075                                      | 9,075            | -                                    | 9,075                   |
| Other comprehensive income              | -                                            | -                                       | -                                      | -                                            | -                                          | -                | -                                    | -                       |
| - Currency translation                  | -                                            | -                                       | -                                      | (1,181)                                      | -                                          | (1,181)          | -                                    | (1,181)                 |
| Total comprehensive income for the year | -                                            | -                                       | -                                      | (1,181)                                      | 9,075                                      | 7,894            | -                                    | 7,894                   |
| Balance at 30 June 2018                 | 65,608                                       | (90,042)                                | 138,818                                | (62,404)                                     | 89,333                                     | 141,313          | -                                    | 141,313                 |
| Balance at 30 June 2018 and 1 July 2018 | 65,608                                       | (90,042)                                | 138,818                                | (62,404)                                     | 89,333                                     | 141,313          | -                                    | 141,313                 |
| Profit for the year                     | -                                            | -                                       | -                                      | -                                            | 6,581                                      | 6,581            | -                                    | 6,581                   |
| Other comprehensive income              | -                                            | -                                       | -                                      | -                                            | -                                          | -                | -                                    | -                       |
| - Currency translation                  | -                                            | -                                       | -                                      | 989                                          | -                                          | 989              | -                                    | 989                     |
| Total comprehensive income for the year | -                                            | -                                       | -                                      | 989                                          | 6,581                                      | 7,570            | -                                    | 7,570                   |
| Acquisition of a subsidiary (Note 31)   | -                                            | -                                       | -                                      | -                                            | -                                          | -                | 453                                  | 453                     |
| <b>Balance at 30 June 2019</b>          | <b>65,608</b>                                | <b>(90,042)</b>                         | <b>138,818</b>                         | <b>(61,415)</b>                              | <b>95,914</b>                              | <b>148,883</b>   | <b>453</b>                           | <b>149,336</b>          |

\* These reserve accounts comprise the consolidated reserves of approximately RMB173,317,000 (2018: RMB165,747,000) in the consolidated statement of financial position.

# STATEMENTS OF CHANGES IN EQUITY

for the year ended 30 June 2019

| Company                                        | Share capital<br>RMB'000<br>(Note 22) | Treasury shares<br>RMB'000<br>(Note 23) | Share premium*<br>RMB'000<br>(Note 24) | Translation reserve*<br>RMB'000<br>(Note 24) | Retained earnings*<br>RMB'000<br>(Note 24) | Total<br>RMB'000 |
|------------------------------------------------|---------------------------------------|-----------------------------------------|----------------------------------------|----------------------------------------------|--------------------------------------------|------------------|
| Balance at 1 July 2017                         | 65,608                                | (90,042)                                | 138,818                                | (66,548)                                     | 85,841                                     | 133,677          |
| Loss for the year                              | -                                     | -                                       | -                                      | -                                            | (3,145)                                    | (3,145)          |
| Other comprehensive income                     | -                                     | -                                       | -                                      | -                                            | -                                          | -                |
| - Currency translation                         | -                                     | -                                       | -                                      | (3,154)                                      | -                                          | (3,154)          |
| Total comprehensive income for the year        | -                                     | -                                       | -                                      | (3,154)                                      | (3,145)                                    | (6,299)          |
| <b>Balance at 30 June 2018 and 1 July 2018</b> | <b>65,608</b>                         | <b>(90,042)</b>                         | <b>138,818</b>                         | <b>(69,702)</b>                              | <b>82,696</b>                              | <b>127,378</b>   |
| Loss for the year                              | -                                     | -                                       | -                                      | -                                            | (4,942)                                    | (4,942)          |
| Other comprehensive income                     | -                                     | -                                       | -                                      | -                                            | -                                          | -                |
| - Currency translation                         | -                                     | -                                       | -                                      | 4,921                                        | -                                          | 4,921            |
| Total comprehensive income for the year        | -                                     | -                                       | -                                      | 4,921                                        | (4,942)                                    | (21)             |
| <b>Balance at 30 June 2019</b>                 | <b>65,608</b>                         | <b>(90,042)</b>                         | <b>138,818</b>                         | <b>(64,781)</b>                              | <b>77,754</b>                              | <b>127,357</b>   |

\* These reserve accounts comprise the Company's reserve of approximately RMB151,791,000 (2018: RMB151,812,000) in the Company's statement of financial position.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 1. GENERAL INFORMATION

LCT Holdings Limited (the “Company”) is incorporated in Bermuda with its principal place of business at Floor 9, Building No. 2, Lane 399, Shengxia Road, Pudong District, Shanghai 201210, The People’s Republic of China and registered office at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The shares of the Company are listed on the Singapore Exchange Securities Trading Limited (“SGX-ST”). The financial statements are expressed in Renminbi (“RMB”).

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are disclosed in note 12 to the financial statements. There were no significant changes in the nature of the Company’s and its subsidiaries’ principal activities during the year.

The financial statements on pages 30 to 83 have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards (the “IAS”) and Interpretations issued by the International Accounting Standards Board (the “IASB”) and the International Financial Reporting Interpretation Committee (the “IFRIC”) of the IASB. The financial statements also include the applicable disclosure requirements of the Listing Manual of the SGX-ST (the “Listing Manual”).

## 2. ADOPTION OF NEW OR AMENDED IFRSs

### (a) Adoption of new/revised IFRSs effective on 1 July 2018

In the current year, the Group has applied, for the first time, all the new and revised standards, amendments and interpretations (the “new IFRSs”) issued by IASB and the IFRIC of the IASB, which are relevant to and effective for the Group’s financial statements for the annual period beginning on 1 July 2018.

#### IFRS 9 - Financial Instruments

##### (i) Classification and measurement of financial instruments

IFRS 9 replaces IAS 39 Financial Instruments: Recognition and Measurement for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: (1) classification and measurement; (2) impairment and (3) hedge accounting. The adoption of IFRS 9 from 1 July 2018 has resulted in changes in accounting policies of the Group and the amounts recognised in the consolidated financial statements.

IFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from IAS 39, except for financial liabilities designated at fair value through profit or loss (“FVTPL”), where the amount of change in fair value attributable to change in credit risk of the liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, IFRS 9 retains the requirements in IAS 39 for derecognition of financial assets and financial liabilities. However, it eliminates the previous IAS 39 categories for financial assets of held to maturity financial assets, loans and receivables and available-for-sale financial assets. The adoption of IFRS 9 has no material impact on the Group’s accounting policies related to financial liabilities and derivative financial instruments. The impact of IFRS 9 on the Group’s classification and measurement of financial assets is set out below.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 2. ADOPTION OF NEW OR AMENDED IFRSs (Continued)

### (a) Adoption of new/revised IFRSs effective on 1 July 2018 (Continued)

#### *IFRS 9 - Financial Instruments* (Continued)

##### (i) Classification and measurement of financial instruments (Continued)

Under IFRS 9, except for certain trade receivables (that the trade receivables do not contain a significant financing component in accordance with IFRS 15), an entity shall, at initial recognition, measure a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs. A financial asset is classified as: (i) financial assets at amortised cost ("amortised costs"); (ii) financial assets at fair value through other comprehensive income ("FVOCI"); or (iii) financial assets at FVTPL. The classification of financial assets under IFRS 9 is generally based on two criteria: (i) the business model under which the financial asset is managed and (ii) its contractual cash flow characteristics (the "solely payments of principal and interest" criterion, also known as "SPPI criterion"). Under IFRS 9, embedded derivatives is no longer required to be separated from a host financial asset. Instead, the hybrid financial instrument is assessed as a whole for the classification.

A financial asset is measured at amortised cost if it meets both of the following conditions and it has not been designated as at FVTPL:

- It is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that meet the SPPI criterion.

A debt investment is measured at FVOCI if it meets both of the following conditions and it has not been designated as at FVTPL:

- It is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that meet the SPPI criterion.

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. All other financial assets not classified at amortised cost or FVOCI as described above are classified as FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or FVOCI at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 2. ADOPTION OF NEW OR AMENDED IFRSs (Continued)

### (a) Adoption of new/revised IFRSs effective on 1 July 2018 (Continued)

#### *IFRS 9 - Financial Instruments* (Continued)

##### (i) Classification and measurement of financial instruments (Continued)

The following accounting policies would be applied to the Group's financial assets as follows:

|                                    |                                                                                                                                                                                                                                                                       |
|------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Financial assets at FVTPL          | FVTPL is subsequently measured at fair value. Changes in fair value, dividends and interest income are recognised in profit or loss.                                                                                                                                  |
| Financial assets at amortised cost | Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss. |

The following table summarises the original measurement categories under IAS 39 and the new measurement categories under IFRS 9 for each class of the Group's financial assets as at 1 July 2018:

| Financial assets          | Original classification under IAS 39 | New classification under IFRS 9    | Carrying amount as at 1 July 2018 under IAS 39 RMB'000 | Carrying amount as at 1 July 2018 under IFRS 9 RMB'000 |
|---------------------------|--------------------------------------|------------------------------------|--------------------------------------------------------|--------------------------------------------------------|
| Other receivables         | Loans and receivables                | Financial assets at amortised cost | 592                                                    | 592                                                    |
| Cash and cash equivalents | Loans and receivables                | Financial assets at amortised cost | 47,744                                                 | 47,744                                                 |

##### (ii) Impairment of financial assets

The adoption of IFRS 9 has changed the Group's impairment model by replacing the IAS 39 "incurred loss model" to the "expected credit losses ("ECLs") model". IFRS 9 requires the Group to recognise ECL for trade receivables, financial assets at amortised costs earlier than IAS 39. Cash and cash equivalents are subject to ECL model but the impairment is immaterial for the current period.

Under IFRS 9, the losses allowances are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

#### Measurement of ECLs

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 2. ADOPTION OF NEW OR AMENDED IFRSs (Continued)

### (a) Adoption of new/revised IFRSs effective on 1 July 2018 (Continued)

#### *IFRS 9 - Financial Instruments* (Continued)

##### (ii) Impairment of financial assets (Continued)

##### Measurement of ECLs (Continued)

The Group has elected to measure loss allowances for trade receivables using IFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, the ECLs are based on the 12-months ECLs. The 12-months ECLs is the portion of the lifetime ECLs that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due.

The maximum period considered when estimating ECL is the maximum contractual period over which the Group is exposed to credit risk.

##### Presentation of ECLs

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

##### Impact of the ECL model

##### (a) Impairment of other receivables

Other financial assets at amortised cost of the Group include other receivables. No additional impairment for other receivables and deposits as at 1 July 2018 is recognised under IFRS 9 as the amount of additional impairment measured under ECLs model is immaterial.

##### (iii) Transition

The Group has applied the transitional provision in IFRS 9 such that IFRS 9 was generally adopted without restating comparative information.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 2. ADOPTION OF NEW OR AMENDED IFRSs (Continued)

### (b) New/revised IFRSs that have been issued but are not yet effective

At the date of authorisation, the following new/revised IFRSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

|                                              |                                                             |
|----------------------------------------------|-------------------------------------------------------------|
| IFRS 16                                      | Leases <sup>1</sup>                                         |
| IFRIC 23                                     | Uncertainty over Income Tax Treatments <sup>1</sup>         |
| Amendments to IFRS 9                         | Prepayment Features with Negative Compensation <sup>1</sup> |
| Annual Improvements to IFRSs 2015-2017 Cycle | Amendments to IAS 12, Income Taxes <sup>1</sup>             |

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2019

Except as disclosed below, the Group's management anticipates that the adoption of the above IFRSs will not have a material impact on the financial statements of the Group in the period of their initial adoption.

#### IFRS 16 – Leases

IFRS 16 introduces a comprehensive model for the identification of lease arrangements for the identification of lease arrangements and accounting treatments for both lessors and lessees. IFRS will supersede the current lease guidance including IAS 17, Leases and the related interpretations when it becomes effective.

