KOON HOLDINGS LIMITED

LEADING WITH OUR CORE COMPETENCIES

2017 ANNUAL REPORT

CONTENTS

CORPORATE PROFILE

Koon Holdings Limited (ASX stock code: KNH, SGX stock code: 5DL) is one of Singapore's leading infrastructure and civil engineering service providers specialising in reclamation and shore protection works.

With a history tracing back to 1975, Koon has been in the construction industry for four decades. Our core strengths lie in our focus on delivering quality projects, customer satisfaction as well as commitment to safety standards. These values have guided us well as we continue to strengthen our presence in our operating markets.

Over the years, Koon has grown from a company with a single focus in civil engineering into a construction player with businesses in civil engineering, precast and energy infrastructure.

VISION & MISSION

To be an innovative builder creating value for all stakeholders.

We are dedicated to providing quality works, innovative solutions and effective professional services to our customers.

We strive to establish lasting relationships with our customers by exceeding their expectations and gaining their trust based on safety, quality, timely service and anticipation of their needs.

We respect and treat all employees fairly and encourage them to have initiative, be innovative and productive and nurture them to achieve their fullest potential.

SERVICE EXCELLENCE

We provide services exceeding customers' expectations, safe and timely project delivery and at the same time we adopt corporate social responsibility.

PARTNERSHIP – FORGE PARTNERSHIP WITH STAKEHOLDERS

We strive to develop lasting win-win relationships with our stakeholders.

INNOVATION

We always look for ways to do things cheaper, faster and better.

RESOURCE – PEOPLE DEVELOPMENT

We believe everyone has their strength and we strive to develop our staff to their fullest potential to achieve organisation goals.

INTEGRITY

We uphold ourselves with professionalism, honesty and sincerity and deliver what we promised through adopting best practices.

TEAMWORK AND UNITY

We can achieve more together through mutual respect and trust, open sharing and communication.

INFRASTRUCTURE CONSTRUCTION AND CIVIL ENGINEERING

The Group's wholly owned subsidiary, Koon Construction & Transport Co. Pte Ltd ("Koon") is a well-established civil engineering contractor in Singapore. Koon is registered with the Building and Construction Authority ("BCA") under the A1 grade - the highest grading for civil engineering category, which allows it to tender for public civil engineering projects of unlimited value in Singapore.

Incorporated since 1979, Koon has built a strong portfolio in its niche operating market serving government-related bodies such as the Land Transport Authority ("LTA"), the Housing and Development Board ("HDB"), the Public Utilities Board ("PUB"), the Defence Science and Technology Agency ("DSTA"), JTC Corporation and PSA Corporation Limited. Koon has undertaken numerous infrastructure construction works encompassing land reclamation, shore protection and terminal & port projects. Depending on the nature of the project secured, Koon is able to spearhead the entire project as main contractor or collaborate with our long-time partners such as Penta-Ocean Construction Company Limited ("Penta-Ocean") and Hyundai Engineering & Construction Co. Ltd. ("Hyundai").

For more than two decades, Koon has taken part in various land reclamation works which have helped expand the land area of Singapore by about 20%. These completed projects now form the new coastal lines of Singapore:

- North: Punggol
- South: Marina Bay, Tanjung Rhu, Sentosa Cove & Pasir Panjang
- East: Changi
- West: Jurong Island & Tuas View

Over the past few years, we have executed and completed a high percentage of public civil infrastructure projects. Amongst the more noticeable ones are:

- Construction of container stacking yard for berths P36 to P41 at Pasir Panjang Terminal. Project value: S$99 million
- Construction of roads, drains, culverts and drainage outfall at Tuas South Boulevard. Project value: S$48 million
- Construction of roads, drains, sewers and vehicular bridge at Ayer Merbau Road further extension at Jurong Island. Project value: S$26 million
- Construction of Seletar Link Bridge and widening of the Tampines Expressway. Project value: S$41 million
- Rehabilitation and earthworks at Tampines Road. Project value: S$40 million
- Construction of container stacking yard for berth P26, P31 to P33 at PSA Pasir Panjang Terminal. Project value: S$97 million
- Construction Industries Park at Seletar. Project value: S$81 million

Among the current order book of Koon are: (i) the land preparation works for the airport development project under a joint venture with Penta-Ocean; (ii) improvement to Sungei Pandan Kechil (West Coast Road to the sea); (iii) sand mining work at proposed reclamation at Tuas Finger One; (iv) Rock work for caisson quay wall at proposed reclamation at Tuas Finger One; (v) construction and management of staging ground and infilling works at Tanah Merah Staging Ground; (vi) design and build vehicular bridge at Grade Road; (vii) earthworks and construction of roads, drains and sewers at Sengkang West and (viii) build and widen roads at Tampines Expressway.

Aligning with industry benchmarks, Koon is ISO 9001:2008 (quality), ISO 14001:2004 (environment) and OHSAS 18001:2007 (safety) certified. Koon also won the BCA Construction Excellence Award 2012 in Civil Engineering for the technically-challenging Serangoon Reservoir project.

COMMITMENT TO QUALITY PROJECT AND SAFE WORK ENVIRONMENT

Delivering quality works and at the same time creating a safe working environment for our people and partners have been our guiding principles. The Group is focused on cultivating a culture of safety by going beyond setting workplace rules. Regular interactions with both on-site and off-site staff to promote safety awareness remain our priority as we believe workplace safety is a collective responsibility.

Recognised for its commitment to incorporate safety as part of its business model, Koon has obtained the certification for BizSAFE Partner and the certification for attaining the BizSAFE Level STAR from the Workplace Safety and Health Council since 2009. Koon was also accorded certification of appreciation by PSA Corporation Limited for its good safety record consecutively from 2012 to 2016 relating to projects undertaken at Pasir Panjang Terminal.

SUSTAINABLE APPROACH

The Group continues to adopt best practices including progressive efforts towards a more sustainable building approach. Testament to our efforts and progress on this front, Koon received the BCA Green and Gracious Builder Award (Merit category) in 2015.

PRECAST

Both Econ and Contech are approved precast works suppliers to the HDB projects with the highest grading (L6) from the BCA.

The Group moved into the upstream precast industry through the acquisitions of Econ Precast Pte Ltd ("Econ") and Contech Precast Pte Ltd ("Contech") in 2010.

With a combined track record of more than 30 years, both Econ and Contech are approved precast products suppliers to Housing and Development Board projects with the highest grading (L6) from the BCA, enabling them to tender for public precast works of unlimited value. Over the years, Econ and Contech have established themselves as one of the leading precast manufacturers in Singapore.

Operating casting yards in Singapore, Malaysia and Batam, Indonesia, the Precast division manufactures and markets a comprehensive range of precast products which include:

- prestressed and precast beams and columns
- reinforced concrete piles
- reinforced concrete
- refuse chutes
- staircase flights
- architectural facade wall panels and external walls
- volumetric components such as space adding items, utility rooms and lift-wells used mainly in HDB's Main Upgrading Program and Lift Upgrading Program
- tunnel segments for cable and MRT tunnels

Our extensive customer base includes the HDB and LTA.

ELECTRIC POWER GENERATION

Tesla Group owns and operates four 9.9 MW diesel power generation plants that provide peak power electricity in Western Australia.

As part of the Group's business strategy to generate diversified streams of recurring income, the Group acquired a stake in Tesla Holdings Pty Ltd ("Tesla Group") in July 2010. The Group currently holds 74.1% equity interest in Tesla Group.

Tesla Group is an Australian energy infrastructure company which has successfully attained capacity credit allocations from the Independent Market Operator of Western Australia. These allocations provide Tesla Group an incentive by granting a recurring source of income for the initial capital investment of power generation plants.

Tesla Group currently owns and operates a total of four diesel power generation plants of 9.9 MW each in Western Australia. Its first Picton plant was commissioned in August 2011 and the remaining three plants, namely Kermerton plant, Northam plant and Geraldton plant, were commissioned in late 2012.

Tesla Group's power generation plants are situated on the South West Interconnected System ("SWIS") electricity grid in Western Australia to provide peaking power to the SWIS under the Western Australian government capacity pricing mechanism. Tesla Group generates recurring revenue based on a two-tier revenue matrix (standby fee and actual usage fee) from the operation of its four power generation plants in Western Australia.

FINANCIAL SUMMARY

FINANCIAL PERFORMANCE FOR THE YEAR ENDED 31 DECEMBER
(S$'000)

	2017	2016	2015	2014	2013[a]
Revenue	163,559	202,726	236,342	163,917	231,369
Gross Profit	20,417	20,423	35,927	26,646	14,411
Other Income	4,933	2,515	1,542	3,796	5,416
Administrative and Other Expenses	13,346	15,422	21,114	17,472	22,546
Profit/(Loss) before Tax	1,463	1,511	8,636	6,656	(8,941)
Profit/(Loss) after Tax	101	1,676	7,747	6,308	(11,207)
Profit/(Loss) Attributable to Shareholders	123	1,863	7,991	5,824	(10,209)

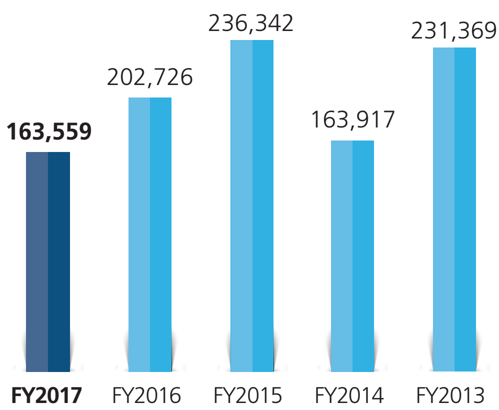
FINANCIAL POSITION
(S$'000)

	2017	2016	2015	2014	2013
Current Assets	118,982	103,407	112,568	88,480	93,874
Non-Current Assets	108,249	121,726	118,290	83,378	86,961
Total Assets	**227,231**	**225,133**	**230,858**	**171,858**	**180,835**
Current Liabilities	127,852	120,238	122,112	96,154	93,747
Non-Current Liabilities	37,395	43,216	47,314	18,951	35,308
Total Liabilities	**165,247**	**163,454**	**169,426**	**115,105**	**129,055**
Shareholders' Fund	58,517	58,174	57,786	52,083	47,387
Non-controlling interests	3,467	3,505	3,646	4,670	4,393
Total Liabilities and Equity	**227,231**	**225,133**	**230,858**	**171,858**	**180,835**
Current Assets to Current Liabilities	93%	86%	92%	92%	100%
Net Gearing Ratio*	135%	114%	109%	70%	75%

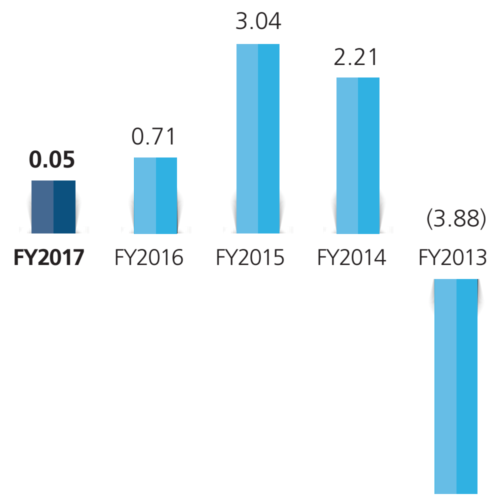
[a] Included the results of discontinued real estate agency operation

* Net Gearing Ratio = (Bills payable, bank loans and finance lease obligations less cash and bank balances)/shareholders' fund

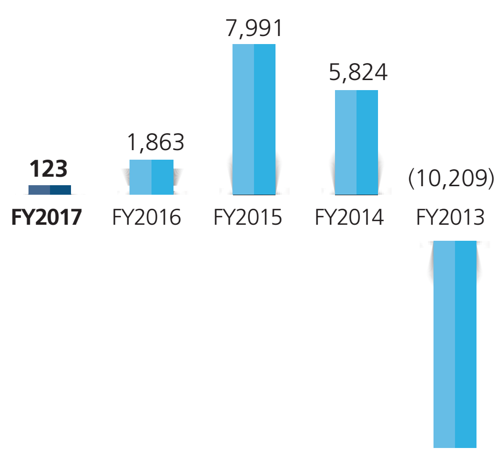
REVENUE
(S$'000)



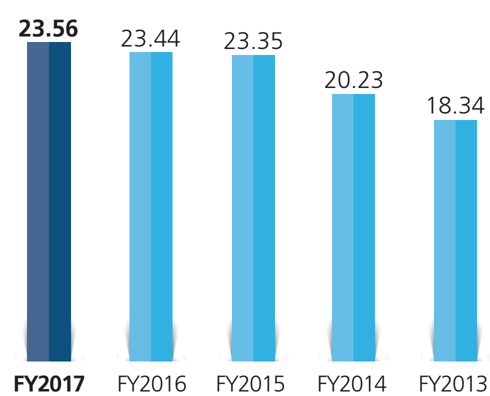
BASIC EARNINGS/(LOSS) PER SHARE
(SINGAPORE CENTS)



PROFIT/(LOSS) ATTRIBUTABLE TO SHAREHOLDERS
(S$'000)



NET TANGIBLE ASSETS PER SHARE
(SINGAPORE CENTS)



MESSAGE FROM CHAIRMAN & MANAGING DIRECTOR

ANG SIN LIU

YUEN KAI WING

"For the financial year ended 31 December 2017 ("FY2017"), the Group continued to push forward despite the challenges faced. We achieved revenue of S$163.6 million. The Construction industry in FY2018 is expected to bottom out, as the Singapore property market recovers."