IFRS 16 distinguishes leases and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases (off balance sheet) and finance leases (on balance sheet) are removed for lessee accounting and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees (i.e. all on balance sheet) except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost less accumulated depreciation and impairment losses. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments. In contrast to lessee accounting, IFRS 16 substantially carries forward the lessor accounting requirement in IAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

IFRS 16 will be effective for accounting period beginning on 1 July 2019. As at 30 June 2019, the Group has non-cancellable operating lease commitments of RMB 89,000. IAS 17 does not require the recognition of any right-of-use asset or liability for future payments for these leases; instead, certain information is disclosed as operating lease commitments in note 26. The Group preliminarily assessed that these arrangements will meet the definition of a lease under IFRS 16, and hence the Group will recognise a right-of-use asset and a related lease liability is expected to have a significant impact on the amounts recognised in the Group's consolidated financial statements and the Group is currently assessing its potential impact. As a lessee, the Group can either apply the standard using a retrospective approach or modified retrospective approach with optional practical expedients. The Group had not yet determined which transition approach to apply, as a result, the Group had not yet quantified the impact on its reported assets and liabilities of adoption of IFRS 16. The quantitative effect will depend on, *inter alia*, the transition method chosen, the extent to which the Group uses the practical expedients and recognition exemptions, and any additional leases that the Group entered into. The Group expected to disclose its transitional approach and quantitative information before adoption.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 2. ADOPTION OF NEW OR AMENDED IFRSs (Continued)

### (b) New/revised IFRSs that have been issued but are not yet effective (Continued)

#### *IFRIC 23 – Uncertainty over Income Tax Treatments*

This Interpretation provides guidance on how to apply IAS 12, Income taxes when there is uncertainty over whether a tax treatment will be accepted by the tax authority.

Under the Interpretation, the key test is whether it is probable that the tax authority will accept the entity's tax treatment. If it is probable, then the entity should measure current and deferred tax consistently with the tax treatment in its tax return. If it is not probable, then the entity should reflect the effect of uncertainty in its accounting for income tax by using the "expected value" approach or the "the most likely amount" approach – whichever better predicts the resolution of the uncertainty and in that case the tax amounts in the financial statements will not be the same as the amounts in the tax return.

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### 3.1 Basis of preparation

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated.

The financial statements have been prepared on the historical cost convention, except for investment property and financial instruments, which are measured at fair values as explained in the accounting policies below. The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in preparation of the financial statements. Although these estimates are based on management's best knowledge and judgment of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4.

### 3.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries (see note 3.3 below) made up to 30 June each financial year. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries disposed of during the year are included in the consolidated income statement and consolidated statement of comprehensive income up to the dates of disposal, as appropriate.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.3 Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

### 3.4 Foreign currency translation

The individual financial statements of each of the Group's entity are measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The functional currency of the Company is United States dollars ("USD"). The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are presented in RMB as the Group's transactions are denominated primarily in RMB. All financial information presented in RMB has been rounded to the nearest thousand, unless otherwise stated.

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the reporting date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined and are reported as part of the fair value gain or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into RMB. Assets and liabilities have been translated into RMB at the closing rates at the reporting date. Income and expenses have been converted into RMB at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been dealt with separately in the translation reserve in equity.

On disposal of a foreign operation, the cumulative exchange differences recognised in the translation reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.5A Revenue recognition (accounting policies applied from 1 July 2018)

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or service.

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amounts receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. For contracts where the period between the payment and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

#### Rental income

Rental income receivable from operating leases is recognised in profit or loss on a straight-line basis over the periods covered by the lease term.

#### Electricity fee income

The income being provision of electricity to customers, there is generally one performance obligation. The Group has determined that the customer simultaneously receives and consumes electricity. Thus, the Group concludes that the revenue shall be recognised over time.

#### Professional service income

The Group has determined that for contracts with customers under professional services, being provision of information technology consultancy services, there is generally one performance obligation. The Group has determined that the customer simultaneously receives and consumes the benefits provided by the Group's performance as the entity performs. Thus, the Group concludes that the revenue shall be recognised over time. Upon the adoption of IFRS 15, if there is any satisfied performance obligation but where the Group does not have an unconditional right to consideration, the Group shall recognise a contract asset.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.5A Revenue recognition (accounting policies applied from 1 July 2018) (Continued)

#### Interest income

Interest income is accrued on time-proportion basis, by reference to the principal outstanding and using the effective interest rate method.

### 3.5B Revenue recognition (accounting policies applied until 30 June 2018)

Revenue comprises the fair value of the consideration received and receivable for rendering of services. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised as follows:

#### Rental income

Rental income receivable from operating leases is recognised in profit or loss on a straight-line basis over the periods covered by the lease term.

#### Interest income

Interest income is accrued on time-proportion basis, by reference to the principal outstanding and using the effective interest rate method.

## 3.6 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the assets to the working condition and location for its intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other costs, such as repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Depreciation is calculated on straight-line method to write off the cost of property, plant and equipment, less any estimated residual values, over the following estimated useful lives:

|                                |              |
|--------------------------------|--------------|
| Leasehold improvements         | 1 to 5 years |
| Machinery and equipment        | 5 years      |
| Office equipment and computers | 3 to 5 years |

Fully depreciated assets still in use are retained in the financial statements.

The estimated useful lives, residual values and depreciation method are reviewed at each year end, with the effect of any changes in estimate accounted for on a prospective basis.

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.7 Investment properties

Investment properties are land and/or building which are owned or held under a leasehold interest to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use.

When the Group holds a property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it were held under a finance lease.

On initial recognition and addition after the initial recognition, investment property is measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment property is stated at fair value, unless it is still in the course of construction or development at the reporting date and its fair value cannot be reliably determined at that time. Fair value is determined by external professional valuers, with sufficient experience with respect to both the location and the nature of the investment property.

The carrying amounts recognised at the reporting date reflect the prevailing market conditions at the reporting date.

Gains or losses arising from either changes in the fair value or the sale of an investment property are included in profit or loss in the period which they arise.

### 3.8 Goodwill

Where the fair value of identifiable assets and liabilities exceed the aggregate of the fair value of consideration paid, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of the acquirer's previously held equity interest in the acquiree, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the acquisition. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, by comparing its carrying amount with its recoverable amount (see note 3.10), and whenever there is an indication that the unit may be impaired.

For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. However, the loss allocated to each asset will not reduce the individual asset's carrying amount to below its fair value less cost of disposal (if measurable) or its value in use (if determinable), whichever is the higher. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.9 Intangible assets (other than goodwill)

#### (i) Acquired intangible assets

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition. Subsequently, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is provided on a straight-line basis over their useful lives as follows. Intangible assets with indefinite useful lives are carried at cost less any accumulated impairment losses. The amortisation expense is recognised in profit or loss and included in administrative expenses.

|                                |         |
|--------------------------------|---------|
| Non-contractual customer lists | 3 years |
|--------------------------------|---------|

#### (ii) Impairment

Intangible assets with finite lives are tested for impairment when there is an indication that an asset may be impaired. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, irrespective of whether there is any indication that they may be impaired. Intangible assets are tested for impairment by comparing their carrying amounts with their recoverable amounts (see note 3.10).

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount.

An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as revaluation decrease to the extent of its revaluation surplus.

### 3.10 Impairment of non-financial assets

Property, plant and equipment, and interests in subsidiaries are subject to impairment testing.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value in use. 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 assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a CGU). As a result, some assets are tested individually for impairment and some are tested at CGU level.

Any remaining impairment loss is charged pro rata to the other assets in the CGU, except that the carrying value of an asset will not be reduced below its individual fair value less cost to sell, or value in use, if determined.

In respect of other non-financial assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.11A Financial Instruments (accounting policies applied from 1 July 2018)

#### (i) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

#### Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The Group classifies its debt instruments at:

**Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

**FVTPL:** Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

#### (ii) Impairment loss on financial assets

The Group recognises loss allowances for ECL on trade receivables, and financial assets measured at amortised cost. The ECLs are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.11A Financial Instruments (accounting policies applied from 1 July 2018) (Continued)

#### (ii) Impairment loss on financial assets (Continued)

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group has elected to measure loss allowances for trade receivables using IFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, the ECLs are based on the 12-months ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

#### (iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at fair value through profit or loss are initially measured at fair value with fair value changes being recognised in profit or loss and financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at amortised cost including trade and other payables, accruals and deposits received and amounts due to related companies are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss. Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.11A Financial Instruments (accounting policies applied from 1 July 2018) (Continued)

#### (iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

#### (v) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

#### (vi) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with IFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

### 3.11B Financial Instruments (accounting policies applied until 30 June 2018)

The Group has applied IFRS 9 retrospectively, but has elected not to restate comparative information. Accordingly, the comparative financial information provided continues to be accounted for in accordance with the Group's previous accounting policy.

#### (a) Financial assets

##### Classification of financial assets

Financial assets other than hedging instruments are classified into the following categories: (i) loans and receivables, (ii) available-for-sale financial assets and (iii) financial assets at fair value through profit or loss.

All financial assets are initially recognised at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially recognised at fair value.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.11B Financial Instruments (accounting policies applied until 30 June 2018) (Continued)

#### (a) Financial assets (Continued)

##### Classification of financial assets (Continued)

#### (i) Loans and receivables

Loans and receivables (including trade receivables, other receivables, note receivables, amounts due from subsidiaries, cash and deposit balances, restricted balances in banks and pledge deposits) are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These are subsequently measured at amortised cost using the effective interest rate method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost.

#### (ii) Available-for-sale financial assets

Non-derivative financial assets that do not qualify for inclusion in any of the other categories of financial assets are classified as available-for-sale financial assets.

For the available-for-sale financial assets that have a quoted market price in an active market are subsequently measured at fair value. Gain or loss arising from a change in the fair value excluding any dividend and interest income is recognised in other comprehensive income and accumulated separately in the available-for-sale financial assets revaluation reserve in equity, except for impairment losses and foreign exchange gains and losses on monetary assets, until the financial asset is derecognised, at which time the cumulative gain or loss is reclassified from equity to profit or loss. Interest calculated using the effective interest rate method is recognised in profit or loss.

The fair value of available-for-sale monetary assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the reporting date.

For available-for-sale financial assets that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses.

#### (iii) Financial assets at fair value through profit or loss

These assets include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term.

Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise.

Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.11B Financial Instruments (accounting policies applied until 30 June 2018) (Continued)

#### (a) Financial assets (Continued)

##### Recognition and derecognition of financial assets

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. Regular way purchases of financial assets are recognised on trade date. When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss, directly attributable transaction costs.

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

##### Impairment of financial assets

At each reporting date, financial assets other than at fair value through profit or loss are reviewed to determine whether there is any objective evidence of impairment.

Objective evidence of impairment of individual financial assets includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

Loss events in respect of a group of financial assets include observable data indicating that there is a measurable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the group and, national or local economic conditions that correlate with defaults on the assets in the group.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.11B Financial Instruments (accounting policies applied until 30 June 2018) (Continued)

#### (a) Financial assets (Continued)

##### Impairment of financial assets (Continued)

If any such evidence exists, the impairment loss is measured and recognised as follows:

#### (i) Available-for-sale financial assets

When a decline in the fair value of an available-for-sale financial asset has been recognised in other comprehensive income and accumulated in equity and there is objective evidence that the asset is impaired, an amount is removed from equity and recognised in profit or loss as an impairment loss. That amount is measured as the difference between the asset's acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

Reversals in respect of investment in equity instruments classified as available-for-sale and stated at fair value are not recognised in profit or loss. The subsequent increase in fair value is recognised in other comprehensive income. Impairment losses in respect of investment in debt securities are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment losses were recognised. Reversal of impairment losses in such circumstances are recognised in profit or loss.

#### (ii) Financial assets carried at amortised cost

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The amount of the loss is recognised in profit or loss of the period in which the impairment occurs.

If, in subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss of the period in which the reversal occurs.

##### Effective interest rate method

The effective interest rate method is a method of calculating the amortised cost of financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.11B Financial Instruments (accounting policies applied until 30 June 2018) (Continued)

#### (b) Financial liabilities

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. All interest related charges are recognised as an expense in finance costs in profit or loss.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amount is recognised in profit or loss.

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

#### Other payables

Other payables are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest rate method.

### 3.12 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to lease. All other leases are classified as operating leases.

#### The Group as lessor

Rental income from operating lease is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

#### The Group as lessee

The total rentals payable under the operating leases are recognised in profit or loss on straight-line basis over the lease term. Lease incentives received are recognised as an integrated part of the total rental expense, over the term of the lease.

### 3.13 Income tax

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, tax authorities relating to the current or prior reporting period, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.13 Income tax (Continued)

Deferred tax is calculated using the liability method on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the reporting date.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly in equity.

Current tax assets and current tax liabilities are presented in net if, and only if,

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

- (a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
  - (i) the same taxable entity; or
  - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.14 Cash and cash equivalents

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the statements of financial position, cash and cash equivalents comprise cash on hand and at banks.