DEAR SHAREHOLDERS,

For the financial year ended 31 December 2017 ("FY2017"), the Group continued to push forward despite the challenges faced.

FY2017 revenue was S$163.6 million, 19.3% lower than the previous year. This was largely due to lower revenue recognition from the Construction division as the Group had substantially completed a number of projects during the year. Revenue from the Construction division also included that from projects such as improvement works to Sungei Pandan Kechil, sand mining work, rock works at caisson quay wall at Tuas Finger One, as well as the construction of roads, drains and sewers at Sengkang.

The decline in Group revenue was partially offset by higher sales of precast products from the Precast division and higher revenue from the Electric Power Generation division due to improved foreign exchange rates between the Australian dollar and the Singapore dollar.

Despite the decline in revenue, FY2017 gross profit was largely unchanged at S$20.4 million as the Group was able to record higher gross profits from the Construction and Electric Power Generation divisions.

The Group recorded higher other income from the higher gain on sale of property, plant and equipment, ad-hoc modification works and sale of scrap. Changes to a subcontract arrangement under the Precast division that took effect in the previous year resulted in a significant decrease in distribution costs, while effective cost management strategies helped lower administrative costs.

The Group's share of losses from joint ventures and associates amounted to S$7.6 million in FY2017, which mainly comprised its 50% share of losses from the precast operation at Batam, Indonesia, under Sindo-Econ Pte Ltd and its subsidiary PT. Sindomas Precas. The higher losses arose from lower selling prices of precast products owing to the competitive landscape.

BUSINESS OUTLOOK

The Construction industry in FY2018 is expected to bottom out, as the Singapore property market recovers. Nonetheless, construction demand will continue to be sustained by the public sector. The Building and Construction Authority estimated that total construction demand in 2018 is expected to be between S$26.0 billion and S$31.0 billion, higher than the value of contracts awarded in 2017, driven by the public sector. Of this amount, public sector projects are expected to account for about 60% of total demand.

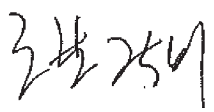
The precast business will continue to benefit from government policies and projects where precast concrete components are used, such as Build-to-Order flats and MRT tunnelling works.

We believe our core competencies would allow the Group to ride out the challenging business environment. We will continue to improve our capabilities and manage our costs effectively. As at 31 December 2017, the Group's Construction and Precast divisions have outstanding order books of approximately S$170 million and S$94 million respectively.

NOTE OF APPRECIATION

We would like to take this opportunity to acknowledge the contributions of our Board of Directors, management and staff throughout the past year. On behalf of the Board, we would also like to extend our sincere appreciation to our customers, business associates and partners, for their continued support and confidence in the Group. We look forward to the year ahead, as we continue to work together to grow the business and enhance shareholder value.

Yours Sincerely,



ANG SIN LIU
Non-Executive Chairman

YUEN KAI WING
Managing Director

PERFORMANCE REVIEW

Revenue in FY2017 was 19.3% lower year-on-year at S$163.6 million, compared with S$202.7 million in FY2016, mainly due to lower revenue recorded by the Construction division, partially offset by higher revenue from the Precast and Electric Power Generation divisions.

Revenue from the Construction division decreased 29.0% to S$111.1 million in FY2017, mainly due to lower revenue recognition from projects that were nearing completion, including (i) the construction of container stacking yard for berths P36 to P41 at PSA Pasir Panjang Terminal, (ii) the construction of roads, drains, culverts and drainage outfall at Tuas South Boulevard, and (iii) the Group's 50% share of revenue under the POC-K JV for the on-going land preparation works for the airport development project. These were partially offset by higher revenue from projects including (iv) improvements to Sungei Pandan Kechil, (v) sand mining work and rock work at caisson quay wall at the proposed reclamation at Tuas Finger One, and (vi) construction of roads, drains and sewers at Sengkang West.

Revenue from the Precast division increased marginally year-on-year to S$48.2 million in FY2017, mainly due to a higher volume of precast products sales during the year.

Revenue from the Electric Power Generation division increased marginally, by 1.9% year-on-year to S$5.0 million in FY2017. This was due to a stronger Australian dollar against the Singapore dollar, as compared to FY2016.

Gross profit declined marginally to S$20.4 million in FY2017, mainly due to lower gross profits from the Precast division, partially offset by higher gross profits from both the Construction and Electric Power Generation divisions.

Other income increased from S$2.5 million in FY2016 to S$4.9 million in FY2017, due to higher gain on disposal of property, plant and equipment of S$2.5 million, sale of machinery parts amounting to S$0.2 million, ad-hoc modification works of S$0.4 million and sale of scrap of S$0.4 million, partially offset by the reversal of doubtful debts in FY2016 amounting to S$0.7 million.

Distribution costs in FY2017 was S$0.02 million, compared to S$1.6 million in FY2016. This was mainly attributable to the transportation costs being recorded under the Group's 50% joint venture company, Sindo-Econ Pte. Ltd., effective from the last quarter of FY2016 following a change in subcontract arrangement.

Administrative expenses decreased by S$2.1 million to S$13.3 million in FY2017 due to a general reduction in administrative expenses such as security expenses, and lower staff and manpower-related costs under the Precast division following a shift in production focus from its Singapore and Malaysia casting yards to Batam, Indonesia.

Finance cost increased marginally to S$2.9 million in FY2017 due to higher interest rates and an increase in borrowings compared with the previous year.

The Group's share of losses of joint ventures and associates increased significantly by S$6.1 million to S$7.6 million in FY2017. Included in this is the Group's share of losses from a construction project under the Penta-Ocean/Hyundai/Koon Joint Venture, which had been substantially completed. It also comprised the Group's 50% share of losses from the precast operation at Batam, Indonesia under Sindo-Econ Pte Ltd and its Indonesia subsidiary PT. Sindomas Precas ("Sindo-Econ Group"). The higher losses were mainly due to lower selling prices of precast products under the competitive market conditions.

As a result, the Group recorded lower net profit attributable to shareholders of S$0.1 million in FY2017, compared with S$1.9 million in FY2016.

BALANCE SHEET

The Group's total assets increased by S$2.1 million to S$227.2 million and total liabilities increased by S$1.8 million to S$165.2 million as at 31 December 2017. Shareholder's equity increased marginally by S$0.3 million to S$58.5 million, while net tangible asset per share was 23.56 Singapore cents as at 31 December 2017.

Current assets increased by S$15.6 million to S$119.0 million as at 31 December 2017, mainly due to higher other receivables mainly attributable to higher receivables from the Sindo-Econ Group, higher contract work-in-progress under the Construction division and assets held for sale which the sale was completed in January 2018. These were partially offset by lower cash and bank balances, trade receivables and inventories.

Non-current assets decreased by S$13.5 million to S$108.2 million as at 31 December 2017 mainly due to decrease in property, plant and equipment and a decrease in joint ventures which comprised mainly the Group's 50% share of investment and losses in Sindo-Econ Group under the Precast division. The decrease in property, plant and equipment was mainly due to depreciation charges, net disposal of plant and machinery under the Construction and Precast divisions, assets classified as held for sale, government grants received and foreign exchange loss, partially offset by the purchase of new plant and equipment under the Construction and Precast divisions.

Current liabilities increased by S$7.6 million to S$127.9 million as at 31 December 2017 mainly due to higher other payables, loans and borrowings,

finance leases, provision for share of joint venture's losses and tax payable, which were partially offset by lower trade payables and contract work-in-progress.

Non-current liabilities decreased by S$5.8 million to S$37.4 million as at 31 December 2017 due to lower loans and borrowings, partially offset by higher deferred tax liabilities.

CASH FLOW

The Group generated net cash from operations amounting to S$0.4 million in FY2017, compared with S$25.6 million in FY2016. This was mainly due to working capital changes as a result of higher contract work-in-progress, higher other receivables and lower trade payables, partially offset by lower trade receivables, lower inventories and higher other payables.

Net cash from investing activities amounted to S$6.4 million in FY2017, compared to net cash of S$8.6 million used in FY2016. This was mainly attributable to cash proceeds from government grants and the sale of plant and equipment and dump trucks under the Construction and Precast divisions.

Net cash used in financing activities was lower at S$16.6 million in FY2017, mainly attributable to net repayments of finance lease obligations and payment of interest.

As a result, the Group recorded lower cash and cash equivalents of S$5.2 million as at end FY2017.

FINANCIAL YEAR REVIEW

DECREASE IN REVENUE
Due to lower revenue from Construction division;

Revenue from Construction division decreased by 29.0% from S$156.4 million in FY2016 to S$111.1 million in FY2017.

DECREASE IN GROSS PROFIT
Due to lower gross profit recorded by the Precast division owing to lower sales margin, partially offset by higher gross profits from both the Construction and Electric Power Generation divisions.

INCREASE IN OTHER INCOME
Mainly due to higher gain on disposal of property, plant and equipment of S$2.5 million, sale of machineries parts of S$0.2 million, ad-hoc modification works of S$0.4 million and sale of scrap of S$0.4 million partially offset by reversal of allowance for doubtful debts of S$0.7 million in FY2016.

DECREASE IN DISTRIBUTION COSTS
Mainly attributed to the transportation costs being recorded under the Group's 50% joint venture company Sindo-Econ Pte Ltd with effect from the last quarter of FY2016 due to a change in subcontract arrangement under the Precast division.

DECREASE IN ADMINISTRATIVE AND OTHER EXPENSES
Mainly due to a general reduction in administrative expenses such as security expenses; and lower staff and manpower related costs under the Precast division due to a shift in production focus to Batam Indonesia instead of its Singapore and Malaysia casting yards.

INCREASE IN FINANCE COSTS
Due to increase in loans and borrowings and higher interest rates in FY2017.

SHARE OF LOSSES OF ASSOCIATE
Comprised share of losses from a construction project joint venture.

INCREASE IN SHARE OF LOSSES OF JOINT VENTURES
Mainly comprised of S$7.6 million losses from the Group's 50% share of the precast operation at Batam Indonesia under Sindo-Econ Pte Ltd and its Indonesia subsidiary PT. Sindomas Precas ("Sindo-Econ Group"). The higher losses were mainly attributed to lower sales price of precast products due to competitive market conditions.

INCREASE IN TAXATION
This was mainly attributed to recognition of deferred tax liabilities of $0.5 million, adjustment on over-provision of prior year taxation of S$0.5 million in FY2016 and net deferred tax assets of S$0.3 million recorded under the Electric Power Generation division in FY2016. In addition, lower group relief is transferred from Precast to Construction division due to lower losses recorded in Precast division.

DECREASE IN CASH AND CASH EQUIVALENTS
Net cash flows from operating activities of S$0.4 million was attributed to higher contract work-in-progress, higher other receivables and lower trade payables partially offset by lower trade receivables, lower inventories and higher other payables.

Due to net cash used in financing activities of S$16.6 million, partially offset by net cash flows from investing activities of S$6.4 million, the Group's cash and cash equivalent decreased by 65.5% to S$5.2 million at the end of FY2017.

Financial Performance (S$ million)	**FY2017**	FY2016
Revenue	**163.56**	202.73
Cost of sales	**(143.14)**	(182.31)
Gross profit	**20.42**	20.42
Other income	**4.93**	2.52
Distribution costs	**(0.01)**	(1.64)
Administrative and other expenses	**(13.35)**	(15.42)
Finance costs	**(2.90)**	(2.84)
Share of losses of associate	**(0.02)**	(0.02)
Share of losses of joint ventures	**(7.61)**	(1.51)
Profit before tax	**1.46**	1.51
Taxation	**(1.36)**	0.17
Profit for the year	**0.10**	1.68

Cashflow (S$ million)	**FY2017**	FY2016
Net cash flows from operating activities	**0.41**	25.55
Net cash flows from/(used in) investing activities	**6.40**	(8.63)
Net cash flows used in financing activities	**(16.64)**	(28.63)
Net decrease in cash and cash equivalents	**(9.83)**	(11.71)
Cash and cash equivalents at 1 January	**15.00**	26.71
Effects of exchange rate changes on cash and cash equivalents	*	*
Cash and cash equivalents at 31 December	**5.17**	15.00
Add: Pledged fixed deposits	**0.02**	0.20
Total cash at the end of the year	**5.19**	15.20

* less than S$10,000

Financial Position (S$ million)	FY2017	FY2016
ASSETS		
Current assets		
Cash and bank balances	**7.50**	15.00
Pledged fixed deposits	**0.02**	0.20
Trade receivables	**48.24**	49.56
Other receivables	**26.89**	13.53
Inventories	**2.77**	3.40
Contract work-in-progress	**31.77**	21.69
Held for trading investments	**0.03**	0.03
Assets held for sale	**1.76**	–
Total current assets	**118.98**	103.41
Non-current assets		
Other receivables	**0.12**	0.12
Properties held for development	**14.14**	13.89
Associates	*****	*
Joint ventures	**0.16**	3.77
Property, plant and equipment	**93.60**	103.63
Deferred tax assets	**0.23**	0.32
Total non-current assets	**108.25**	121.73
Total assets	**227.23**	225.14
LIABILITIES AND EQUITY		
Current liabilities		
Trade payables	**48.37**	54.91
Other payables	**21.52**	14.00
Contract work-in-progress	**2.11**	11.24
Loans and borrowings	**34.56**	24.18
Finance lease obligations	**16.19**	15.28
Provision for share of a joint venture's losses	**3.96**	–
Income tax payable	**1.14**	0.63
Total current liabilities	**127.85**	120.24
Non-current liabilities		
Loans and borrowings	**–**	2.01
Finance lease obligations	**35.86**	40.10
Other payables	**0.17**	0.10
Deferred tax liabilities	**1.37**	1.01
Total non-current liabilities	**37.40**	43.22
Total liabilities	**165.25**	163.46
Capital and Reserves		
Share capital	**25.45**	25.45
Capital reserve	**8.80**	8.80
Accumulated profits	**30.13**	30.00
Translation reserve	**(5.87)**	(6.08)
Equity attributable to owners of the Company	**58.51**	58.17
Non-controlling interests	**3.47**	3.51
Total equity	**61.98**	61.68
Total liabilities and equity	**227.23**	225.14

INCREASE IN OTHER RECEIVABLES
Mainly attributed to increase in receivables from Sindo-Econ Group.

INCREASE IN CONTRACT WORK-IN PROGRESS
Due to higher revenue recognition for projects under Construction division at year end.

INCREASE IN ASSETS HELD FOR SALE
Due to sale of land parcel in Malaysia and the sale has been completed in January 2018.

DECREASE IN JOINT VENTURES
Arising from the Group's 50% share of investment and losses attributed to Sindo-Econ Group under the Precast division as well as the Group's 67% share of investment and loss attributed to PT Koon Construction Indonesia under the Construction division.

DECREASE IN PROPERTY, PLANT AND EQUIPMENT
Mainly due to depreciation charges amounting to S$20.2 million, net disposal of plant and machinery totaling S$7.7 million under Construction and Precast divisions, assets classified as held for sale of S$1.8 million, government grant received of S$0.5 million and foreign exchange loss of S$0.2 million, partially offset by the purchase of S$20.3 million of plant and equipment under the Construction and Precast divisions.

INCREASE IN OTHER PAYABLES
Due to increase in payables from joint venture, POC-K JV.

DECREASE IN CONTRACT WORK-IN-PROGRESS
Mainly due to lower progress claims as at year end.

INCREASE IN LOANS AND BORROWINGS
Mainly due to higher bills payable from Precast division as at year end.

INCREASE IN PROVISION FOR SHARE OF A JOINT VENTURE'S LOSSES
Due to the recognition for the share of losses in excess of the cost of investments attributed to the Sindo-Econ Group under the Precast division.

DECREASE IN FINANCE LEASE OBLIGATIONS
Mainly due to repayment of finance lease obligations.

BOARD OF DIRECTORS

ANG SIN LIU

Non-Executive Chairman

Mr Ang is the founder and advisor of ASL Marine Holdings Ltd listed on the Singapore Stock Exchange. Mr Ang is an astute businessman with diverse business interests including the trading of scrap steel material, building construction works, property leasing, shipbuilding and ship repair.

YUEN KAI WING

Managing Director

Mr Yuen joined the Group in April 2012 and brought with him more than 23 years of experience in the construction industry. Before joining the Company, Mr Yuen was the Regional Manager of North East Asia, Van Oord N.V. and the General Manager of Van Oord (Shanghai) Dredging Co. Ltd. He was responsible for business and operations in the Region of North East Area including countries of Eastern Part of Russia, Japan, Korea and Greater China such as Taiwan, China, Macau and Hong Kong.

Mr Yuen has a Master of Business Administration from the China Europe International Business School in China and a Bachelor Degree in Civil Engineering from Hogeschool Utrecht in Netherlands.

OH KOON SUN

Executive Director

Mr Oh and the late Mr Aw Joo Kim (his father) co-founded the predecessor to the Company in 1975. The predecessor was a sole proprietorship involved in the business of transporting stone and rocks. Mr Oh was in charge of that sole proprietorship, namely as a sub-contractor for Obayashi on the East Coast Phase V reclamation. Prior to founding the sole proprietorship, Mr Oh was involved in the family's trading business. His extensive hands-on experience in trading and deep familiarity of local businesses benefits Koon, as his principal task at the Company is the negotiation of quantity, quality and price of stone, rock, equipment, tugs & barges with selected sub-contractors and for the sourcing of consumables. Mr Oh is also the main contact person for Koon-Zinkcon.

OH KENG LIM

Executive Director

Mr Oh joined the predecessor to the Company in 1976, when the sole proprietorship was preparing for its conversion into a private partnership in 1977. Before this, Mr Oh was involved in several trading ventures. For over 27 years prior to 2003, Mr Oh has been involved in the project accounting, administration and risk controls of the Company. Since 2003, he has devolved many of his day-to-day duties and now primarily serves in a supervisory and oversight capacity. Mr Oh remains very familiar with all aspects of the Company's businesses, particularly with the Company's many suppliers.

ANG AH NUI

Non-Executive Director
Member of the Remuneration Committee

Mr Ang joined the Group in April 2012 and brought with him more than 30 years of extensive experience and knowledge of the marine industry. Mr Ang is the Deputy Managing Director of ASL Marine Holdings Ltd listed on the Singapore Stock Exchange. His core responsibilities in ASL Marine Group of companies include the setting of business strategies and direction, corporate plans and policies as well as general management and business development of its ship repair and conversion and ship chartering operations.

GLENDA MARY SORRELL-SAUNDERS

Non-Executive and Independent Director
Chairman of the Nominating Committee
Member of the Audit and Risk Committee, Remuneration Committee

Glenda is the Managing Director of Matrix Management Group Pty Ltd, a Project Management and Quantity Surveying firm with operations in Victoria and Tasmania. Prior to founding Matrix Management Group, Glenda worked as a Director with Rawlinson (Aust) Pty. Ltd.

Glenda started her professional life with Farrow Laing and Partners in South Africa. Glenda has considerable experience in major industrial and civil projects including infrastructure works; steel-processing plants; and on coal, diamond & gold mines. Glenda also lectured at the University of the Witwatersrand in the Faculty of Architecture during the 1990's prior to her immigration to Australia.

Glenda has a Bachelor of Science (Honours) (Quantity Surveying) from the University of The Witwatersrand, South Africa. She is a member of the Australian Institute of Quantity Surveyors and a member of the Australian Institute of Company Directors.

BOARD OF DIRECTORS

KO CHUAN AUN

Non-Executive and Independent Director
Chairman of the Remuneration Committee
Member of the Audit and Risk Committee, Nominating Committee

Previously, Mr Ko was the President/Executive Director of KOP Limited. Prior to that, Mr Ko was the Chief Executive Officer of Scorpio East Holdings Ltd. He has more than 15 years of working experience with the then Trade Development Board of Singapore ("TDB"). His last appointment with then TDB was Head of China Operations.

Mr Ko also holds chairmanships and directorships in various private and public companies. He was appointed as an Independent Director of KSH Holdings Limited, San Teh Ltd, Lian Beng Group Ltd and Pavillon Holdings Ltd.

Mr Ko holds a Diploma in Export Marketing, which is equivalent to the Danish Niels Brock International Business Degree Programme. In the past 28 years, Mr Ko has been very actively involved in business investments in the PRC market. In year 2001, Mr Ko was appointed as a Member of the Steering Committee of the Network China. In addition, between the years 2003 to 2005, Mr Ko served as the Chairman of the Tourism Sub-Committee under the Singapore-Sichuan Trade & Investment Committee.

HEATHER CHONG

Non-Executive and Independent Director
Chairman of the Audit and Risk Committee
Member of the Nominating Committee

Heather is one of our two Australian resident Directors. She is an Alderman on Clarence City Council, a member of the Tasmanian Division Council for the Australian Institute of Company Directors and co-founder and Director of Qew Orchards, a large family owned orchard in Tasmania.

Heather is an accountant by training and has extensive experience in accounting and corporate governance. She has been an Independent Director on three other ASX listed companies. She also serves on a number of Not For Profit and Government Boards and Committees.

Heather has a Bachelor of Science (Hons), a Master of Business Administration, is a member of the Institute of Chartered Accountants of England and Wales and a Fellow of the Australian Institute of Company Directors.

Heather was the Chair of the Food Industry Council of Tasmania and Summerfruit Australia (the peak body that advises the Federal Government on concerns about growers of summerfruit in Australia) and the Tasmanian Government Representative on the national Food Safety Centre. Heather also has extensive Asia experience having served as Chief Accountant for one of Hong Kong's largest construction companies and as a senior executive in the Asian operations of what was then the world's second largest software house.

Heather is a previous recipient of the Rural Industries Research and Development Corporations Rural Women's Award for Tasmania, the Westpac Group Business Owners Award for Tasmania and the Telstra Tasmania Business Woman of the Year.