### 3.15 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Where any Group company purchases the Company's equity share capital (Treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the Company's equity holders until the shares are cancelled, reissued or disposed of. Where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the equity holders of the Company. No gain or loss is recognised in profit or loss on the purchase, sales, reissue or cancellation of such shares.

### 3.16 Retirement benefit costs

Payments to defined contribution retirement benefit plans are charged as an expense as they fall due. Payments made to state-managed retirement benefit schemes are dealt with as payments to defined contribution plans where the Group's obligations under the plan are equivalent to those arising in a defined contribution retirement plan.

Pursuant to the relevant regulations of the People's Republic of China, excluding Hong Kong ("China"), government, the subsidiaries operating in China have participated in a local municipal government retirement benefits scheme, whereby the China subsidiaries are required to contribute a certain percentage of the basic salaries of their employees to the scheme to fund their retirement benefits.

The local municipal government undertakes to assume the retirement benefits obligations of all existing and future retired employees of the China subsidiaries. The only obligation of the Group with respect to the scheme is to pay the ongoing required contributions under the scheme mentioned above. Contributions under the scheme are charged to profit or loss as incurred. There are no provisions under the scheme whereby forfeited contributions may be used to reduce future contributions.

### 3.17 Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.17 Provisions and contingent liabilities (Continued)

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the Group, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

### 3.18 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors of the Group for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors of the Group, who are the chief operating decision maker, are determined following the Group's business lines.

The measurement policies the Group uses for reporting segment results under IFRS 8 are the same as those used in its financial statements prepared under IFRSs, except that finance income, foreign exchange difference, finance costs, share of result of associate, corporate expense, and income tax expense/credit which are not included within reportable segments as they are not separately reported to the executive directors of the Group.

The Group has identified "property investment" as the only reportable segment where it involves investment of properties for rental income.

### 3.19 Related parties

A related party is defined as follows:

- (i) A person or a close member of that person's family is related to the Group if that person:
  - (a) has control or joint control over the Group;
  - (b) has significant influence over the Group; or
  - (c) is a member of key management personnel of the Group or the Company's parent.
- (ii) An entity is related to the Group if any of the following conditions apply:
  - (a) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (b) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (c) Both entities are joint ventures of the same third party.
  - (d) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (e) The entity is a post-employment benefit plan for the benefit of the employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company.
  - (f) The entity is controlled or jointly controlled by a person identified in (i).

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3.19 Related parties (Continued)

- (ii) An entity is related to the Group if any of the following conditions apply: (Continued)
  - (g) A person identifies in (i)(a) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).
  - (h) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependents of that person or that person's spouse or domestic partner.

## 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the management are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

- (a) Critical judgements made in applying the entity's accounting policies

Management is of the opinion that there are no critical judgements (other than those involving estimates) that have a significant effect on the amounts recognised in the financial statements except as follow:

#### Impairment assessment of non-trade amount due from subsidiaries

At each reporting date, management determines whether there is change in credit risk of the subsidiaries since initial recognition. Management considers various operating performance ratios as well as liquidity ratios of the subsidiaries. There is no significant increase in credit risk as at 30 June 2019.

- (b) Key sources of estimation uncertainty

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

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

### (b) Key sources of estimation uncertainty (Continued)

#### Fair value measurement of investment property

Investment property is stated at fair value based on the valuation performed by independent professional valuers. In determining the fair value, the valuers have based on a method of valuation which involves certain estimates of market condition. In relying on the valuation report, the directors of the Company have exercised their judgement and are satisfied that the assumptions used in the valuation are reflective of the current market conditions.

The fair value measurement of investment property utilizes market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorized into different levels based on how observable the inputs used in the valuation technique utilised are (the “fair value hierarchy”):

- Level 1: unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date;
- Level 2: observable inputs other than quoted prices included within Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available; and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

For more detail information in relation to the fair value measurement of the investment property, financial asset at fair value through profit or loss, and contingent consideration, please refer to notes 15, 17 and 19 respectively.

#### Accounting for business combination

On 27 June 2019, the Group completed the acquisition of 80% equity interest in Shanghai Xiyun Information Technology Services Co., Ltd. for a purchase consideration of RMB3.2 million, with contingent consideration arrangements. Management engaged an external valuation specialist to assist in the purchase price allocation. Significant judgement and estimation are required in the determination of the fair values of the contingent consideration, identified assets acquired and liabilities assumed. Details of the contingent consideration, the assets acquired and liabilities assumed at the acquisition date are disclosed in Note 31 to the financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 5. REVENUE, OTHER GAINS AND LOSSES

An analysis of the Group's revenue, other gains and losses is as follows:

|                                                                       | Group         |               |
|-----------------------------------------------------------------------|---------------|---------------|
|                                                                       | 2019          | 2018          |
|                                                                       | RMB'000       | RMB'000       |
| <b>Revenue</b>                                                        |               |               |
| Rental income derived from investment property                        | 10,227        | 9,459         |
| <i>Recognised over time:</i>                                          |               |               |
| Electricity fee income                                                | 2,550         | 2,756         |
|                                                                       | <b>12,777</b> | <b>12,215</b> |
| <b>Other gains and losses</b>                                         |               |               |
| Interest income                                                       |               |               |
| - Bank deposits                                                       | 195           | 3             |
| - Loan                                                                | 260           | -             |
| - Interest from financial assets at fair value through profit or loss | 88            | 204           |
| Fair value change in investment property (Note 15)                    | 8,000         | 10,000        |
| Other operating expenses                                              | (5)           | (2)           |
| Foreign exchange difference, net                                      | 192           | 72            |
| Other income                                                          | 22            | -             |
|                                                                       | <b>8,752</b>  | <b>10,277</b> |

## 6. SEGMENT INFORMATION

The Group's reportable and operating segment is property investment.

- (a) The chief operating decision-maker of the Group has been identified as the executive directors of the Company. The executive directors regularly review revenue and operating results derived from property investment and consider such as one single operating segment.

No geographical information is presented as all the Group's operations are located in the PRC.

- (b) Information about major customers

For the year ended 30 June 2019, there was one (2018: two) customer with whom transactions exceeded 10% of the Group's total revenue. Revenue derived from this customer was approximately RMB4,077,000 from the segment of property investment (2018: approximately RMB4,066,000 and RMB1,530,000 individually from the segment of property investment).

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 7. PROFIT BEFORE INCOME TAX

(a) *Profit before income tax is arrived at after charging:*

|                                                                                                                | Group   |         |
|----------------------------------------------------------------------------------------------------------------|---------|---------|
|                                                                                                                | 2019    | 2018    |
|                                                                                                                | RMB'000 | RMB'000 |
| Auditors' remuneration of the Company                                                                          |         |         |
| - Audit services                                                                                               | 617     | 396     |
| - Non-audit services                                                                                           | -       | -       |
| Depreciation of property, plant and equipment                                                                  | 156     | 65      |
| Written off of property, plant and equipment                                                                   | 2       | 2       |
| Employee benefits expense (including directors' remuneration and defined contribution plans)                   | 2,174   | 2,574   |
| Defined contribution plans                                                                                     | 203     | 208     |
| Directors' remuneration (excluding directors' fees)                                                            | 1,285   | 1,076   |
| Directors' fees                                                                                                | 714     | 920     |
| Direct expenses incurred for generating rental income derived from investment property, excluding depreciation | 2,504   | 2,842   |
| Minimum lease payments under operating leases recognised as an expense                                         | 7       | 84      |

## 8. INCOME TAX EXPENSE

Income tax expense in profit or loss represents:

|                                                         | Group   |         |
|---------------------------------------------------------|---------|---------|
|                                                         | 2019    | 2018    |
|                                                         | RMB'000 | RMB'000 |
| <i>Current tax</i>                                      |         |         |
| - Current year                                          | -       | -       |
| <i>Deferred tax (note 20)</i>                           |         |         |
| - Current year                                          | 3,878   | 4,135   |
| - Under provision of deferred tax assets in prior years | (68)    | (384)   |
|                                                         | 3,810   | 3,751   |

In accordance with the China enterprise income tax law, enterprise income tax rates for domestic and foreign enterprises are unified at 25% (2018: 25%). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof during the year.

No income tax has been provided by the Company as the Company did not derive any assessable profits during the year (2018: RMB nil).

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 8. INCOME TAX EXPENSE (Continued)

Reconciliation between tax expense and accounting profit at applicable tax rates:

|                                                                          | Group   |         |
|--------------------------------------------------------------------------|---------|---------|
|                                                                          | 2019    | 2018    |
|                                                                          | RMB'000 | RMB'000 |
| Profit before income tax                                                 | 10,391  | 12,826  |
| Tax at the applicable rate of 25% (2018: 25%)                            | 2,598   | 3,207   |
| Tax effect of non-allowable items                                        | 1,390   | 39      |
| Tax effect on non-taxable revenue items                                  | (56)    | (15)    |
| Effects of different tax rates of overseas operations                    | (21)    | 784     |
| Under provision of deferred tax assets in prior years                    | (68)    | (384)   |
| Tax effect of adjustment to deferred tax assets recognised in prior year | -       | 85      |
| Others                                                                   | (33)    | 35      |
| Tax expense for the year                                                 | 3,810   | 3,751   |

## 9. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

Earnings are calculated as follows:

|                                                               | Group   |         |
|---------------------------------------------------------------|---------|---------|
|                                                               | 2019    | 2018    |
|                                                               | RMB'000 | RMB'000 |
| Profit for the year attributable to the owners of the Company | 6,581   | 9,075   |

The denominator used for earnings per share is the weighted average number of ordinary shares of in issue, after adjusting the effect of treasury shares held by the Company.

The weighted average number of ordinary shares for the year ended 30 June 2019 is 35,244,520 (2018: 35,244,520).

Diluted earnings per share are the same as basic earnings per share for the years ended 30 June 2019 and 2018 since the Company did not have any dilutive potential ordinary shares outstanding during both years.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 10. DIRECTORS' REMUNERATION

For the years ended 30 June 2019 and 2018, the remuneration of the directors of the Company analysed into the following bands is disclosed in compliance with paragraph 1207.11 of Chapter 12 of the Listing Manual of the SGX-ST:

### Year ended 30 June 2019

|                                                                                                         | Executive directors | Group Non-executive directors | Total |
|---------------------------------------------------------------------------------------------------------|---------------------|-------------------------------|-------|
| Below S\$250,000 (equivalent to approximately below RMB1,249,000)                                       | 2                   | 3                             | 5     |
| S\$250,000 to below S\$500,000 (equivalent to approximately RMB1,249,000 to approximately RMB2,498,000) | -                   | -                             | -     |
| Above S\$500,000 (equivalent to approximately above RMB2,498,000)                                       | -                   | -                             | -     |
|                                                                                                         | 2                   | 3                             | 5     |

### Year ended 30 June 2018

|                                                                                                         | Executive directors | Group Non-executive directors | Total |
|---------------------------------------------------------------------------------------------------------|---------------------|-------------------------------|-------|
| Below S\$250,000 (equivalent to approximately below RMB1,159,000)                                       | 2                   | 4                             | 6     |
| S\$250,000 to below S\$500,000 (equivalent to approximately RMB1,159,000 to approximately RMB2,318,000) | -                   | -                             | -     |
| Above S\$500,000 (equivalent to approximately above RMB2,318,000)                                       | -                   | -                             | -     |
|                                                                                                         | 2                   | 4                             | 6     |