KEY MANAGEMENT

RON LOI LUP SHENG

Chief Financial Officer

Ron Loi, 39, joined the Group as Chief Financial Officer in January 2018. He oversees financial management, investor relations, human resource, statutory and regulatory compliance of the Group. Prior to joining the Group, Ron was the Chief Financial Officer of a few companies listed on the Singapore Stock Exchange. He has more than 15 years of experience in management and finance related fields covering logistics, property, hospitality, entertainment and retail industries.

He is a non-practising member of the Institute of Singapore Chartered Accountants and graduated with a Bachelor of Accountancy (Honours) from Nanyang Technological University.

OUR PEOPLE

The Group believes that a sustainable business is built upon the contribution of our people. Human capital development remains as our priority as we move forward to achieve our business objectives. We support our employees with professional training and development programs including those administered by BCA, e.g. Built Environment Apprenticeship programs for employees of our Construction division. Since 2011 Koon has been collaborating with BCA to provide sponsorships under the BCA-Industry Built Environment Undergraduate Sponsorship program. Set up under one of the Singapore Government's key plans to sustain productivity in the construction sector, this program aims to attract young talents and nurture them as future industry leaders.

GENERAL INFORMATION

BOARD OF DIRECTORS:

Ang Sin Liu
(Non-Executive Chairman)

Yuen Kai Wing
(Managing Director)

Oh Keng Lim
(Executive Director)

Oh Koon Sun
(Executive Director)

Ang Ah Nui
(Non-Executive Director)

Glenda Mary Sorrell-Saunders
(Non-Executive and Independent Director)

Ko Chuan Aun
(Non-Executive and Independent Director)

Heather Chong
(Non-Executive and Independent Director)

SINGAPORE COMPANY SECRETARIES

Ong Beng Hong
Tan Swee Gek

AUSTRALIA COMPANY SECRETARY

Leanne Ralph

SINGAPORE REGISTERED OFFICE

11 Sixth Lok Yang Road
Singapore 628109
Tel: (65) 62615788
Fax: (65) 62660117
Website: www.koon.com.sg

AUSTRALIA REGISTERED OFFICE

Level 12, 225 George Street
Sydney NSW 2000, Australia

SINGAPORE SHARE REGISTRAR AND SHARE TRANSFER OFFICE

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

AUSTRALIA SHARE REGISTRAR AND SHARE TRANSFER OFFICE

Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000, Australia

AUDITOR

Ernst & Young LLP
Public Accountants and
Chartered Accountants
One Raffles Quay
North Tower, Level 18
Singapore 048583

Partner: Sam Lo
(Appointment with effect from financial year
ended 31 December 2017)

PRINCIPAL BANKERS

United Overseas Bank Limited
DBS Bank Limited
RHB Bank Berhad
Standard Chartered Bank

CORPORATE STRUCTURE
AS AT 31 DECEMBER 2017

- Koon Construction & Transport Co Pte Ltd **(100%)**
  - Koon Zinkcon Pte Ltd **(50%)**
    - Jurong & Tuas Rock Contractors JV **(75%)**
  - Mesco (B) Sdn Bhd **(50%)**
  - Penta-Ocean/Koon/Hyundai/Van Oord Joint Venture – JV1 **(5%)**
  - Penta-Ocean/Koon-Ham-Dredging International-Boskalis Joint Venture – JV2 **(20%)**
  - Penta-Ocean/Koon/Dredging International/Boskalis/ Ham Joint Venture – JV3 **(20%)**
  - Penta-Ocean/Hyundai/Koon Joint Venture – JV4 **(20%)**
  - Penta-Ocean/Koon Joint Venture – JV5 **(20%)**
  - POC – K JV – JV6 **(50%)**
  - Koon Construction & Transport Sdn Bhd **(100%)**
  - PT Koon Construction Indonesia **(67%)**
- Entire Construction Pte Ltd **(100%)**
- Entire Engineering Pte Ltd **(100%)**
- Reem Island Pte Ltd **(100%)**
- Petra I Pte Ltd **(100%)**
- Koon Properties Pte Ltd (formerly known as Gems Marine Pte Ltd) **(100%)**
  - Metro Coast Sdn Bhd **(100%)**
  - Seven Star Development Sdn Bhd **(100%)**
  - Triumph Heights Sdn Bhd **(100%)**
  - Unison Progress Sdn Bhd **(100%)**
- Econ Precast Pte Ltd **(100%)**
  - Econ Precast Sdn Bhd **(100%)**
  - Contech Precast Pte Ltd **(100%)**
  - Bukit Intan Pte Ltd **(100%)**
  - Sindo-Econ Pte Ltd **(50%)**
    - **90%** PT. Sindomas Precas **(50%)**
  - **5%** PT. Sindomas Precas
- Tesla Holdings Pty Ltd **(74.1%)**
  - Tesla Corporation Management Pty Ltd **(100%)**
  - Tesla Corporation Pty Ltd **(100%)**
  - Tesla Geraldton Pty Ltd **(100%)**
  - Tesla Kemerton Pty Ltd **(100%)**
  - Tesla Northam Pty Ltd **(100%)**

CORPORATE GOVERNANCE STATEMENT

The Board of Directors is committed to ensuring good corporate governance practices, to promote corporate transparency and to protect and enhance shareholder value. This statement outlines the main corporate governance practices currently in place for the Koon Group and whether these practices conform with the ASX Corporate Governance Council Corporate Governance Principles and Recommendations (3rd Edition). The Board believes the Group accords with the majority of the principles and recommendations of the ASX Corporate Governance Council and exceptions are outlined in the report.

The corporate governance policies and practices described below are those that have been in place for the 2017 financial year, or as at the date of this report where indicated. The Board continues to review the governance framework and practices of the Group to ensure they meet the interests of security holders.

All references to the Group's website are to: www.koon.com.sg

Functions and Responsibilities of the Board

The Board of Directors is responsible for setting the strategic direction of the Group and for overseeing and monitoring the Group's businesses and affairs. The Directors are accountable to the shareholders for the Group's performance. Day-to-day management of the Group's affairs and the implementation of its strategy are delegated to the Executive Directors and senior executives. The Board operates under a formal charter, which can be viewed on the Group website, that details the responsibilities of the Board and those reserved for management.

The principal functions of the Board include:

(i) setting the corporate strategy and direction of the Group, including but not limited to approval of broad policies, strategies and financial objectives of the Group;
(ii) monitoring the implementation of the strategy, the business performance and the results and ensuring appropriate resources are available;
(iii) approving financial plans and key management recommendations;
(iv) appointing the Executive Directors and other key personnel and reviewing their performance;
(v) identifying and reviewing of risk and the establishment of monitoring and feedback systems with respect to risk management, internal controls, financial reporting and compliance; and
(vi) overseeing the management of occupational health & safety and environmental performance.

The Board's approval is required for matters such as the Group's financial plans and annual budget, key operational initiatives, acceptance of bank facilities, major investment and divestment proposals, material acquisitions and disposal of assets, interested person transactions of a material nature and release of the Group's half yearly and full year financial results to the Australian Securities Exchange Limited ("ASX") and the Singapore Exchange Securities Trading Limited ("SGX-ST"). Apart from matters that specifically require the Board's approval, the Board approves transactions exceeding certain threshold limits and delegates authority for transactions below those limits to management so as to optimise operational efficiency.

CORPORATE GOVERNANCE STATEMENT

Board's Composition and Balance

The Board comprises eight Directors, two of whom are non-executive directors and three of whom are non-executive, independent directors. Whilst the majority of the Board is not comprised of independent directors, the Board believes that there is appropriate composition of skills amongst existing Directors and all Directors ensure that they approach their roles with independent judgement. In view of the scope and nature of the operations of the Group, the Board and the Nominating Committee are of the view that there is no individual or small group of individuals dominating the Board's decision-making process and the Board's current size is appropriate for facilitating effective decision-making.

All non-executive directors are appointed pursuant to formal letters of appointment which, among other things, set out key terms and conditions of their appointment, the Board's expectations in relation to the performance of the director, procedures for dealing with a director's potential conflict of interest and the disclosure obligations of the director, together with the details of the director's remuneration.

The Board comprises business leaders and professionals with industry and financial backgrounds. Its composition enables the Management to benefit from a diverse and objective external perspective on the issues raised before the Board.

To assist the Board in the execution of its responsibilities and to provide independent oversight of management, various Board Committees, namely the Audit and Risk Committee, Nominating Committee and Remuneration Committee, have been constituted with clear written terms of reference, all of which can be found on the Group's website. These Committees are made up mainly of independent non-executive Directors and the effectiveness of each Committee is constantly monitored by the Board.

No new directors were appointed during or after the financial year ended 31 December 2017. Any newly-appointed director will be given a formal letter and will be provided a full information file setting out their duties and obligations upon their appointment and will undergo an orientation program to be familiar with the Group's businesses and governance practices. Directors are also invited to sites to meet with management and gain a better understanding of the Group's business operations. To keep pace with regulatory changes, the director's own initiatives are supplemented from time to time with information updates and sponsored seminars conducted by external professionals, including any changes in legislation and financial reporting standards, government policies and regulations and guidelines from ASX and SGX-ST that affect the Company and/or the directors in discharging their duties. During the year, certain Directors had attended seminars on updates concerning guidance to the best practices of a director and the regulatory environment in Singapore and/or Australia.

Chairman and Managing Director

The Chairman is a non-executive director. The roles of the Chairman and Managing Director are separated. The separation of roles is to ensure that the working of the Board and the executive responsibility of the Group's business are kept distinct, increasing the accountability and capacity of the Board for independent decision-making. While the Chairman is not an independent director, the Board is confident that he remains free from bias in carrying out his role as Chairman, and is able to bring independent judgment to bear on Board decisions without interference from business or other relationships that could materially interfere with his independent judgment.

CORPORATE GOVERNANCE STATEMENT

The Chairman and the Audit and Risk Committee Chairman share responsibility for scheduling meetings to enable the Board to discharge its duties and to coordinate the activities of the independent non-executive Directors and act as principal liaison between the independent non-executive Directors and the Managing Director on sensitive issues. The Chairman, with the assistance of the Management and the Executive Directors, prepares the agenda and other material for meetings and ensures that the information is of a sufficient quality and quantity to enable the Board to make informed decisions. The Executive Directors are responsible for ensuring compliance with the Group's guidelines on corporate governance.

The Chairman and the Audit and Risk Committee Chairman are also available to shareholders where they have concerns, and which contact through the normal channels of the Managing Director has failed to resolve or for which such contact is inappropriate.

Company Secretary

The Company Secretary acts as secretary of the Board, attending (in person or through a representative) all meetings of the Board and its committees as required. The Company Secretary is accountable to the Board through the Chairman on all corporate governance matters and the proper functioning of the Board.

Board Membership

The Nominating Committee shall, from time to time, make recommendations on the number and composition of the Board of Directors, subject to the conditions set out in the Company's Constitution.

The Nominating Committee currently comprises three members, all of whom are independent directors. It is chaired by Ms Glenda Mary Sorrell-Saunders and has as its members, Ms Heather Chong and Mr Ko Chuan Aun.

The Nominating Committee has a formal written Charter and, accordingly, is mainly responsible for:

(i) Monitoring the contribution and performance of the Directors and the Board.
(ii) Deciding how the Directors are enhancing long-term shareholder value.
(iii) Re-nominating and/or proposing new Directors.

For appointment of new directors to the Board, if a vacancy arises, the Nominating Committee will, in consultation with the Board, evaluate and determine the selection criteria with due consideration to the mix of skills, knowledge and experience of the existing Board. The Nominating Committee does so by evaluating the existing strengths and capabilities of the Board, assessing the likely future needs of the Board, assessing whether this need can be fulfilled by the appointment of one person and if not, consulting with the Board in respect of the appointment of two people, seeking likely candidates widely and sourcing resumes to review, undertaking background checks on the resumes received, narrowing the list of possible candidates to a short list and then inviting the shortlisted candidates to an interview which may include a briefing of the duties required to ensure that there is no expectation gap. The Nominating Committee will seek candidates widely and beyond people directly known to the directors and is empowered to engage professional search firms and also give due consideration to candidates identified by any person. The Nominating Committee will interview all potential candidates in frank and detailed meetings and make recommendations to the Board for approval.

CORPORATE GOVERNANCE STATEMENT

Every year, the Nominating Committee reviews and affirms the independence of the Company's independent non-executive Directors. Each director is required to complete a Director's independence checklist annually to confirm their independence. This checklist requires each director to assess whether they consider themselves independent despite not being involved in any relationship which would interfere or be reasonably perceived to interfere with the exercise of independent judgment in carrying out functions as an independent non-executive Director of the Company. Among the items included in the Checklist are disclosures pertaining to any employment, including compensation received from the Company or any of its related corporations, relationship to an Executive Director of the Company or its related corporations, having an immediate family member employed by the Company or any of its related corporations as senior executive officer whose remuneration is determined by the Remuneration Committee, shareholding, or partnership or directorship (including those held by immediate family members) in an organisation to which the Company or its subsidiaries received significant payments in the current or immediate past financial year. The Nominating Committee will then review the checklist completed by each director to determine whether the director is independent. Ms Glenda Mary Sorrell-Saunders has served on the Board since 2003 and her independence has been subject to particularly rigorous review. The Board notes that Ms Sorrell-Saunders should be considered independent because she has been active during Board discussions and has on many occasions voiced strong opinions which may have differed from Management's view. Furthermore, Ms Sorrell-Saunders has a wealth of experience and knowledge in her field which the Board and Management would be able to tap on (please refer to page 15 of this Annual Report for a more detailed write-up on her background). As such, the Board has established that Ms Sorrell-Saunders remains independent in character and judgement and there were no relationships with Management or substantial shareholders or circumstances which were likely to affect, or could appear to affect, her independence. The Board is therefore satisfied with her performance and continued independence. Furthermore, the Board holds the view that continuity and stability of the Board is also important. Ms Sorrell-Saunders, through her years of involvement with the Company, has gained valuable insight and understanding of the Company and together with her experience and expertise, has contributed and will continue to contribute effectively as an Independent Director by providing educated, impartial and autonomous views at all times. The Board nevertheless will on a continual basis, review the need for progressive refreshing of its Board.

The Nominating Committee also reviews directors with multiple directorships. With the exception of (i) Mr Ang Ah Nui who currently holds one concurrent directorship in another company listed on SGX-ST and (ii) Mr Ko Chuan Aun who currently holds four concurrent directorships in other companies listed on SGX-ST, the remaining directors do not hold any concurrent directorships in any other listed companies.

The Nominating Committee is satisfied that the directors with multiple directorships have given adequate time and attention to the affairs of the Company, through attendance at meetings of the Board and Board Committees, including electronic and telephone communications.

Pursuant to Article 91 of the Company's Constitution, every director (other than the Managing Director) shall retire from office once every three years and for this purpose, one-third of the Board is to retire from office by rotation and be subject to re-election at the Company's Annual General Meeting ("AGM"). Article 97 of the Company's Constitution also provides that a newly appointed director must retire and submit himself or herself for re-election at the next AGM following his or her appointment and such re-election shall not be taken into account in determining the number of directors who are to retire by rotation under Article 91 as set out above. Thereafter, the director is subject to re-election at least once in every three years.

CORPORATE GOVERNANCE STATEMENT

Directorships or Chairmanships held by the Company's directors in other listed companies:

Name of Director	Date Appointed/ last re-elected	Directorship in other listed companies	
		Current	Past 3 years
Ang Sin Liu (Chairman, Non-executive Director)	27 April 2012/ 29 April 2016	Nil	Nil
Ang Ah Nui (Non-executive Director)	27 April 2012/ 29 April 2016	ASL Marine Holdings Ltd	Nil
Yuen Kai Wing (Managing Director)	27 April 2012/ 25 April 2013	Nil	Nil
Oh Koon Sun (Executive Director)	9 April 2003/ 27 April 2017	Nil	Nil
Oh Keng Lim (Executive Director)	9 April 2003/ 29 April 2016	Nil	Nil
Heather Chong (Independent Non-executive Director)	31 December 2015/ 29 April 2016	Nil	GPS Alliance Holdings Limited[1] Aquaint Capital Holdings Limited[1] Sino-Excel Energy Limited[1]
Glenda Mary Sorrell-Saunders (Independent Non-executive Director)	11 April 2003/ 27 April 2017	Nil	GPS Alliance Holdings Limited[1]
Ko Chuan Aun (Independent Non-executive Director)	16 January 2012/ 27 April 2017	KSH Holdings Limited San Teh Limited Lian Beng Group Ltd Pavillon Holdings Ltd.	Super Group Ltd (ceased with effect from June 2016 due to privatisation of Super Group Ltd) KOP Limited (formerly known as Scorpio East Holdings Ltd) (resigned with effect from 31 December 2017)

[1]: Listed on ASX

BOARD SKILLS, MATRIX AND DIVERSITY

The Board considers that its directors and senior management have the combined skills and experience to discharge their respective responsibilities of the Company.

Biographies of each director are outlined on pages 14 to 16 of this Annual Report.

The Board is currently in the process of developing a Board skills matrix. In this regard, the table below sets out the skills and experience considered by the Board to be important for its Directors to collectively have.

CORPORATE GOVERNANCE STATEMENT

In addition to the skills and experience set out in table below, the Board considers that each director has the following attributes:

(i) honesty and integrity;
(ii) the ability to think strategically;
(iii) the time available to devote to the Group's business;
(iv) a willingness to question and challenge; and
(v) a commitment to the highest standards of governance.

All directors are expected to use their range of relevant skills, knowledge and experience and to apply their judgement to all matters discussed at Board meetings.

SKILL	DESCRIPTION
Strategy	Ability to think strategically and identify and critically assess opportunities and threats and develop effective strategies in the context of changing market conditions.
Finance	The ability to analyse financial statements and reporting, critically assess the financial performance of the Group, contribute to budget planning and efficient use of capital and resources.
Operations	A broad range of commercial and business experience in business systems, practices, improvements, risk and compliance, sales, maintenance, technology and human resources.
Sales and Marketing	Clear understanding of developing and implementing brand strategy, recruiting, running and incentivising sales teams, setting sales budgets and targets and getting brand "cut-through". These skills must also be applicable to the infrastructure and civil engineering space.
Capital markets	Expertise in considering and implementing efficient capital management including alternative capital sources and distributions, yields and markets.
Industry experience	Experience and broad understanding of the infrastructure and civil engineering market, including market drivers, risks and trends including policies, competitors, end users, regulatory policy and framework.
Mergers and Acquisitions	Experience in all aspects of the negotiation, structuring, risk management and assessment of both acquisitions and divestments.
People and performance	Appreciation for the best practices in HR planning and management with familiarity in employment legislation and labour relations, recruitment, compensation, performance reviews and conflict management.
Legal and compliance	Ability to identify key risks to the Group in a wide range of areas including legal and regulatory compliance and monitor risk and compliance management frameworks and systems.
ASX/SGX-ST governance	Knowledge and experience in best practice ASX/SGX-ST and Corporations Act, Companies Act, governance structures, policies and processes.
Technology/Digital	Expertise in the analysis of Technology/logistics feasibility and assessment, strategies for optimising value and understanding and mitigating risk from/of Technology/logistics opportunities.
Corporate History	A good understanding of recent corporate background including organisational structure, litigation, key contracts and relationships, performance and capital structures.
Leadership	Successful senior executive positions held.

CORPORATE GOVERNANCE STATEMENT

While the current Board composition meets the Group's needs, this skills and experience analysis will assist to identify opportunities for Director training and development and to inform skills gaps that may be addressed through future Board appointments.

Board Performance

The Nominating Committee, in considering the re-appointment of a Director, must evaluate the Director's contribution and performance, such as their attendance at meetings of the Board or Board Committees, and also their participation, candour and other contributions.

The Nominating Committee assesses the Board's performance taking into consideration quantitative and qualitative criteria such as the success of the strategic and long-term objectives set by the Board.

The performance criteria includes the evaluation of the size and composition of the Board, the Board's access to information, Board processes and accountability and the Board's performance in relation to discharging its principal functions and responsibilities, the Directors' standards of conduct and financial targets such as return on assets, return on equity and the Company's share price performance and a benchmark index of its industry peers. In assessing the individual Director's performance and the effectiveness of the Board, the Nominating Committee takes into consideration the individual Director's industry knowledge and/or functional expertise, contribution and workload requirements. The Board, however, notes that the financial indicators provide only a snapshot of the Group's performance, and do not fully reflect on-going risk or measure the sustainable long-term wealth and value creation of the Group.

The Board is committed to enhancing its effectiveness through performance management and review. The Board review process is designed to help enhance performance by providing a mechanism to raise and resolve issues and to provide recommendations to enhance its effectiveness.

An assessment of the Board, its committees and individual Directors' performance is undertaken annually and one was undertaken in 2017. The results of the assessment are used to improve the performance of the Board, its committees and its individual directors.

With respect to 2017 and after due evaluation, the Nominating Committee considered the performance of each individual Director and the Board to be satisfactory. For avoidance of doubt, each member of the Nominating Committee abstains from voting on any resolution in respect of the assessment of his or her performance or re-nomination as Director.

Senior Executives

The Board delegates the responsibility for the day-to-day management of the Group and implementation of the strategic plan to the Managing Director and the Executive Directors, who are assisted by the senior executives who report to them.

Subject to authorisations limits directed by the Audit and Risk Committee, the Managing Director, Executive Directors and the senior executives carry out the day-to-day running of the Group.

All senior executives are appointed to their positions after a rigorous recruitment process. Each member of the senior executive team, including executive directors, are employed pursuant to an employment contract, which covers a range of matters including their scope of responsibilities, rights, and any entitlements on termination. Each contract refers to a specific formal job description. Each contract sets out the remuneration of the executive.

CORPORATE GOVERNANCE STATEMENT

The evaluation for all senior executives is based on specific criteria, including their work performance, personal attributes, managerial skills and the development of management and personnel.

Through the evaluation by the Remuneration Committee, the Board assesses the performance of the Managing Director based on the business performance of the Group, whether strategic objectives are being achieved and individual's performance, taking into consideration the conditions of same industries.

Further information on directors' and executives' remuneration, including principles used to determine remuneration, is set out in the Annual Report under the heading 'Remuneration'.

Directors' Attendance at Board and Board Committee Meetings

The Board conducts regular scheduled meetings and ad-hoc Board meetings are convened when warranted by circumstances relating to matters that are material to the Group. Telephonic attendance and video conferencing at Board meetings are allowed under the Company's Constitution. The following table sets out the Directors' attendance at Board and Board Committee meetings held in 2017.

	No. of meetings attended			
Name	**Board**	**Audit and Risk Committee**	**Nominating Committee**	**Remuneration Committee**
Ang Sin Liu	2	2*	0	1*
Ang Ah Nui	2	2*	0	1
Yuen Kai Wing	2	2*	0	1*
Oh Koon Sun	2	2*	0	1*
Oh Keng Lim	2	2*	0	1*
Glenda Mary Sorrell-Saunders	1	1	0	0
Ko Chuan Aun	2	2	0	1
Heather Chong	2	2	0	1*
No. of meetings held	**2**	**2**	**0**	**1**

*: Attended as an invitee to meeting

Training of Directors

The Company does not have a formal training programme for new directors. However, to assist the Board in discharging its duties, a newly appointed director will be provided with a full information file and also attend an orientation course where they will be briefed on the business operations and regulatory issues relating to the Group. Directors are also informed of regulatory changes affecting the Group. In addition, the Board encourages its members to participate in seminars and receive training to improve themselves in the discharge of their duties as directors.