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 11. PROPERTY, PLANT AND EQUIPMENT – GROUP

|                                                           | Leasehold<br>improvements<br>RMB'000 | Machinery<br>and<br>equipment<br>RMB'000 | Office<br>equipment<br>and<br>computers<br>RMB'000 | Total<br>RMB'000 |
|-----------------------------------------------------------|--------------------------------------|------------------------------------------|----------------------------------------------------|------------------|
| At 1 July 2017                                            |                                      |                                          |                                                    |                  |
| Cost                                                      | 176                                  | 81                                       | 100                                                | 357              |
| Accumulated depreciation                                  | (176)                                | (73)                                     | (76)                                               | (325)            |
| <b>Net book amount</b>                                    | <b>-</b>                             | <b>8</b>                                 | <b>24</b>                                          | <b>32</b>        |
| Year ended 30 June 2018                                   |                                      |                                          |                                                    |                  |
| Opening net book amount                                   | -                                    | 8                                        | 24                                                 | 32               |
| Additions                                                 | 692                                  | -                                        | 14                                                 | 706              |
| Written off                                               | -                                    | -                                        | (2)                                                | (2)              |
| Depreciation                                              | (57)                                 | -                                        | (8)                                                | (65)             |
| <b>Closing net book amount</b>                            | <b>635</b>                           | <b>8</b>                                 | <b>28</b>                                          | <b>671</b>       |
| At 30 June 2018 and 1 July 2018                           |                                      |                                          |                                                    |                  |
| Cost                                                      | 868                                  | 81                                       | 97                                                 | 1,046            |
| Accumulated depreciation                                  | (233)                                | (73)                                     | (69)                                               | (375)            |
| <b>Net book amount</b>                                    | <b>635</b>                           | <b>8</b>                                 | <b>28</b>                                          | <b>671</b>       |
| <b>Year ended 30 June 2019</b>                            |                                      |                                          |                                                    |                  |
| Opening net book amount                                   | 635                                  | 8                                        | 28                                                 | 671              |
| Additions                                                 | -                                    | -                                        | 97                                                 | 97               |
| Addition through acquisition of a subsidiary<br>(Note 31) | -                                    | -                                        | 43                                                 | 43               |
| Written off                                               | -                                    | -                                        | (2)                                                | (2)              |
| Depreciation                                              | (138)                                | -                                        | (18)                                               | (156)            |
| Closing net book amount                                   | 497                                  | 8                                        | 148                                                | 653              |
| <b>At 30 June 2019</b>                                    |                                      |                                          |                                                    |                  |
| Cost                                                      | 868                                  | 81                                       | 221                                                | 1,170            |
| Accumulated depreciation                                  | (371)                                | (73)                                     | (73)                                               | (517)            |
| <b>Net book amount</b>                                    | <b>497</b>                           | <b>8</b>                                 | <b>148</b>                                         | <b>653</b>       |

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 12. INTERESTS IN SUBSIDIARIES AND AMOUNTS DUE FROM SUBSIDIARIES – COMPANY

|                                      | 2019<br>RMB'000 | 2018<br>RMB'000 |
|--------------------------------------|-----------------|-----------------|
| Unquoted equity shares, at cost      | –*              | –*              |
| Amounts due from subsidiaries (note) | 128,183         | 126,016         |
|                                      | <b>128,183</b>  | <b>126,016</b>  |

\*Denotes a figure less than RMB1,000

Note:

As at 30 June 2018, management re-assessed that the settlement of the amounts due from subsidiaries are neither planned nor likely to occur in the foreseeable future and accordingly, the amounts were re-classified as non-current assets from current assets.

Details of the Company's subsidiaries at 30 June 2019 and 2018 are as follows:

| Name                                                                                                       | Place of incorporation/<br>establishment/<br>principal place<br>of business | Particulars of<br>issued capital/<br>registered<br>capital | Percentage of<br>equity interest<br>attributable to the<br>Company |                         | Principal activities                        |
|------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|------------------------------------------------------------|--------------------------------------------------------------------|-------------------------|---------------------------------------------|
|                                                                                                            |                                                                             |                                                            | Direct                                                             | Indirect                |                                             |
| LC International Pte. Ltd.<br>("LC International")                                                         | Singapore                                                                   | 2 shares of<br>USD1 each                                   | 100%<br>(2018:<br>100%)                                            | -<br>(2018:-)           | Investment holding                          |
| 龙飞(西安)实业有限公司<br>("Longfei Industrial")*<br>(note (i))                                                      | China                                                                       | Registered<br>capital of<br>USD5,000,000                   | -<br>(2018:-)                                                      | 100%<br>(2018:<br>100%) | Investment holdings                         |
| 西安龙飞软件有限公司<br>(Xi'an Longfei Software<br>Co., Limited)*                                                    | China                                                                       | Registered<br>capital of<br>RMB40,000,000                  | -<br>(2018:-)                                                      | 100%<br>(2018:<br>100%) | Property investment                         |
| Longcheer Technology (India)<br>Pvt. Limited<br>(note (i))                                                 | India                                                                       | 2,500,000<br>shares of INR 10<br>each                      | -<br>(2018:-)                                                      | 100%<br>(2018:<br>100%) | Value-added services                        |
| LC Technology (Singapore)<br>Pte. Ltd<br>(note (i))                                                        | Singapore                                                                   | 1,000,100<br>shares of SGD1<br>each                        | -<br>(2018:-)                                                      | 100%<br>(2018:<br>100%) | Research and<br>experimental<br>development |
| 龙醒企业管理咨询(上海)有<br>限公司<br>(Longti Corporate<br>Management Consultation<br>(Shanghai) Limited)*<br>(note (i)) | China                                                                       | Registered<br>capital of<br>USD500,000                     | -<br>(2018:-)                                                      | 100%<br>(2018:-)        | Property management                         |

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 12. INTERESTS IN SUBSIDIARIES AND AMOUNTS DUE FROM SUBSIDIARIES – COMPANY (Continued)

Details of the Company's subsidiaries at 30 June 2019 and 2018 are as follows: (Continued)

| Name                                                                                          | Place of incorporation/<br>establishment/<br>principal place<br>of business | Particulars of<br>issued capital/<br>registered<br>capital | Percentage of<br>equity interest<br>attributable to the<br>Company |                 | Principal activities                                             |
|-----------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|------------------------------------------------------------|--------------------------------------------------------------------|-----------------|------------------------------------------------------------------|
|                                                                                               |                                                                             |                                                            | Direct                                                             | Indirect        |                                                                  |
| 上海熹云信息技术服务有限公司<br>(Shanghai Xiyun Information<br>Technology Services<br>Co., Ltd.)* ("Xiyun") | China                                                                       | Registered<br>capital of<br>RMB1,000,000                   | -<br>(2018:-)                                                      | 80%<br>(2018:-) | Providing professional<br>and investment<br>consultancy services |

\* The English translation of the company name is for reference only. The official names of these companies are in Chinese.

The financial statements of the Company's subsidiaries are audited/reviewed by BDO Limited, Certified Public Accountants ("BDO Limited") for Group consolidation purpose.

Notes:

- (i) As at 30 June 2019 and 2018, these companies are not undertaking any significant business activities and their accounting transactions are minimal.

## 13. INTANGIBLE ASSETS

|                                                               | Customer lists<br>RMB'000 | Total<br>RMB'000 |
|---------------------------------------------------------------|---------------------------|------------------|
| Cost                                                          |                           |                  |
| As at 1 July 2017, 30 June 2018 and 1 July 2018               | -                         | -                |
| Addition through acquisition of a subsidiary (Note 31)        | 700                       | 700              |
| As at 30 June 2019                                            | <b>700</b>                | <b>700</b>       |
| Accumulated amortisation and impairments                      |                           |                  |
| As at 1 July 2017, 30 June 2018, 1 July 2018 and 30 June 2019 | -                         | -                |
| Net carrying amount                                           |                           |                  |
| As at 30 June 2019                                            | <b>700</b>                | <b>700</b>       |
| As at 30 June 2018                                            | -                         | -                |

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 14. GOODWILL

|                                              | 2019<br>RMB'000 | 2018<br>RMB'000 |
|----------------------------------------------|-----------------|-----------------|
| As at 1 July                                 | -               | -               |
| Acquisition of a subsidiary (Note 31) (note) | 1,388           | -               |
| As at 30 June                                | <u>1,388</u>    | -               |

Note:

Goodwill arises from acquisition of a subsidiary on 27 June 2019 (note 31) and it is solely allocated to the CGU, namely Xiyun, and together with the intangible assets comprising customer list (note 13) in the same business combination and related to the same CGU, for the purpose of impairment testing.

The recoverable amounts of the CGU has been determined from value in use calculations based on cash flow projections from formally approved budgets covering a five-year period. Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 2%.

|                                          | 2019           |
|------------------------------------------|----------------|
| Discount rate                            | 17.00%         |
| Operating margin                         | 6.39% - 10.65% |
| Growth rate within the five –year period | 3.00% - 10.00% |

The discount rates used are pre-tax and reflect specific risks relating to the relevant CGU. The operating margin and growth rate within the five-year period have been based on past experience. Based on the above assessment, management has concluded that impairment is not required. For reasonable changes made in the assumption mentioned above, the management has assessed that the carrying amount of goodwill will not exceed the recoverable amount.

## 15. INVESTMENT PROPERTY – GROUP

|            | 2019<br>RMB'000 | 2018<br>RMB'000 |
|------------|-----------------|-----------------|
| At 30 June | <u>128,000</u>  | <u>120,000</u>  |

Investment property, which are held under leasehold interest, represent a building and land use right located in China held for generating rental income. The land use right of the investment property will expire in year 2057 (2018: 2057).

The investment property held by the Group as at 30 June 2019 and 2018 is as follow:

| Name of property                                 | Description                                                                                                                                                        | Fair value      |                 |
|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------|
|                                                  |                                                                                                                                                                    | 2019<br>RMB'000 | 2018<br>RMB'000 |
| Tower A of Longcheer Science and Technology Park | Leasehold commercial building at No. 29 First Jinye Road, Hi-Tech District, Xi'an, Shanxi Province, PRC.<br>The floor area of the property is 14,872 square meter. | <u>128,000</u>  | <u>120,000</u>  |

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 15. INVESTMENT PROPERTY – GROUP (Continued)

Investment property was revalued on 30 June 2019 by APAC Asset Valuation and Consulting Limited (2018: Same), an independent firm of professional valuer.

The fair value of investment property is a level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balance is provided below.

|                                                         | 2019<br>RMB'000 | 2018<br>RMB'000 |
|---------------------------------------------------------|-----------------|-----------------|
| Opening balance (level 3 recurring fair value)          | 120,000         | 110,000         |
| Fair value change recognised in profit or loss (Note 5) | 8,000           | 10,000          |
| Closing balance (level 3 recurring fair value)          | 128,000         | 120,000         |

Fair value for the years ended 30 June 2019 and 2018 are determined by applying a combination of income approach and direct comparison approach, in view of the lack of executed transactions of comparable properties in the local real estate market.

| Valuation approach                  | Weight |
|-------------------------------------|--------|
| Income approach (note a)            | 50%    |
| Direct comparison approach (note b) | 50%    |

Notes:

a) Income approach

Fair value is determined by applying the income approach took into account the future net earnings that the investment property will generate before the deduction of taxes and interest payments, which are then discounted into the value at appropriate capitalisation rate. The capitalisation rate is a required rate of return of the investment property.

The fair value measurement is positively correlated to the market monthly rental rate and negatively correlated to capitalisation rate.

|                                                                                                                                                      | 2019<br>Range  | 2018          |
|------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|---------------|
| Significant unobservable inputs                                                                                                                      |                |               |
| Adjusted market monthly rental rate taking into account of individual factors such as size, scale, nature, character, location, etc. (RMB/sq. meter) | 55 to 62       | 58 to 66      |
| Capitalisation rate                                                                                                                                  | 7.75% to 8.25% | 7.5% to 8.00% |

A significant increase/(decrease) in the capitalisation rate would result in a significant (decrease)/increase in fair value of investment property.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 15. INVESTMENT PROPERTY – GROUP (Continued)

Notes: (Continued)

b) Direct comparison approach

Fair value is determined by reference to comparable sales information as available in the markets, where comparison is made based on adjusted asking prices of comparable properties.

|                                                                                                                                        | 2019            | 2018           |
|----------------------------------------------------------------------------------------------------------------------------------------|-----------------|----------------|
| Significant unobservable inputs                                                                                                        | Range           |                |
| Market unit sale rate taking into account of individual factors such as size, scale, nature, character, location, etc. (RMB/sq. meter) | 9,500 to 10,000 | 7,905 to 8,161 |

A significant increase/(decrease) in the market unit sale rate would result in a significant increase/(decrease) in fair value of the investment property.

There were no changes to the valuation techniques during the year.

The fair value measurement is based on the above properties' highest and best use, which does not differ from their actual use.

## 16. CASH AND CASH EQUIVALENTS

|                        | Group   |         | Company |         |
|------------------------|---------|---------|---------|---------|
|                        | 2019    | 2018    | 2019    | 2018    |
|                        | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| Cash and bank balances | 51,662  | 47,744  | 332     | 2,048   |

The carrying amounts of these cash and deposit balances approximate their fair values due to the short term maturity of these financial assets. These bank balances bear interest rate at a range of 0.0% to 0.3% (2018: 0.0% to 0.3%) per annum.

As at 30 June 2019, certain companies of the Group which are located in China had cash and deposit balances denominated in RMB amounting to approximately RMB18,353,000 (2018: RMB10,787,000) which are deposited with financial institutions in China, are not freely convertible into foreign currencies.