CORPORATE GOVERNANCE STATEMENT

Access to Information

All Directors have separate, independent and unrestricted access to all levels of senior executives in the Group and the Company Secretaries. All Directors are continuously updated by Management on the developments within the Group and are furnished with complete and adequate information in a timely manner to enable full deliberation on the issues to be considered at the respective meetings. Board papers with sufficient background and explanatory information are circulated before each meeting. From time to time, managerial staff, lawyers, the Company's auditors or external consultants engaged on specific projects are invited to attend the Board and Board Committee meetings so as to provide additional insight into the matters for discussions.

Hence, the Board is of opinion that, under the present arrangement, information provided to the Board is sufficient and timely for it to perform its duties effectively.

Access to Independent Professional Advice

Any director has the right to seek independent legal, accounting or other professional assistance at Company's expense on matters relevant to carrying out their duties as a director. Directors must ensure that the costs are reasonable and must inform the Chairman and seek approval from the Board before such advice is sought.

Remuneration

The Remuneration Committee comprises three members, all of whom are non-executive Directors and two of whom are Independent Directors. The Remuneration Committee is chaired by Mr Ko Chuan Aun and has as its members, Mr Ang Ah Nui and Ms Glenda Mary Sorrell-Saunders.

The Remuneration Committee has a formal written Charter and, accordingly, is mainly responsible for:

(i) in consultation with the Chairman of the Board, recommending to the Board for its endorsement, a framework of remuneration for the Board and the key executives of the Company, covering all aspects of remuneration, including and without limitation, Directors' fees, salaries, allowances, bonuses, employees performance shares and benefits-in-kind;

(ii) determining the specific remuneration packages for each Executive Director of the Company (or Executive of similar rank if he is not an Executive Director);

(iii) reviewing the remuneration of senior management/key executives;

(iv) proposing, for approval by the Board, appropriate and meaningful measures for assessing the Executive Directors' performance;

(v) considering what compensation commitments the Executive Directors' contracts of service, if any, would entail in the event of early termination;

(vi) considering whether Directors should be eligible for benefits under long-term incentive schemes;

(vii) overseeing the administration of the Company's Employee Performance Share Plan, including without limitation, as follows:

    (a) identifying Directors and employees of the Company and its related companies to whom employee performance shares should be granted,

    (b) determining the number, the timing and the vesting period for the granting of employee performance shares.

CORPORATE GOVERNANCE STATEMENT

The Group's remuneration policy is to provide remuneration packages appropriate to attract, retain and motivate the Executive Directors and senior executives required to run the Group successfully. The Company has in place service contracts for each of its Executive Directors which set out the framework of their remuneration. The Remuneration Committee will, upon the expiry of such service contracts, recommend to the Board a framework for the remuneration of such Executive Directors. Senior executives, including the Executive Directors, are also subject to an annual performance review in which performance is measured against objectives related to the Group's strategy and business plans. The performance reviews for the financial year ended 31 December 2017 have been satisfactorily completed.

The Company's Employee Performance Share Plan ("Koon EPSP") was approved by the shareholders of the Company at an Extraordinary General Meeting held on 12 October 2009. Since the approval and adoption of the Koon EPSP, as at the date of Annual Report 1,579,000 ordinary shares have been issued under Koon EPSP. More information regarding the Koon EPSP can be found in Directors' statement.

Directors' Remuneration and Incentives

The Executive Directors do not receive directors' fees. The fees for non-executive Directors comprised a basic retainer fee and additional fees for other appointments.

The remuneration of the Directors of the Company and top five Key Executives of the Group for the financial year ended 31 December 2017 are:

	Salary(1) %	Bonus(1) %	Other benefits(2) %	Directors' Fees(3) %	Total %	Total S$
Non-Executive Directors						
Ang Sin Liu	–	–	–	100%	100%	50,000
Ang Ah Nui	–	–	–	100%	100%	41,000
Glenda Mary Sorrell-Saunders	–	–	–	100%	100%	59,000
Ko Chuan Aun	–	–	–	100%	100%	59,000
Heather Chong	–	–	–	100%	100%	61,000
Total remuneration						**270,000**
Executive Directors						
Yuen Kai Wing	56%	–	44%	–	100%	790,898
Oh Koon Sun	96%	–	4%	–	100%	324,104
Oh Keng Lim	82%	–	18%	–	100%	297,404
Total remuneration						**1,412,406**

(1): Salary and bonus include Central Provident Fund contributions.

(2): Other benefits include car benefits and tax borne by the Company for Mr Yuen Kai Wing.

(3): Directors' fees are subject to shareholders approval at the Annual General Meeting.

CORPORATE GOVERNANCE STATEMENT

Top Five Executives of the Group	Salary[1] %	Bonus[1] %	Other benefits[2] %	Total %
S$250,000 to S$500,000				
Lilian Tan Yin Yen[3]	88%	–	12%	100%
Up to S$250,000				
Pieter Renkema	75%	–	25%	100%
Lim Et Seng	100%	–	–	100%
Chung Lee Ching	100%	–	–	100%
Tan Teck Hwee	100%	–	–	100%

[1]: Salary and bonus include Central Provident Fund contributions.

[2]: Other benefits include car benefits and housing expenses borne by the Company.

[3]: Resigned on 19th February 2018.

The aggregate remuneration of top five Key Executives of the Group amounted to S$1,047,468 for the financial year ended 31 December 2017.

Accountability

The Board recognises its responsibility to provide shareholders with a balanced and understandable assessment of the Group's performance, position and prospects on a regular basis. Further, the Board has adopted the practice of communicating major developments in its business and operations to shareholders, the ASX and SGX-ST, employees and other stakeholders.

Audit and Risk Committee

The Audit and Risk Committee comprises three members, all of whom are independent directors. The Audit and Risk Committee is chaired by Ms Heather Chong and has as its members Mr Ko Chuan Aun and Ms Glenda Mary Sorrell-Saunders.

The qualifications and experience of the members of the Audit and Risk Committee are outlined in their respective profiles on pages 15 to 16 of this Annual Report.

The Audit and Risk Committee has a formal written Charter which stipulates the duties of the Audit and Risk Committee as follows.

The duties of the Audit and Risk Committee in relation to Audit shall be:

(a) to review with the external auditors:

- (i) the audit plan, including the nature and scope of the audit before the audit commences;
- (ii) their evaluation of the adequacy of the Group's system of internal accounting controls;
- (iii) their audit report; and
- (iv) their management letter and Management's response;

CORPORATE GOVERNANCE STATEMENT

(b) to ensure co-ordination where more than one audit firm is involved;

(c) to review the half-year and annual financial statements to ensure integrity of the said financial statements before submission to the Board for approval, focusing in particular, on:

  (i) significant financial reporting issues and judgments;

  (ii) changes in accounting policies and practices, including but not limited to the appropriateness of the accounting judgments or choices exercised by Management in preparing the said financial statements;

  (iii) major risk areas;

  (iv) significant adjustments resulting from the audit;

  (v) the going concern statement;

  (vi) compliance with accounting standards;

  (vii) compliance with the stock exchange and statutory/regulatory requirements, including but not limited to that of the ASX and the SGX-ST;

  (viii) compliance with the Code as well as the code of corporate governance 2012 under the purview of the Monetary Authority of Singapore and the SGX-ST; and

  (ix) prior to the approval of the said financial statements, ensure that the Chief Executive Officer and Chief Financial Officer provide a declaration that, in their opinions, the financial records of the Group have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Group, and that the opinions have been formed on the basis of a sound system of risk management and internal control which is operating effectively.

  The Audit and Risk Committee is to ensure that the aforementioned financial statements reflect the understanding of the Audit and Risk Committee members of, and otherwise provide a true and fair view of, the financial position and performance of the Group;

(d) to review any formal announcements relating to the Group's financial performance;

(e) to discuss problems and concerns, if any, arising from the interim and final audits, in consultation with the external auditors and the internal auditors where necessary;

(f) to meet with the external auditors and with the internal auditors without the presence of Management, at least annually, to discuss any problems and concerns they may have;

(g) to review the assistance given by Management to the external auditors;

CORPORATE GOVERNANCE STATEMENT

(h) in relation to the external auditors:

  (i) to review annually the scope and results of the audit and its cost effectiveness as well as the independence, objectivity, and performance of the external auditors;

  (ii) where the auditors also provide non-audit services to the Group, to review the nature and extent of such services in order to balance the maintenance of objectivity and value for money, and to ensure that the independence of the auditors would not be affected;

(i) to review the internal audit programme and ensure co-ordination between the internal and external auditors and Management;

(j) in relation to the internal auditors:

  (i) to review the scope and adequacy of the internal audit work plan; and

  (ii) the objectivity and performance of the internal auditors;

(k) to review the scope and adequacy of the Group's internal controls, including financial, operational, compliance and information technology controls;

(l) to review the scope and results of the internal audit procedures including the effectiveness of the internal audit functions and ensure that the internal audit function is adequately resourced and has appropriate standing within the Group and to review and ensure annually the adequacy of the internal audit function;

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

(n) to investigate any matter within its terms of reference, with full access to and co-operation by the 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 properly;

(o) to review arrangements by which staff of the Group may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters and ensure that arrangements are in place for the independent investigations of such matters and for appropriate follow-up actions;

(p) to report to the Board its findings from time to time on matters arising and requiring the attention of the Audit and Risk Committee;

(q) to review interested person transactions ("**IPTs**") falling within the scope of the listing rules of the ASX, as well as the relevant provisions under the listing rules of the SGX-ST in relation to IPTs;

CORPORATE GOVERNANCE STATEMENT

(r) to recommend to the Board:

  (i) the appointment, re-appointment and removal of the external auditors and the internal auditors;

  (ii) approve the remuneration and terms of engagement of the external auditors and the internal auditors; and

  (iii) the rotation of the audit engagement partner;

(s) to undertake such other reviews and projects as may be requested by the Board;

(t) to ensure that the external auditors attend the annual general meetings of the Company and are available to answer questions from shareholders of the Company relevant to the audit; and

(u) to undertake such other functions and duties as may be required by statute, the listing rules of the ASX and the SGX-ST, and by such amendments made thereto from time to time, as well as all relevant legislation of Singapore, Australia, or any other relevant jurisdiction(s).

The duties of the Audit and Risk Committee in relation to risk management shall be to oversee the Group's risk management systems, practices and procedures to ensure effectiveness of risk identification and management, and compliance with internal guidelines and external requirements, by carrying out, inter alia, the following duties:

(a) to ensure a system is set up to identify, assess and monitor risks associated with the operations of the Group, and examine any other matters relating to risks that are referred to it by the Board;

(b) to build consensus among the Board members and Management on acceptable risk levels (in terms of risk likelihood and its impact) and monitor current risk levels;

(c) to assess whether the risk management framework is appropriate and adequate. The framework shall be based on the following principles:

  (i) understand the Group's key drivers of success;

  (ii) assess the risks in the Group's strategy(ies);

  (iii) define the role of the Board and the various Board committees (from time to time) with regard to risk oversight;

  (iv) consider whether the Group's risk management system, including people and processes, is appropriate and has sufficient resources;

  (v) work with Management to understand and agree on the types (and format) of risk information as the Board requires;

CORPORATE GOVERNANCE STATEMENT

(vi) encourage a dynamic and constructive risk dialogue between Management and the Board, including a willingness to challenge assumptions;

(vii) closely monitor the potential risks to the Company's culture and its incentive structure;

(viii) monitor critical alignments of strategy, risk, controls, compliance, incentives and people;

(ix) consider emerging and interrelated risks; and

(x) periodically assess the Board's risk oversight processes;

(d) to monitor Management accountability for risk management processes and compliance with risk policies;

(e) to promote the establishment of a "risk-aware" culture;

(f) to review and make recommendations to the Board in relation to risk management;

(g) to consider, and make recommendations to the Board in connection with, the compliance by the Group with its risk management strategy(ies);

(h) to report to the Board on any material changes to the risk profile of the Group;

(i) to monitor and refer to the Board any instances involving material breaches or potential breaches of the Group's risk management strategy(ies); and

(j) to engage such independent professional advice as it considers necessary in fulfilling its duties as stated in the terms of reference of the Audit and Risk Committee.