Significant cash and bank balances of the Group and Company that are not denominated in the functional currencies of the respective entities are as follows:

|                              | Group   |         | Company |         |
|------------------------------|---------|---------|---------|---------|
|                              | 2019    | 2018    | 2019    | 2018    |
|                              | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| Singapore dollar ("SGD")     | 490     | 556     | 207     | 242     |
| United States dollar ("USD") | 2,752   | 3,308   | -       | -       |

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 17. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS - GROUP

|                                                       | 2019<br>RMB'000 | 2018<br>RMB'000 |
|-------------------------------------------------------|-----------------|-----------------|
| Financial assets at fair value through profit or loss |                 |                 |
| - Debt instruments (note)                             | <b>2,950</b>    | -               |

Note:

During the year ended 30 June 2019, the Group acquired a debt instruments through acquisition of Xiyun (Note 31) on 27 June 2019. The instruments are investment fund trading in a bank in PRC. The investment is carrying at fair value, which is a level 1 recurring fair value measurement at market quoted yield.

|                                                                             | 2019<br>RMB'000 | 2018<br>RMB'000 |
|-----------------------------------------------------------------------------|-----------------|-----------------|
| Opening balance                                                             | -               | -               |
| Acquired through acquisition of a subsidiary (level 1 recurring fair value) | <b>2,950</b>    | -               |
| Closing balance (level 1 recurring fair value)                              | <b>2,950</b>    | -               |

## 18. OTHER RECEIVABLES, DEPOSITS PAID AND PREPAYMENT

|                   | Group           |                 | Company         |                 |
|-------------------|-----------------|-----------------|-----------------|-----------------|
|                   | 2019<br>RMB'000 | 2018<br>RMB'000 | 2019<br>RMB'000 | 2018<br>RMB'000 |
| Other receivables | <b>501</b>      | 592             | -               | -               |
| Prepayments       | <b>51</b>       | -               | <b>37</b>       | -               |
|                   | <b>552</b>      | 592             | <b>37</b>       | -               |

At each reporting date, the Group reviews other receivables for evidence of impairment on both an individual and collective basis. No impairment loss on other receivables recognised during the year ended 30 June 2019 (2018: RMB Nil).

The fair value of the other receivables approximate their carrying amounts due to the short term maturity of these receivables.

Ageing analysis of other receivables that are not considered to be impaired is as follows:

|                                               | Group           |                 | Company         |                 |
|-----------------------------------------------|-----------------|-----------------|-----------------|-----------------|
|                                               | 2019<br>RMB'000 | 2018<br>RMB'000 | 2019<br>RMB'000 | 2018<br>RMB'000 |
| Neither past due nor impaired                 | <b>501</b>      | 592             | -               | -               |
| Past due:                                     |                 |                 |                 |                 |
| Not more than 3 months past due               | -               | -               | -               | -               |
| More than 3 months but not more than 6 months | -               | -               | -               | -               |
| More than 6 months but not more than 1 year   | -               | -               | -               | -               |
| More than 1 year                              | -               | -               | -               | -               |
|                                               | <b>501</b>      | 592             | -               | -               |

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 19. TRADE AND OTHER PAYABLES

|                                                                                                  | Group         |               | Company      |            |
|--------------------------------------------------------------------------------------------------|---------------|---------------|--------------|------------|
|                                                                                                  | 2019          | 2018          | 2019         | 2018       |
|                                                                                                  | RMB'000       | RMB'000       | RMB'000      | RMB'000    |
| Trade payables (note (a))                                                                        | 704           | -             | -            | -          |
| Accruals                                                                                         | 2,087         | 720           | 526          | 213        |
| Other payables – purchases of property, plant and equipment and additions to investment property | 10,862        | 10,862        | -            | -          |
| Other payables – receipt in advance*                                                             | 1,111         | 1,066         | -            | -          |
| Other payables – refundable deposits received from tenants                                       | 2,709         | 2,814         | -            | -          |
| Other payables - contingent consideration (note (b))                                             | 2,560         | -             | -            | -          |
| Other payables - others                                                                          | 738           | 419           | 669          | 473        |
|                                                                                                  | <b>20,771</b> | <b>15,881</b> | <b>1,195</b> | <b>686</b> |

\* The receipt in advance will be recognised as revenue in the subsequent period.

Notes:

- (a) Included in trade and other payables are trade creditors with the following ageing analysis, based on invoice dates, as of the end of reporting period:

|                                            | Group      |          | Company  |          |
|--------------------------------------------|------------|----------|----------|----------|
|                                            | 2019       | 2018     | 2019     | 2018     |
|                                            | RMB'000    | RMB'000  | RMB'000  | RMB'000  |
| Current or less than 1 month               | 564        | -        | -        | -        |
| 1 to 3 months                              | -          | -        | -        | -        |
| More than 3 months but less than 12 months | 140        | -        | -        | -        |
| More than 12 months                        | -          | -        | -        | -        |
|                                            | <b>704</b> | <b>-</b> | <b>-</b> | <b>-</b> |

The fair value of trade and other payables excluding contingent consideration and receipt in advance approximate their carrying amount due to the short term maturity of these financial liabilities.

- (b) The balance represents contingent consideration payable for acquisition of Xiyun. In according to the sale and purchase agreement ("Agreement"), the total consideration for the acquisition of Xiyun shall be paid in cash in two tranches. The first tranche of RMB640,000 was paid by the Group in June 2019 (Note 31) and the second tranche is subject to amendment based on the net profit after tax ("NPAT") of Xiyun for the year ending 31 December 2019. If the NPAT of Xiyun for the year ending 31 December 2019 is less than RMB800,000, the second tranche will adjust downward with reference to the formula mentioned in the Agreement.

The contingent consideration was revalued by APAC Asset Valuation and Consulting Limited, an independent firm of professional valuer. The fair value of contingent consideration is a level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balance is provided below.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 19. TRADE AND OTHER PAYABLES (Continued)

|                                                                                    | 2019<br>RMB'000 | 2018<br>RMB'000 |
|------------------------------------------------------------------------------------|-----------------|-----------------|
| Opening balance                                                                    | -               | -               |
| Recognise of contingent consideration at fair value (level 3 recurring fair value) | 2,560           | -               |
| Closing balance (level 3 recurring fair value)                                     | <u>2,560</u>    | <u>-</u>        |

Fair value is determined by applying the scenarios analysis by took into account the probabilities of future profit. The fair value measurement is negative correlated to the probability of the existent of conservative scenario.

| Scenario        | Probabilities |
|-----------------|---------------|
| 1. Aggressive   | 10%           |
| 2. Base         | 80%           |
| 3. Conservative | 10%           |

A significant increase in the probability of conservative scenario would result in a significant decrease in fair value of contingent consideration.

- (c) As at the end of the reporting period, significant other payables of the Group and Company that are not denominated in the functional currencies of the respective entities are as follows:

|     | Group           |                 | Company         |                 |
|-----|-----------------|-----------------|-----------------|-----------------|
|     | 2019<br>RMB'000 | 2018<br>RMB'000 | 2019<br>RMB'000 | 2018<br>RMB'000 |
| SGD | <u>325</u>      | <u>309</u>      | <u>-</u>        | <u>-</u>        |

## 20. DEFERRED TAX – GROUP

Movements in deferred tax assets and liabilities during the year are as follows:

|                                       | Revaluation<br>of investment<br>property<br>RMB'000 | Fair value<br>adjustment<br>on intangible<br>assets<br>RMB'000 | Tax losses<br>RMB'000 | Total<br>RMB'000 |
|---------------------------------------|-----------------------------------------------------|----------------------------------------------------------------|-----------------------|------------------|
| At 1 July 2017                        | 8,624                                               | -                                                              | (562)                 | 8,062            |
| Charge to profit or loss              | 3,749                                               | -                                                              | 2                     | 3,751            |
| At 30 June 2018 and 1 July 2018       | <u>12,373</u>                                       | <u>-</u>                                                       | <u>(560)</u>          | <u>11,813</u>    |
| Acquisition of a subsidiary (Note 31) | -                                                   | 175                                                            | -                     | 175              |
| Charge to profit or loss              | 3,250                                               | -                                                              | 560                   | 3,810            |
| At 30 June 2019                       | <u>15,623</u>                                       | <u>175</u>                                                     | <u>-</u>              | <u>15,798</u>    |

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 20. DEFERRED TAX – GROUP (Continued)

As at 30 June 2019, the Group has deferred tax liabilities arising from fair value change on investment property and acquired intangible assets through acquisition of a subsidiary amounting to approximately RMB15,623,000 (2018: RMB12,373,000) and RMB175,000 (2018: RMB Nil) respectively, and they have been partially offset with deferred tax assets amounting to approximately RMB Nil (2018: RMB560,000) that can be utilised in the foreseeable future. Under the current tax legislation, tax losses can be carried forward for five years since the year the loss is incurred. The Group has no unrecognised tax losses as at 30 June 2019.

## 21. SHARE-BASED PAYMENTS

### (a) Share option scheme

The Longcheer Share Option Scheme (“the Scheme”) was adopted on 25 February 2005. The Scheme is administered by the Remuneration Committee currently comprising Mr. David Hwang Soo Chin, Mr. See Yen Tarn and Mr. Deng Hua.

Under the Scheme, the aggregate number of shares that may be issued shall not exceed 5% of the issued share capital of the Company from time to time.

Options entitle the option holder to subscribe for a specific number of new ordinary shares in the Company at a subscription price per share determined by reference to the daily official list or other publication published by the SGX-ST for a period of five consecutive market days immediately preceding the relevant date of grant. The Remuneration Committee may fix the subscription price at a discount up to 20% of the market price but not lower than the par value of the shares subject to the approval by the shareholders in a separate resolution.

Options granted with the subscription price set at the market price shall only be exercised after the first anniversary but before the tenth anniversary for executive directors and employees (fifth anniversary for non-executive directors) from the date of grant. Options granted with the subscription price set at a discount to the market price shall only be exercised after the second anniversary but before the tenth anniversary for executive directors and employees (fifth anniversary for non-executive directors) from the date of grant. No options with subscription price set at a discount to the market price will be granted to the independent directors.

The options may be exercised in whole or in part on the payment of the relevant subscription price. Options granted will lapse when the option holder ceases to be a full-time employee or non-executive director of the Company or any subsidiary of the Group subject to certain exceptions at the discretion of the Remuneration Committee.

Since inception of the Scheme, no options were granted and no ordinary shares were issued by virtue of the exercise of options.

### (b) Share award plan

Pursuant to the circular to shareholders of the Company dated 28 September 2007, the Company introduced a share award plan (the “Plan”), whereby eligible participants are conferred rights by the Company to be issued or transferred fully-paid ordinary shares in the capital of the Company (hereinafter referred to as “Award”).

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 21. SHARE-BASED PAYMENTS (Continued)

### (b) Share award plan (Continued)

The rationale of the Plan is to provide an opportunity for the directors, including non-executive directors, and full-time employees of the Group (the “Participants”) to participate in the equity of the Company so as to motivate them to greater dedication, loyalty and higher standard of performance, and give recognition to employees of the Group who have contributed to the success of the Group. The Participants are not required to pay for the grant of Award or for the shares allotted or allocated pursuant to an Award.

The aggregate number of new shares over which the committee, comprising directors of the Company, duly authorised and appointed by the board of directors to administer the Plan (the “Committee”), may grant Award on any date, when added to the number of new shares issued and issuable in respect of all shares granted under this Plan and any other existing share schemes or share option schemes implemented or to be implemented by the Company, shall not exceed 10% of the issued share capital of the Company on the day preceding that date (the “Plan Limit”).

The eligibility of employees to participate in the Plan and number of shares which are the subject of each Award at each date of grant to a Participant in accordance with the Plan shall be determined at the absolute discretion of the Committee which shall take into account the performance of the Participant and such other general criteria as the Committee may consider appropriate as well as other limitations set forth under the rules of the Listing Manual of the SGX-ST and these rules of the Plan.

The total number of shares to be offered to Participants who are shareholders holding directly or indirectly 15% or more of the normal amount of all voting shares in the Company or in fact exercising control over the Company (the “Controlling Shareholders”), shall not during the entire operation of the Plan exceed 25% of the Plan Limit and the total number of shares to be offered to each Participant who is a Controlling Shareholder shall not during the entire operation of the Plan exceed 10% of the Plan Limit.

In determining the number of shares to be awarded each year the Committee shall have reference to the Group's performance as reflected in the profit before tax of the financial year.

The grant of an Award to a Participant shall be accepted by the Participant within 30 days from the date of grant. The Participant may accept or refuse the whole but part of a grant of an Award. If the grant of an Award is not accepted by the Participant within 30 days from the day of the grant, the offer shall upon the expiry of the 30 days period automatically lapse and shall be null and void.

In accordance with the Plan, an Award shall be released, in accordance with any conditions that the Committee may, in its absolute discretion specify subject to the following proportions and vesting periods:

- (a) After the first anniversary of date of grant: maximum of 30% of Award granted;
- (b) After the second anniversary of date of grant: maximum of 30% of Award granted; and
- (c) After the third anniversary of date of grant: the remaining balance of the Award granted.

Performance conditions (the “Performance Conditions”) refer to the condition or conditions imposed by the Company on a Participant's employment with the Company which must be fulfilled or satisfied by the Participant prior to his eligibility for an Award. Performance period (the “Performance Period”) refers to the period of a Participant's employment with the Group which is used to assess the Participant's work performance for the purpose of determining the grant of the Participant's Award.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 21. SHARE-BASED PAYMENTS (Continued)

### (b) Share award plan (Continued)

In relation to an Award, as soon as reasonably practicable after the end of the relevant Performance Period, the Committee shall review the report of the Chief Executive Officer and the management on the job performance of the Participant concerned in respect of the Performance Condition specified in that Award and determine whether it has been satisfied and, if so, the extent to which it has been satisfied.

The current Performance Conditions proposed by the Committee are (a) the profit before tax of the Group attributable to shareholders; and (b) the pre-determined performance or service condition to be achieved by the individual Participant. The Committee has the right to amend the Performance Conditions if the Committee decides that it would be equitable to do so.

Fair value of an Award at the grant date is determined by reference to the market price immediately available before the grant date. No Awards were granted during the year ended 30 June 2019 (2018: RMB nil).

## 22. SHARE CAPITAL

|                                   | Group and Company                        |             |                      |               |
|-----------------------------------|------------------------------------------|-------------|----------------------|---------------|
|                                   | 2019                                     | 2018        | 2019                 | 2018          |
|                                   | Number of ordinary shares of USD0.2 each |             | Nominal amount       |               |
|                                   | USD0.2 each                              |             | USD0.2 each          |               |
| Authorised                        | <b>250,000,000</b>                       | 250,000,000 | <b>USD50,000,000</b> | USD50,000,000 |
| Issued and paid up at end of year | <b>39,666,395</b>                        | 39,666,395  | <b>RMB65,608,000</b> | RMB65,608,000 |

The Company has one class of ordinary shares which carry no right to fixed income. The holders of ordinary shares (except for treasury shares) are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share.

## 23. TREASURY SHARES

|                                             | Group and Company |                             |                  |                             |
|---------------------------------------------|-------------------|-----------------------------|------------------|-----------------------------|
|                                             | 2019              |                             | 2018             |                             |
|                                             | Number of shares  | Cost of acquisition RMB'000 | Number of shares | Cost of acquisition RMB'000 |
| Balance brought forward and carried forward | <b>4,421,875</b>  | <b>90,042</b>               | 4,421,875        | 90,042                      |

Notes:

(a) The Company acquired its own shares in the open market which are held as treasury shares.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 24. RESERVES

### Share premium

Under the Bermuda Companies Act 1981, the funds in the share premium account of the Company may be credited to a contributed surplus account of the Company. Such contributed surplus, may be distributed when the Company is able to settle its liabilities when they fall due after such payment.

### Translation reserve

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

### Retained earnings

The retained earnings represent all other net gains and losses and transactions with owners not recognised elsewhere.

## 25. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS

### Major non-cash transactions

There were no major non-cash transactions during the year.

### Financing activities

The Group did not incur cash flows from financing activities during the financial years ended 30 June 2018 and 2019.

## 26. COMMITMENTS

At the reporting date, the Group had the following outstanding commitments:

### (i) Capital commitment

The Company and the Group did not have any capital commitment as at 30 June 2019 and 2018.

### (ii) Commitments under operating leases

#### As lessee

The Group leases an office property under operating lease arrangements. Leases for office property is typically negotiated for term of one to two years, with an option for renewal after expiry at which time all terms may be renegotiated. The current rent payable on the lease is RMB6,844 (2018: RMB Nil) per month. None of the above lease includes contingent rental.

Within one year

In the second to fifth year inclusive

| Group     |          |
|-----------|----------|
| 2019      | 2018     |
| RMB'000   | RMB'000  |
| 82        | -        |
| 7         | -        |
| <b>89</b> | <b>-</b> |

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 26. COMMITMENTS (Continued)

### (ii) Commitments under operating leases (Continued)

#### As lessee (Continued)

The Company did not have any commitments as at 30 June 2019 (2018: Nil).

#### As lessor

The Group leases its investment property under operating lease arrangements for terms ranging from one to five years (2018: Same). Certain leases contain an option to renew the lease and renegotiate the terms at the expiry dates or at dates mutually agreed between the Group and the lessees. None of the leases include contingent rentals.

At the reporting date, the Group had total future minimum lease receivables under non-cancellable operating leases falling due as follows:

|                                       | <b>Group</b>   |         |
|---------------------------------------|----------------|---------|
|                                       | <b>2019</b>    | 2018    |
|                                       | <b>RMB'000</b> | RMB'000 |
| Within one year                       | <b>9,922</b>   | 8,261   |
| In the second to fifth year inclusive | <b>18,895</b>  | 4,804   |
|                                       | <b>28,817</b>  | 13,065  |

## 27. CAPITAL MANAGEMENT POLICIES AND PROCEDURES

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for the shareholders and benefits for other stakeholders, by pricing products commensurately with the level of risk and by securing access to finance at a reasonable cost. There is no change to the Group's approach to capital risk management during the year.

The Group manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristic of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debts.

Management regards equity attributable to owners of the Company as capital, for capital management purpose. The amount of capital as at 30 June 2019 amounted to approximately RMB148,883,000 (2018: RMB141,313,000), which the management considers as optimal having considered the projected capital expenditures and the projected strategic investment opportunities.

The Group and the Company are not subject to any externally imposed material capital requirements for the financial years ended 30 June 2019 and 2018.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 28. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's overall risk management programme seeks to minimise potential adverse effects of financial performance of the Group. The Group's financial risk management objectives and policies are as follows:

### (i) Foreign exchange risk

Foreign exchange risk refers to the risk that movement in foreign currency exchange rate against the RMB will affect the Group's financial results and its cash flows.

The Group transacts mainly in SGD, USD and RMB. Certain other receivables, other payables and cash and deposit balances of the Group are denominated in SGD and USD which are not the functional currencies of the Group entities to which these balances related and the Group is therefore exposed to foreign currency risk. To the extent possible, exposure to foreign exchange risks are managed as far as possible by natural hedges of matching assets and liabilities. The Group does not use derivative financial instruments to hedge its foreign exchange risk.

As at 30 June, the Group's foreign currency denominated monetary assets and liabilities, translated into RMB at the closing rates, are as follows:

|                      | <b>2019</b>    | <b>2019</b>    | 2018    | 2018    |
|----------------------|----------------|----------------|---------|---------|
|                      | <b>SGD</b>     | <b>USD</b>     | SGD     | USD     |
|                      | <b>RMB'000</b> | <b>RMB'000</b> | RMB'000 | RMB'000 |
| Monetary assets      | <b>490</b>     | <b>2,752</b>   | 556     | 3,308   |
| Monetary liabilities | <b>(325)</b>   | <b>-</b>       | (309)   | -       |
|                      | <b>165</b>     | <b>2,752</b>   | 247     | 3,308   |

### Foreign currency rate sensitivity analysis

The sensitivity analysis has been determined by assuming that the reasonably possible changes in foreign exchange rate had occurred at the reporting date and had been applied to the Group's exposure to currency risk for financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant. The assumed changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the next annual reporting date with reference to the historical trend of the functional currency of the respective entities against and the foreign currencies SGD and USD. A 6% (2018: 6%) strengthening/weakening of SGD and USD against RMB at the reporting date would increase/(decrease) the Group's profit before tax for the year by the amount shown below.

|     | <b>2019</b>                                         |                                            | <b>2018</b>                                         |                                            |
|-----|-----------------------------------------------------|--------------------------------------------|-----------------------------------------------------|--------------------------------------------|
|     | <b>Appreciation of foreign currency against RMB</b> | <b>Effect on profit before tax RMB'000</b> | <b>Appreciation of foreign currency against RMB</b> | <b>Effect on profit before tax RMB'000</b> |
| SGD | 6%                                                  | 10                                         | 6%                                                  | 15                                         |
| USD | 6%                                                  | 165                                        | 6%                                                  | 198                                        |

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 28. RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### (i) Foreign exchange risk (Continued)

As the Company does not have significant exposure to currency risk, the Company's income and operating cash flows are substantially independent of changes in foreign currency rates and sensitivity analysis is deemed not necessary.

### (ii) Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group has not used any derivative contracts to hedge its exposure to interest rate risk or formulated a policy to manage the interest rate risk. The Group's exposure to interest rate risk mainly arises on bank deposits (note 16) where it is not significant. As such, interest rate sensitivity analysis is deemed not necessary.

### (iii) Credit risk

As at 30 June 2019 and 2018, the Group's credit risk is primarily attributable to other receivables and cash and deposit balances. Management has a credit policy and the exposures to credit risks are monitored on an ongoing basis.

In respect of trade and other receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Normally, the Group does not obtain collateral from customers.

As at 30 June 2019 and 2018, none of the Group's financial assets is secured by collateral.

The Group performs ongoing credit evaluation of its customers' financial positions. Provision for impairment is based upon a review of the expected collectability of all receivables and other forward-looking factors.

The Group's bank balances are deposited with reputable banks located in Hong Kong, PRC, Singapore and India, with credit ratings ranging from AA- -BBB+ including the aggregate bank balance of approximately RMB2,865,000 (2018: RMB32,364,000) maintained with a reputable bank in Singapore. Impairment of bank balances has been measured based on 12 months expected credit loss model. At the reporting date, the Group did not expect any credit losses from non-performance by counterparties.

The Company's credit risk is primarily attributable to amounts due from subsidiaries (Note 12). Management has taken into account the available internal information on these subsidiaries' past, current and expected operating performance and cash flow position. The management monitors and assesses at each reporting date on any indicator of change in credit risk on the amounts due from the subsidiaries, by considering their performance ratio and any default in external debts. The risk of default is considered to be minimal as settlement of the amounts due would be made upon realisation of certain investments of these subsidiaries, hence, the Company's management has assessed that the amount due from these subsidiaries are subject to immaterial credit loss.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 28. RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### (iv) Liquidity risk

Liquidity risk refers to the risk in which the Group has difficulty in meeting its short-term obligations. The Group maintains sufficient cash and cash equivalents, and internally generated cash flows to finance their activities.