The Audit and Risk Committee has full access to, and co-operation of, Management and has been given the resources required for it to discharge its functions properly. It may also invite any Director and Executive Officer to attend its meetings. The external auditors have unrestricted access to the Audit and Risk Committee Chairman and the Audit and Risk Committee. The external auditors and internal auditors meet with the Audit and Risk Committee without the presence of Management at least once annually.

Whistle-Blowing Policy

The Group has in place a whistle-blowing policy and procedure by which staff can, in confidence, raise concerns about misconduct in the Group or possible improprieties relating to financial reporting or other matters. All complaints are to be directed to the Chairman of the Audit and Risk Committee. Where investigation is necessary, the Audit and Risk Committee will direct an independent investigation to be conducted on the complaint received. Details of the whistle-blowing policy have been made available to all employees.

Diversity Policy

The Company has not established a policy concerning diversity because diversity issues are embedded within the Company's Mission, its Vision and its Value Statements. As a result of the Company not having a formal policy on diversity, there are no measurable objectives for achieving gender diversity. However, the Company is an equal opportunity employer. As seen below, women are well represented amongst the Company's workforce. The Company also has two female directors on the Board.

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Across the Group the current gender split as at 31 December 2017 is as follows:

	Female		Male	
All employees	70	34%	135	66%
Managers	4	27%	11	73%
Senior Executives	2	40%	3	60%
Directors	2	25%	6	75%
Total	78	33%	155	67%

References:–

All employees	Executives (excludes Workers and Operators)
Managers	Managers
Senior Executives	Chief Financial Officer & Senior Managers
Directors	Directors

Recognising and Managing Risks

The Management is responsible for identifying and managing risks. The Board is responsible for satisfying itself that a sound system of risk oversight and management exists and that internal controls are effective. In addition to maintaining appropriate insurance and other risk management measures, identified risks are managed through:

(i) Established policies and procedures for the management of funding and financial instruments.
(ii) Standards and procedures in relation to environmental and health and safety matters.
(iii) Training programs in relation to legal and compliance issues.
(iv) Procedures requiring significant capital and revenue expenditure and other contractual commitments are approved at an appropriate level or by the Board.
(v) Risk management systems and policies that govern the management of risk.

The internal audit function as part of its activities monitors the Management's actions to manage risk. The external and internal audit functions are separate and independent of each other.

The Group's risk management framework is integrated with the day-to-day business processes and functional responsibilities. The review of this framework is an ongoing process. However, the Board has been charged with reviewing the framework at least annually. The Board and the Audit and Risk Committee are satisfied that the Group's framework of internal controls is adequate to provide reasonable assurance of the integrity, effectiveness and efficiency of the Group in safeguarding its assets and shareholders' investments. Such framework serves to provide reasonable assurance against material misstatement or loss.

In accordance with Recommendation 7.4 of the ASX Corporate Governance Council Corporate Governance Principles and Recommendations, the economic, environmental and social sustainability risks referred to in the said Recommendation are inherent in the Group's business and operations, manifested as issues pertaining to waste disposal, noise pollution and workplace health and safety. The Group's exposure to such risks is already managed by the Group based on its day-to-day operations in projects execution. Please refer to page 3 of the Annual Report in relation to the Group's commitment to quality project and safe work environment and sustainable approach for further details.

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For each financial period the Board receives assurance from the Managing Director and the Chief Financial Officer that:

(i) the Group's financial reports are complete and present a true and fair view, in all material respects, of the financial condition and operational results of the Group and are in accordance with the relevant accounting standards; and

(ii) the risk management and internal compliance and control systems which implement the policies adopted by the Board in relation to financial reporting risks are sound, appropriate and operating efficiently and effectively in all material respects.

Code of Conduct

The Board acknowledges the need for high standards of corporate governance practice and ethical conduct by all directors and employees of the Group.

The Board has endorsed a Vision & Mission Statement which outlines acceptable behaviour and attitudes expected from all staff to promote and maintain the confidence and trust of all those dealing with the Group.

The Vision & Mission Statement, which may be viewed on the Group's website and on page 2 of this Annual Report, is the subject of periodic review to ensure that it covers all relevant issues and sets standards consistent with the Group's commitment to ethical and responsible behaviours.

Communication with Shareholders

The Board is mindful of its obligations to provide timely disclosure of material information presented in a fair and objective manner to shareholders and does so through the Annual Report, results announcements, its website and other announcements on developments within the Group or in relation to disclosures required by the stock markets. The information is released through ASX and SGX-ST websites and is also available on the Group's website.

The Company also engages an external investor relation consultant firm to support the Group in promoting communication with shareholders and investment community.

The Board regards the Annual General Meeting ("AGM") as an opportunity to communicate directly with shareholders and encourages shareholder attendance and participation at this forum. The Chairman and other Directors attend the AGM and are available to answer questions from shareholders at the AGM. The external auditors are also present to assist Directors in addressing any relevant queries from shareholders.

All shareholders will receive the Annual Report of the Group and notice of AGM and through notices published in the newspapers within the mandatory period. The shareholders can also access information on the Group at the Group's corporate website. The website provides, inter alia, all publicly disclosed financial information, corporate announcements, press release, Annual Reports and profiles of the Group.

Shareholders are encouraged to vote on all resolutions and unless specifically stated otherwise in the notice of meeting, all shareholders are eligible to vote on all resolutions. Shareholders who cannot attend the AGM may lodge a proxy in accordance with the Company's Constitution and the Companies Act. Proxy forms may be lodged with the share registry by mail or hand delivery.

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The Company's Constitution allows a shareholder of the Company to appoint up to two proxies to attend the AGM and vote in his place. With changes to the Companies Act which came into effect on 3 January 2016, a member of the Company who is a relevant intermediary may appoint more than two proxies to attend and vote at general meetings, but such proxies must be appointed to exercise the rights attached to a specified number of shares. The term "relevant intermediary" is for this purpose defined under the Companies Act and includes the Central Provident Fund Board as well as banks and capital market services licence holders which provide custodial services. Allowing multiple proxies for such members will facilitate indirect investors attending and voting at shareholder meetings and encourages more active shareholder participation.

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

Whilst it is not a common practice in Singapore that shareholders are provided with the option to receive communications from, and send communications to, the Company and the security registry electronically, the Company will consider the possibility of implementing the above.

Interested Person Transactions

The Group has established an internal policy to ensure that transactions with interested persons are reported in a timely manner to the Audit and Risk Committee for review and the transactions are carried out on arm's length basis on terms not prejudicial to the interests of the Group and its minority shareholders.

During the financial year ended 31 December 2017, the following transactions were entered into by the Group involving the interest of the substantial shareholder or Directors of the Company, which were either subsisting at the end of the financial year or, entered into since the end of the previous financial year.

Name of Interested persons	Aggregate value of all interested person transactions S$'000
ASL Offshore & Marine Pte Ltd	
– Equipment rental income	828
– Equipment rental and charter expenses	11
– Subcontract income	4,798
– Marine transport income	327
– Marine transport expenses	2
– Agency fee expenses	1
ASL Shipyard Pte Ltd	
– Equipment rental expenses	198
– Subcontract expenses	623
– Upkeep of barges expenses	78
– Yard and dormitory rental expenses	520
– Purchase of equipment	9,000
– Purchase of precast components	8
ASL Marine Contractor Pte Ltd	
– Equipment rental and charter expenses	263
– Marine transport income	51
– Marine transport expenses	4

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Name of Interested persons	Aggregate value of all interested person transactions S$'000
PT Cemara Intan Shipyard	
– Equipment rental expenses	955
Vosta LMG Dredges BV	
– Purchase of equipment	1,036
Vosta LMG Components & Services BV	
– Purchase of equipment	791
Vosta LMG Design BV	
– Purchase of equipment	4
Vosta LMG (Zhuhai) Ltd	
– Upkeep of barges expenses	283
Singa Tenaga Investments Pte Ltd	
– Secondment fee income	348
Sintech Metal Industries Pte Ltd	
– Equipment rental expenses	57
– Sale of scrap metal	194
– Sale of property, plant and equipment	19
– Purchase of equipment	108
Matrix Management Group Pty Ltd	
– Professional fee	58
PT. Sindomas Precas	
– Equipment rental expenses	135
Ang Ah Nui	
– Consultancy fee expense	202

In addition, as reported in 2013 Annual Report, 2014 Annual Report, 2015 Annual Report and 2016 Annual Report, as part of its expansion strategy, the Group had entered into a joint venture arrangement with ASL Marine Holdings Ltd ("ASL") in 2013 to establish a plant in Batam, Indonesia for the manufacture of precast concrete products ("Joint Venture"). A joint venture company, Sindo-Econ Pte Ltd ("Sindo-Econ") was established in May 2013 by the Company's wholly owned subsidiary, Econ Precast Pte Ltd ("Econ Precast") and Intan Overseas Investments Pte Ltd ("Intan Overseas Investments"), a wholly owned subsidiary of ASL. Each of Econ Precast and Intan Overseas Investments has a 50% equity interest in Sindo-Econ. In November 2013, Sindo-Econ, Econ Precast and Intan Overseas Investments acquired the entire issued share capital of PT. Sindomas Precas ("Batam JV") for the purpose of establishing the plant and undertaking the precast operations in Batam, Indonesia. Sindo-Econ holds a 90% equity interest in Batam JV while each of Econ Precast and Intan Overseas Investments holds a 5% equity interest in Batam JV.

CORPORATE GOVERNANCE STATEMENT

Shareholders' approval for the general framework of the Joint Venture was obtained at the 2014 Annual General Meeting held on 29 April 2014. In accordance with the waiver from ASX Listing Rule 10.1 granted by ASX dated 1 November 2012, the Company must seek shareholder approval for the general framework of the Joint Venture every three years from the date shareholder approval is obtained. Accordingly, the Company had sought and obtained renewal of the shareholder approval for the general framework of the Joint Venture at the 2017 Annual General Meeting held on 27 April 2017.

Mr Ang Sin Liu is the Non-Executive Chairman of the Company and Mr Ang Ah Nui is a Non-Executive Director of the Company, and together they hold an aggregate interest of 53.68% of the Company. Mr Ang Sin Liu and Mr Ang Ah Nui are also controlling shareholders of ASL. Accordingly, for the purposes of ASX Listing Rule 10.1, ASL and its subsidiaries are associates of substantial holders, Mr Ang Sin Liu and Mr Ang Ah Nui.

Joint Venture Agreement

The Joint Venture Agreement is the "umbrella agreement" for this transaction. The Joint Venture Agreement was entered into on 14 March 2014 by the Company and its subsidiaries, Econ Precast, Contech Precast, Bukit Intan Pte Ltd ("Bukit Intan"), Sindo-Econ, Batam JV, ASL and ASL's subsidiaries, ASL Offshore & Marine Pte Ltd ("ASLOM") and PT Cemara Intan Shipyard ("PT CIS") and sets out the terms upon which the parties established and conducted the joint venture precast operations at Batam, Indonesia with effect from 1 January 2014 ("2014 JV Arrangement"). During 2016, the parties have made some amendments to the subcontract arrangement taking effect from 1 October 2016 ("2016 JV Arrangement"). The principal terms of the 2014 JV Arrangement and the 2016 JV Arrangement are similar as set out below.

Between Bukit Intan, Sindo-Econ, Batam JV and ASL

2014 JV Arrangement

Econ Precast and/or Contech Precast will, at their sole discretion, subcontract external precast orders to Bukit Intan. The subcontract value ("Initial Subcontract Value") awarded to Bukit Intan will be calculated to be 90% of the order price secured by Econ Precast or Contech Precast from external parties.