The maturity profile of the Group's financial liabilities as at the reporting dates, based on the contracted undiscounted payments, was as follows:

| Group          | 2019                       |                                                    |                      |                               |                                     |
|----------------|----------------------------|----------------------------------------------------|----------------------|-------------------------------|-------------------------------------|
|                | Carrying amount<br>RMB'000 | Total contracted undiscounted cash flow<br>RMB'000 | On demand<br>RMB'000 | Less than 3 months<br>RMB'000 | 3 to less than 12 months<br>RMB'000 |
| Trade payables | 704                        | 704                                                | 704                  | -                             | -                                   |
| Accruals       | 2,087                      | 2,087                                              | 2,087                | -                             | -                                   |
| Other payables | 16,869                     | 16,869                                             | 16,869               | -                             | -                                   |
|                | <b>19,660</b>              | <b>19,660</b>                                      | <b>19,660</b>        | <b>-</b>                      | <b>-</b>                            |

| Group          | 2018                       |                                                    |                      |                               |                                     |
|----------------|----------------------------|----------------------------------------------------|----------------------|-------------------------------|-------------------------------------|
|                | Carrying amount<br>RMB'000 | Total contracted undiscounted cash flow<br>RMB'000 | On demand<br>RMB'000 | Less than 3 months<br>RMB'000 | 3 to less than 12 months<br>RMB'000 |
| Accruals       | 720                        | 720                                                | 720                  | -                             | -                                   |
| Other payables | 14,095                     | 14,095                                             | 14,095               | -                             | -                                   |
|                | <b>14,815</b>              | <b>14,815</b>                                      | <b>14,815</b>        | <b>-</b>                      | <b>-</b>                            |

| Company        | 2019                       |                                                    |                      |                               |                                     |
|----------------|----------------------------|----------------------------------------------------|----------------------|-------------------------------|-------------------------------------|
|                | Carrying amount<br>RMB'000 | Total contracted undiscounted cash flow<br>RMB'000 | On demand<br>RMB'000 | Less than 3 months<br>RMB'000 | 3 to less than 12 months<br>RMB'000 |
| Accruals       | 526                        | 526                                                | 526                  | -                             | -                                   |
| Other payables | 669                        | 669                                                | 669                  | -                             | -                                   |
|                | <b>1,195</b>               | <b>1,195</b>                                       | <b>1,195</b>         | <b>-</b>                      | <b>-</b>                            |

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 28. RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(iv) Liquidity risk (Continued)

|                | 2018                       |                                                   |                      |                               |                                     |
|----------------|----------------------------|---------------------------------------------------|----------------------|-------------------------------|-------------------------------------|
|                | Carrying amount<br>RMB'000 | Total contracted undiscouted cash flow<br>RMB'000 | On demand<br>RMB'000 | Less than 3 months<br>RMB'000 | 3 to less than 12 months<br>RMB'000 |
| Accruals       | 213                        | 213                                               | 213                  | -                             | -                                   |
| Other payables | 473                        | 473                                               | 473                  | -                             | -                                   |
|                | 686                        | 686                                               | 686                  | -                             | -                                   |

(v) Summary of financial assets and liabilities by category

The carrying amounts of the Group's and the Company's financial assets and liabilities as recognised at the reporting dates are also analysed into the following categories.

### Financial assets

|                                                                    | Group           |                 | Company         |                 |
|--------------------------------------------------------------------|-----------------|-----------------|-----------------|-----------------|
|                                                                    | 2019<br>RMB'000 | 2018<br>RMB'000 | 2019<br>RMB'000 | 2018<br>RMB'000 |
| Financial assets at FVTPL                                          | 2,950           | -               | -               | -               |
| Financial assets at amortised cost<br>(2018: Loan and receivables) |                 |                 |                 |                 |
| - Other receivables                                                | 501             | 592             | -               | -               |
| - Cash and deposit balances                                        | 51,662          | 47,744          | 332             | 2,048           |
|                                                                    | 55,113          | 48,336          | 332             | 2,048           |

### Financial liabilities

|                                                                                                          | Group           |                 | Company         |                 |
|----------------------------------------------------------------------------------------------------------|-----------------|-----------------|-----------------|-----------------|
|                                                                                                          | 2019<br>RMB'000 | 2018<br>RMB'000 | 2019<br>RMB'000 | 2018<br>RMB'000 |
| Financial liabilities at fair value through<br>profit or loss                                            |                 |                 |                 |                 |
| - Contingent consideration payable                                                                       | 2,560           | -               | -               | -               |
| Financial liabilities measured at<br>amortised cost                                                      |                 |                 |                 |                 |
| - Trade payables                                                                                         | 704             | -               | -               | -               |
| - Accruals                                                                                               | 2,087           | 720             | 526             | 213             |
| - Other payables – purchases of property,<br>plant and equipment and additions to<br>investment property | 10,862          | 10,862          | -               | -               |
| - Other payables – refundable deposits<br>received from tenants                                          | 2,709           | 2,814           | -               | -               |
| - Other payables – others                                                                                | 738             | 419             | 669             | 473             |
|                                                                                                          | 17,100          | 14,815          | 1,195           | 686             |
|                                                                                                          | 19,660          | 14,815          | 1,195           | 686             |

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 29. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group had the following material related party transactions:

### Compensation of directors and key management personnel

The remuneration of directors of the Company and Subsidiary and other members of key management during the year was as follows:

|                                | Group        |              |
|--------------------------------|--------------|--------------|
|                                | 2019         | 2018         |
|                                | RMB'000      | RMB'000      |
| Directors of the Company       |              |              |
| - Short-term benefits          | 1,985        | 1,947        |
| - Post-employment benefits     | 14           | 49           |
| Other key management personnel |              |              |
| - Short-term benefits          | 259          | -            |
| - Post-employment benefits     | 65           | -            |
|                                | <b>2,323</b> | <b>1,996</b> |

The remuneration of directors and key management is determined by the Remuneration Committee having regard to the performance of individuals and market trends.

## 30. DIVIDENDS

No dividend was paid or proposed during the years ended 30 June 2019 and 2018.

## 31. BUSINESS ACQUISITION

On 27 June 2019, Longfei Industrial, a wholly-owned subsidiary of the Group, completed the acquisition of the 80% equity interest in Xiyun from two independent third parties (the "Vendor") for an aggregate maximum cash consideration of RMB3,200,000 (the "Acquisition"), with contingent consideration arrangements. The principal business of Xiyun is engaged in provision of professional and investment consultancy services to customers in the PRC.

Further details of the above transactions are set out in the Company's announcements dated 6 June 2019 and 27 June 2019.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## 31. BUSINESS ACQUISITION (Continued)

The fair value of the identifiable assets and liabilities of Xiyun as at the date of Acquisition and the corresponding carrying amounts immediately before the Acquisition are as follows:

|                                                                 | RMB'000 |
|-----------------------------------------------------------------|---------|
| Property, plant and equipment                                   | 43      |
| Intangible assets                                               | 700     |
| Financial assets at fair value through profit or loss           | 2,950   |
| Cash and cash equivalents                                       | 330     |
| Trade and other payables                                        | (1,555) |
| Income tax payable                                              | (28)    |
| Non-controlling interests                                       | (453)   |
| Deferred tax liabilities recognised upon fair value adjustments | (175)   |
| Net assets acquired                                             | 1,812   |
| Consideration:                                                  |         |
| - Cash                                                          | 640     |
| - Contingent consideration (Note 19(b))                         | 2,560   |
| Less: Net asset acquired                                        | (1,812) |
| Goodwill (Note 14)                                              | 1,388   |
| Net cash outflow arising on the Acquisition:                    |         |
| Cash consideration paid                                         | (640)   |
| Cash and cash equivalents acquired                              | 330     |
|                                                                 | (310)   |

The Acquisition of Xiyun is for the diversification of the Group's business and the managements considered goodwill arising from the Acquisition is attributable to the knowledge and experience of the management of Xiyun for consultancy services business. The goodwill is not deductible for tax purposes.

Revenue generated by Xiyun since the date of its Acquisition up to 30 June 2019 amounted to RMB Nil and it made an operating profits of RMB Nil during that period. Had the Acquisition taken place at the beginning of the year, the revenue of the Group and the net profit of the Group for the year would have been approximately RMB18,803,000 and RMB11,182,000 respectively. The transaction costs of this business acquisition are not material.

## 32. EVENT SUBSEQUENT TO THE REPORTING DATE

On 6 September 2019, the Company entered into a non-binding term sheet in relation to the proposed acquisition by the Company of the entire equity interest in PG Automotive Holdings Pte. Ltd., together with its subsidiaries and associated companies from Mr Park Ki Chool and his family members (hereinafter referred to as the "Proposed Acquisition"). The Proposed Acquisition, if undertaken and completed, is expected to result in a reverse takeover of the Company under Rule 1015 of the Listing Manual of the Singapore Exchange Securities Trading Limited. The details of the Proposed Acquisition are set out in the Company's announcement dated 6 September 2019.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2019

## **32. EVENT SUBSEQUENT TO THE REPORTING DATE (Continued)**

As at the date of these financial statements, the financial effects of the Proposed Acquisition are not determinable and therefore not disclosed.

## **33. APPROVAL OF FINANCIAL STATEMENTS**

The consolidated financial statements of the Group and the statement of financial position of the Company for the financial year ended 30 June 2019 were approved and authorised for issue by the Board of Directors on 25 September 2019.

# STATISTICS OF SHAREHOLDINGS

As at 13 September 2019

|                            |                                          |
|----------------------------|------------------------------------------|
| No. of authorised shares   | : 250,000,000                            |
| Par value per share        | : US\$0.20                               |
| No. of issued shares       | : 35,244,520 (excluding treasury shares) |
| No. / % of treasury shares | : 4,421,875 (12.55%)                     |
| Class of shares            | : Ordinary                               |
| Voting Rights              | : One vote per share                     |

## DISTRIBUTION OF SHAREHOLDINGS

| SIZE OF SHAREHOLDINGS | NO. OF SHAREHOLDERS | %             | NO. OF SHARES     | %             |
|-----------------------|---------------------|---------------|-------------------|---------------|
| 1 - 99                | 19                  | 0.97          | 531               | 0.00          |
| 1,00 - 1,000          | 952                 | 48.40         | 625,172           | 1.78          |
| 1,000 - 10,000        | 859                 | 43.67         | 3,073,738         | 8.72          |
| 10,001 - 1,000,000    | 132                 | 6.71          | 8,544,279         | 24.24         |
| 1,000,001 and above   | 5                   | 0.25          | 23,000,800        | 65.26         |
| <b>TOTAL :</b>        | <b>1,967</b>        | <b>100.00</b> | <b>35,244,520</b> | <b>100.00</b> |

## TWENTY LARGEST SHAREHOLDERS

| NO.          | NAME                                            | NO. OF SHARES     | %            |
|--------------|-------------------------------------------------|-------------------|--------------|
| 1            | DBS NOMINEES (PRIVATE) LIMITED                  | 12,347,892        | 35.03        |
| 2            | MAYBANK KIM ENG SECURITIES PTE.LTD              | 5,191,500         | 14.73        |
| 3            | DBS VICKERS SECURITIES (SINGAPORE) PTE LTD      | 2,430,037         | 6.89         |
| 4            | UOB KAY HIAN PRIVATE LIMITED                    | 1,621,600         | 4.60         |
| 5            | OCBC SECURITIES PRIVATE LIMITED                 | 1,409,771         | 4.00         |
| 6            | LONGPARTNER INVESTMENT LIMITED                  | 938,072           | 2.66         |
| 7            | CITIBANK NOMINEES SINGAPORE PTE LTD             | 926,017           | 2.63         |
| 8            | NG HIAN CHOW                                    | 882,000           | 2.50         |
| 9            | ABN AMRO CLEARING BANK N.V.                     | 595,050           | 1.69         |
| 10           | TANG JIPING                                     | 528,859           | 1.50         |
| 11           | HONG LEONG FINANCE NOMINEES PTE LTD             | 445,800           | 1.26         |
| 12           | HUANG BAOJIA                                    | 380,000           | 1.08         |
| 13           | TAN KENG KOK                                    | 201,460           | 0.57         |
| 14           | DBSN SERVICES PTE. LTD.                         | 181,450           | 0.51         |
| 15           | TAN YONG CHIANG OR TAN HUI LIANG                | 158,700           | 0.45         |
| 16           | CHONG CHIE SENG @PETER CHONG                    | 93,500            | 0.27         |
| 17           | KWAN WAI LOEN                                   | 87,000            | 0.25         |
| 18           | UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED | 86,400            | 0.25         |
| 19           | PHUAY YONG HEN                                  | 80,600            | 0.23         |
| 20           | CHUA BUAN LING ALICIA (CAI MANLIN)              | 77,600            | 0.22         |
| <b>TOTAL</b> |                                                 | <b>28,663,308</b> | <b>81.32</b> |

## SHAREHOLDINGS HELD IN HANDS OF PUBLIC

As at 13 September 2019, approximately 68.75% of the Company's issued ordinary shares (excluding treasury shares) are held in the hands of the public. Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited has accordingly been complied with.

# SUBSTANTIAL SHAREHOLDERS

As at 13 September 2019  
(As recorded in the Register of Substantial Shareholders)

|                                             | Direct<br>Interest | % | Deemed<br>Interest | %     |
|---------------------------------------------|--------------------|---|--------------------|-------|
| Dr Du Junhong <sup>(1)</sup>                | -                  | - | 6,951,431          | 19.72 |
| Longdu Investment Limited <sup>(2)</sup>    | -                  | - | 5,981,859          | 16.97 |
| Xin Hui <sup>(3)</sup>                      | -                  | - | 3,002,219          | 8.52  |
| Tomorrow Electronic Co., Ltd <sup>(4)</sup> | -                  | - | 3,002,219          | 8.52  |

## Notes:-

- (1) Dr. Du Junhong is deemed to be interested in the 6,951,431 Shares as follows:-
  - (i) 5,981,859 Shares held by Longdu Investment Limited ("Longdu Investment") as Dr. Du is the sole shareholder and director of Longdu Investment.
  - (ii) 938,072 Shares held by Longpartner Investment Limited ("Longpartner Investment"), by virtue of Dr. Du's shareholdings of 27.78% in the capital of Longpartner Investment.
  - (iii) 31,500 Shares held in trust by Triple Bonus Investment Pte. Limited.
- (2) Longdu Investment is deemed to be interested in 5,981,859 Shares held through DBS Nominees Pte Ltd and Raffles Nominees (Pte) Ltd.
- (3) Mr. Xin Hui is deemed to be interested in the 3,002,219 Shares held by Tomorrow Electronic Co., Ltd ("Tomorrow Electronic") as Mr. Xin is the sole shareholder and director of Tomorrow Electronic.
- (4) Tomorrow Electronic Co., Ltd is deemed to be interested in the 3,002,219 Shares held through DBS Nominees Pte. Ltd.
- (5) Based on the number of issued Shares (excluding treasury Shares) of 35,244,520 as at the Latest Practicable Date.

# NOTICE OF ANNUAL GENERAL MEETING

## LCT HOLDINGS LIMITED

(Incorporated in Bermuda)

(Company Registration No. 35673)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of LCT HOLDINGS LIMITED (the “Company”) will be held at Marquis Room, Level 2, Copthorne King’s Hotel, 403 Havelock Road, Singapore 169632, on Friday, 25 October 2019 at 9.30 a.m. for the following purposes:

### AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Financial Statements of the Company for the financial year ended 30 June 2019 together with the Independent Joint Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect the following Directors retiring pursuant to the Company’s Bye-laws:

|              |                                      |                       |
|--------------|--------------------------------------|-----------------------|
| Mr. Du Junqi | (Retiring pursuant to Bye-Law 86(1)) | <b>(Resolution 2)</b> |
| Mr. Deng Hua | (Retiring pursuant to Bye-Law 86(1)) | <b>(Resolution 3)</b> |
3. To approve the payment of Directors’ fees of S\$155,000 for the financial year ending 30 June 2020, to be paid quarterly in arrears (2019: S\$155,000). **(Resolution 4)**
4. To re-appoint BDO Limited, Certified Public Accountants, Hong Kong and BDO LLP, Public Accountants and Chartered Accountants, Singapore as the Company’s Joint Auditors to act jointly and severally and to authorise the Directors to fix their remuneration. **(Resolution 5)**
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

#### 6. Share Issue Mandate

- (a) That, authority be and is hereby given to the Directors of the Company at any time to:
  - (i) issue shares in the capital of the Company (the “**Shares**” whether by way of rights, bonus or otherwise); and/or
  - (ii) make or grant offers, agreements or options (collectively, the “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares; and
  - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while the authority under this Resolution was in force,

# NOTICE OF ANNUAL GENERAL MEETING

provided always that:

- (i) 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 issued share capital (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the issued share capital (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (ii) below),
- (ii) subject to such manner of calculation as may be prescribed by the SGX-ST for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of issued share capital (excluding treasury shares and subsidiary holdings) shall be based on the issued share capital (excluding treasury shares and subsidiary holdings) of the Company as at the time this Resolution is passed, after adjusting for:
  - (a) new Shares arising from the conversion or exercise of any convertible securities; or
  - (b) new Shares arising from the exercise of share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares, and
- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-Laws for the time being of the Company; and
- (iv) (unless revoked or varied by the Company in General Meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

*[See Explanatory Note (i)]*

**(Resolution 6)**

By Order of the Board

Claudia Teo  
Company Secretary

Singapore, 10 October 2019

# NOTICE OF ANNUAL GENERAL MEETING

## Explanatory Note to Resolution to be passed –

- (i) The Ordinary Resolution 6 proposed in item 6 above, if passed, will empower the Directors from the date of this Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in General Meeting, whichever is the earlier, to allot and issue Shares and convertible securities in the Company. The number of Shares and convertible securities that the Directors may allot and issue under this resolution would not exceed 50% of the issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this resolution. For issue of Shares and convertible securities other than on a pro rata basis to all shareholders, the aggregate number of Shares and convertible securities to be issued shall not exceed 20% of the issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company.

For the purpose of this resolution, the percentage of issued share capital (excluding treasury shares) is based on the Company's issued share capital (excluding treasury shares and subsidiary holdings) at the time this proposed Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this proposed Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

## Notes:

Unless The Central Depository (Pte) Limited ("CDP") specifies otherwise in a written notice to the Company, CDP shall be deemed to have appointed as CDP's proxies to vote on behalf of CDP at this annual general meeting ("AGM") each of the Depositors who are individuals and whose names are shown in CDP's records as at a time not earlier than forty-eight (48) hours prior to the time of the AGM. Therefore, such Depositors who are individuals can attend and vote at the AGM without the lodgement of any Depositor Proxy Form (as defined below).

However, if such a Depositor who is an individual but is unable to attend the AGM personally and wishes to appoint a nominee to attend and vote on his/her behalf as CDP's proxy must complete, sign and return the proxy form which is despatched together with this Circular to Depositors ("**Depositor Proxy Form**") completed by CDP in accordance with the instructions printed thereon and deposit the duly completed Depositor Proxy Form at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than forty-eight (48) hours before the time appointed for holding the AGM. Similarly, a Depositor which is a corporation and wishes to attend the AGM must complete, sign and submit the Depositor Proxy Form for the appointment of nominee(s) to attend and vote at the AGM on its behalf as CDP's proxy.

If a Shareholder who is not a Depositor is unable to attend the AGM and wishes to appoint a proxy to attend and vote at the AGM in his stead, then he should complete and sign the proxy form despatched to Shareholders who are not Depositors ("**Shareholder Proxy Form**") and deposit the duly completed Shareholder Proxy Form at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than forty-eight (48) hours before the time appointed for holding the AGM. Such proxy need not be a member of the Company.

# NOTICE OF ANNUAL GENERAL MEETING

To be effective, the Depositor Proxy Form or the Shareholder Proxy Form must be deposited by a Depositor or a Shareholder (as the case maybe) at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, no later than 9.30 a.m. on 23 October 2019.

The completion and return of the Depositor Proxy Form by a Depositor or, the Shareholder Proxy Form by a Shareholder, will not prevent the Depositor or the Shareholder (as the case may be) from attending and voting in person at the AGM if he wishes to do so, in place of his/her nominee or proxy (as the case may be).

## PERSONAL DATA PRIVACY

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

# DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

## DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Mr Du Junqi and Mr Deng Hua are the Directors seeking re-election at the forthcoming Annual General Meeting of the Company to be convened on 25 October 2019 (“**AGM**”) (collectively, the “**Retiring Directors**” and each a “**Retiring Director**”).

Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, the following is the information relating to the Retiring Directors as set out in Appendix 7.4.1 to the Listing Manual of the SGX-ST:

|                                                                                                                           | MR DU JUNQI                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | MR DENG HUA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|---------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Date of Appointment                                                                                                       | 1 March 2017                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 1 February 2005                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Date of last re-appointment                                                                                               | 30 October 2017                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 30 October 2017                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Age                                                                                                                       | 45                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 49                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Country of principal residence                                                                                            | China                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | China                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process) | The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee (“ <b>NC</b> ”) and has reviewed and considered the contribution and performance, attendance, preparedness, participation, candour and suitability of Mr Du Junqi for re-appointment as Chief Executive Officer and Executive Chairman of the Company. The Board have reviewed and concluded that Mr Du Junqi possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board. | The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee (“ <b>NC</b> ”) and has reviewed and considered the qualification, work experiences, contribution and performance, attendance, preparedness, participation, candour and suitability of Mr Deng Hua for re-appointment as an Executive Director of the Company. The Board have reviewed and concluded that Mr Deng Hua possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board. |
| Whether appointment is executive, and if so, the area of responsibility                                                   | Executive<br><br>Mr Du Junqi is responsible for the implementation of the Group's policies and strategies, and exploring new business opportunities for the Group.                                                                                                                                                                                                                                                                                                                                                                                   | Non-Executive                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

# DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

|                                                                                                                                                                                                                            | MR DU JUNQI                                                                                                                                                                                                                                                     | MR DENG HUA                                                                                                                                                                  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)                                                                                                                                                                      | Chief Executive Officer and Executive Chairman and a member of the Nominating Committee.                                                                                                                                                                        | Non-Executive Director and member of Audit Committee and Remuneration Committee                                                                                              |
| Professional qualifications                                                                                                                                                                                                | Master Degree of Electronic Engineering from Kanazawa University and a Bachelor Degree of Electronic Structures from Beijing                                                                                                                                    | Bachelor of Engineering from the Technology and Physics Faculty of Xi Dian University, China. And completed Executive MBA programme from China International Business School |
| Working experience and occupation(s) during the past 10 years                                                                                                                                                              | <p>June 2005 to July 2007<br/>General Manager, Shanghai Quanrun Investment Co.,Ltd</p> <p>August 2007 to Present<br/>General Manager, Xi'an Acheers Investment Co., Ltd</p> <p>August 2012 to Present<br/>Chairman, Shanghai Donghe9gu Oxygen Land Co., Ltd</p> | <p>December 2004 to May 2015<br/>CEO, Longcheer Technology (shanghai) Co., Ltd</p> <p>May 2018 to Present<br/>Chairman, Shanghai Imlab Technology Co., Ltd</p>               |
| Shareholding interest in the listed issuer and its subsidiaries                                                                                                                                                            | Nil                                                                                                                                                                                                                                                             | Indirect – 1,018,979 shares                                                                                                                                                  |
| Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries | Brother of Dr Du Junhong, who is a substantial shareholder of the Company.                                                                                                                                                                                      | Nil                                                                                                                                                                          |
| Conflict of Interest (including any competing business)                                                                                                                                                                    | No                                                                                                                                                                                                                                                              | No                                                                                                                                                                           |
| Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer                                                                                                              | Yes                                                                                                                                                                                                                                                             | Yes                                                                                                                                                                          |

# DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

|                                                          |                                                                         |                                                                                                                                                                                                                                                                                     |
|----------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Other Principal Commitments*<br>Including Directorships# |                                                                         |                                                                                                                                                                                                                                                                                     |
| Past (for the last 5 years)                              | Nil                                                                     | Nil                                                                                                                                                                                                                                                                                 |
| Present                                                  | Shanghai Donghe9gu Oxygen Land Co.,Ltd<br>Shanghai Yugu Hotel Co., Ltd. | Shanghai Luojin Automobile Service Co. Ltd<br><br>Maanshan Chuangeng Information Technology Partnership (Limited Partnership)<br><br>Shanghai Imilab Technology Co., Ltd<br><br>Kunshan Yunrui Investment Management Center (Limited Partnership)<br><br>Mioniza Investment Limited |

# DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | MR DU JUNQI | MR DENG HUA |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------|
| <b>Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is “yes”, full details must be given.</b>                                                                                                                                                                                                                                                                                                                                                         |             |             |
| a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?                                                                                                                                                                                                                                                                                                                             | No          | No          |
| b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency? | No          | No          |
| c) Whether there is any unsatisfied judgment against him?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | No          | No          |
| d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?                                                                                                                                                                                                                                                                                                                                            | No          | No          |
| e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?                                                                                                                                                                                                                                                                            | No          | No          |

## DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | MR DU JUNQI | MR DENG HUA |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------|
| a) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part? | No          | No          |
| b) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?                                                                                                                                                                                                                                                                                                                                                                                        | No          | No          |
| c) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?                                                                                                                                                                                                                                                                                                   | No          | No          |
| d) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?                                                                                                                                                                                                                                                                                                                            | No          | No          |
| e) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:–                                                                                                                                                                                                                                                                                                                                                                                                               |             |             |
| i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or                                                                                                                                                                                                                                                                                                                                                                                                 | No          | No          |
| ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or                                                                                                                                                                                                                                                                                                                                                                          | No          | No          |

# DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | MR DU JUNQI         | MR DENG HUA         |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------------------|
| <p>i. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or</p> <p>ii. any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere</p> <p>in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</p>  | <p>No</p> <p>No</p> | <p>No</p> <p>No</p> |
| a) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?                                                                                                                                                                                              | No                  | No                  |
| <b>Disclosure applicable to the appointment of Director only</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                |                     |                     |
| <p>Any prior experience as a director of a listed company?</p> <p>If yes, please provide details of prior experience.</p> <p>If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.</p> <p>Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).</p> | N.A.                | N.A.                |

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