Upon receiving the subcontract award from Econ Precast or Contech Precast, Bukit Intan will in turn award the production subcontract to Batam JV at an agreed price ("Production Subcontract Price") and will provide part of the raw materials required ("Key Raw Materials") to Batam JV for precast operations.

ASLOM, a subsidiary of ASL, has entered into a transport agreement with Bukit Intan in accordance with which ASLOM will undertake the marine transport logistics for the delivery of goods between Batam, Indonesia and Singapore at an agreed price ("ASL Freight Charge").

The Production Subcontract Price will be calculated to be 97% of the Initial Subcontract Value after deducting the costs of Key Raw Materials and the ASL Freight Charge.

Sindo-Econ owns the majority of the movable plant and equipment which will be used by Batam JV in its precast operations. In consideration for the use of the plant and equipment by Batam JV, Sindo-Econ will charge Bukit Intan an agreed agency fee ("JV Agency Fee") which will be calculated to be 8% of the Production Subcontract Price.

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2016 JV Arrangement effective from 1 October 2016

Econ Precast and/or Contech Precast will, at their sole discretion, subcontract external precast orders directly to Sindo-Econ. The subcontract value ("2016 Subcontract Value") awarded to Sindo-Econ will be calculated to be 92% of the order price secured by Econ Precast or Contech Precast from external parties. Sindo-Econ will in turn award the production subcontract to Batam JV and will provide the Key Raw Materials to Batam JV for precast operations.

In view of the change in subcontract award directly to Sindo-Econ, the following arrangements have been modified under the 2016 JV Arrangement:

- Sindo-Econ has ceased to charge JV Agency Fee to Bukit Intan under the 2016 JV Arrangement;

- ASLOM has entered into various transport agreements directly with Sindo-Econ in accordance with which ASLOM will undertake the marine transport logistics for the delivery of goods between Batam, Indonesia and Singapore at an agreed price ("2016 ASL Freight Charge");

  to cater for the anticipated increasing volume of precast production at Batam JV going forward, Econ Precast will also provide marine transport logistics for the delivery of goods between Batam, Indonesia and Singapore. The freight rate chargeable by Econ Precast to Sindo-Econ will be pegged to the 2016 ASL Freight Charge; and

- In addition, Econ Precast may procure additional plant and machinery required for the operation of the Batam JV. Econ Precast will charge machine rental to Sindo-Econ which will be pegged to the market machine rental rate.

Shareholders should note that under the 2016 JV Arrangement the award of subcontracts by Econ Precast and Contech Precast to Sindo-Econ will be made on arms length commercial terms in the ordinary course of business of Econ Precast and Contech Precast and will be the same, in all material respects (save for the subcontract value), as the terms of precast orders made by customers of Econ Precast and Contech Precast.

Shareholders should also note that the financial risk and rewards of the activities of Sindo-Econ and Batam JV will be shared equally between the Company and ASL in accordance with their respective 50% equity interests in Sindo-Econ and Batam JV.

Between Batam JV and ASL

PT CIS, a subsidiary of ASL, owns the land at Batam, Indonesia where the precast operations are conducted by Batam JV. PT CIS has entered into various lease agreements with Batam JV in accordance with which Batam JV leases the premises as well as workshop and storage facilities, including the use of immovable infrastructure facilities built by PT CIS for use in the precast operations, at agreed monthly rental rates calculated by reference to the areas of land, workshop and storage facilities occupied by Batam JV ("ASL Rental").

CORPORATE GOVERNANCE STATEMENT

Purchase of Plant and Equipment by Sindo-Econ and Batam JV

To facilitate the establishment of the precast manufacturing plant at Batam, Indonesia, Sindo-Econ has procured the movable plant and equipment for use by Batam JV in its precast operations from subsidiaries of the Company and ASL as well as from external suppliers.

Batam JV has also procured certain smaller equipment (including precast moulds) required for its precast operations. Batam JV will procure its equipment from subsidiaries of the Company and ASL as well as from external suppliers.

The following transactions in connection with the Joint Venture were conducted during the financial year ended 31 December 2017:

Name of Interested persons	**Aggregate value of all interested person transactions S$'000**
Sindo-Econ Pte Ltd	
– Subcontract award/purchase of precast components by the Group (2016 Subcontract Value)	38,556
– Marine transportation expense charged by the Group	4,313
ASL Offshore & Marine Pte Ltd	
– Marine transport services to Sindo-Econ Pte Ltd (2016 ASL Freight Charge)	362
– Sale of precast components by Sindo-Econ Pte Ltd	35
ASL Marine Contractors Pte Ltd	
– Marine transport services to Sindo-Econ Pte Ltd	5,066
PT. Sindomas Precas	
– Land rental expenses charged by ASL (ASL Rental)	1,790
– Service charges	21
– Sale of raw material to the Group	73

The above transactions were conducted in accordance with the general framework of the Joint Venture approved by shareholders at the 2014 Annual General Meeting held on 29 April 2014. The commercial terms of the Joint Venture entered into between the Company and/or its subsidiaries and ASL, and the transactions entered into between the Company and/or its subsidiaries and ASL during the financial year ended 31 December 2017 do not differ in any material respect from agreements and contracts entered into with the Company's non-related parties.

CORPORATE GOVERNANCE STATEMENT

Through the Joint Venture, the Company can utilise the resources of ASL at Batam, Indonesia to expand its precast manufacturing operations beyond the Company's existing plants in Singapore and Malaysia.

Dealing in Company's Securities by Directors and Employees

A policy regarding Directors and employees trading in the Company's securities was approved by the Board in February 2011 in accordance with new ASX Listing Rules which came into effect on 1 January 2011.

The policy is provided to all Directors and employees.

The Share Trading Policy restricts Directors and employees from acting on material information until it has been released to the market and adequate time has been given for this to be reflected in the securities' price.

Under the Policy, Directors and Prescribed Employees are restricted from dealing in the Company's securities during the following Blackout Periods, except in exceptional circumstances:

(i) the period commencing two weeks before the half year results and one month before the full year results are released and ending on the date of their release; and

(ii) any other period determined by the Board from time to time.

A copy of the Share Trading Policy can be found on the Group website.

DIRECTORS' STATEMENT

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of Koon Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group") and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 December 2017.

Opinion of the directors

In the opinion of the directors,

(i) the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2017 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date; and

(ii) at the date of this statement there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

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

Ang Sin Liu
Ang Ah Nui
Yuen Kai Wing
Oh Koon Sun
Oh Keng Lim
Heather Chong
Glenda Mary Sorrell-Saunders
Ko Chuan Aun

Arrangements to enable directors to acquire shares and debentures

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

DIRECTORS' STATEMENT

Directors' interests in shares and debentures

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

	Shareholdings of director		
Name of director	**At the beginning of year**	**At the end of year**	**At 21 January 2018**
Ordinary shares of the Company			
Ang Sin Liu	18,660,800[(1)]	18,660,800[(1)]	18,660,800[(1)]
Ang Ah Nui	122,571,819[(2)]	122,571,819[(2)]	122,571,819[(2)]
Oh Keng Lim	10,159,996	10,159,996	10,159,996
Oh Koon Sun	7,205,378	7,205,378	7,205,378
Heather Chong	120,000	120,000	120,000

Notes:

(1) Included 18,340,800 shares registered in the name of a nominee.

(2) Included 45,000,000 shares registered in the name of a nominee.

By virtue of section 7 of the Singapore Companies Act, Ang Ah Nui is deemed to have an interest in all the related corporations of the Company.

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

Employee performance share plan

(a) Terms and conditions of the Koon Holdings Employee Performance Share Plan ("Koon EPSP")

The Koon EPSP was approved by the Shareholders of the Company at an Extraordinary General Meeting held on 12 October 2009.

The terms of the Koon EPSP include the following:

(1) *Eligibility*

(i) Employees who are eligible to participate in the Koon EPSP must:

– be confirmed in his employment with the Group;

– have attained the age of 21 years on or before the date of award; and

– not be an un-discharged bankrupt.

(ii) An executive director who meets the eligibility criteria above is eligible to participate in the Koon EPSP. However, controlling shareholders (including controlling shareholders who are executive directors) and their associates are not eligible to participate in the Koon EPSP.

(iii) Non-executive directors are not eligible to participate in the Koon EPSP.

DIRECTORS' STATEMENT

Employee performance share plan (Continued)

(a) Terms and conditions of the Koon Holdings Employee Performance Share Plan ("Koon EPSP") (Continued)

(2) *Awards*

(i) Awards represent the right of a participant to receive fully paid-up shares free of charge, provided certain prescribed performance target(s) are met and upon the expiry of the prescribed vesting periods (if any).

(ii) The Remuneration Committee shall decide, in relation to each award to be granted to a Participant:

– the date on which the award will be granted;

– the number of shares which are the subject of the award;

– the prescribed performance targets;

– the performance period during which the prescribed performance targets are to be satisfied;

– the imposition of a vesting period and the duration of this vesting period, if any;

– the extent to which the shares under that award shall be released on the condition that prescribed performance target(s) are being satisfied (whether fully or partially) or exceeded, as the case may be, at the end of the prescribed performance period and upon the expiry of the prescribed vesting period; and

– such other conditions as the Remuneration Committee may deem appropriate, in its absolute discretion.

(3) *Selection of Participants*

The Koon EPSP is administrated by the Remuneration Committee whose members are:

Ko Chuan Aun – Chairman
Glenda Mary Sorrell-Saunders
Ang Ah Nui

A participant of the Koon EPSP who is a member of the Remuneration Committee shall not be involved in the deliberation of the award to be granted to that member of the Remuneration Committee.

The selection of a participant and the number of shares which are the subject of each award to be granted to a participant in accordance with the Koon EPSP shall be determined at the absolute discretion of the Remuneration Committee, which shall take into account criteria such as his rank, job performance, years of service and potential for future development, his contribution to the success and development of the Group and the extent of effort required to achieve the performance target within the performance period.

DIRECTORS' STATEMENT

Employee performance share plan (Continued)

(a) Terms and conditions of the Koon Holdings Employee Performance Share Plan ("Koon EPSP") (Continued)

(4) *Timing*

Awards may be granted at any time in the course of a financial year. Any award made but prior to the vesting shall lapse, inter alia, if any of the following events occur:

(i) the misconduct of a participant;

(ii) the termination of the employment of a participant;

(iii) the bankruptcy of a participant;

(iv) the retirement, ill health, injury, disability or death of a participant;

(v) the participant, being an executive director, ceasing to be a director of the Company for any reason whatsoever;

(vi) a winding-up of the Company; and

(vii) any other event approved by the Remuneration Committee.

(5) *Size and Duration of the Koon EPSP*

The total number of shares which may be granted under the Koon EPSP shall not exceed 5% of the issued ordinary shares of the Company on the day preceding the relevant date of award. In line with the SGX-ST Listing Manual requirements, in the event the Company establishes any other share plan(s) or any other option scheme(s), the aggregate of shares under all such share plan(s) and options granted under all such option scheme(s) will not exceed 15%.

The Company may also deliver shares pursuant to awards granted under the Koon EPSP in the form of existing shares purchased from the market or from shares held in treasury. Such methods will not be subject to any limit as they do not involve the issuance of any new shares. The Company shall obtain shareholders' approval through a Share Buyback Mandate prior to purchasing its shares from the market.

The Koon EPSP will continue in force at the discretion of the Remuneration Committee up to a maximum of 10 years commencing from the date of its adoption by the Company provided that the Koon EPSP may continue beyond this stipulated period with the approval of its shareholders in a general meeting and the required approval by relevant authorities.

Notwithstanding the expiry or termination of the Koon EPSP, any award made prior to expiry or termination will remain valid.

DIRECTORS' STATEMENT

Employee performance share plan (Continued)

(a) Terms and conditions of the Koon Holdings Employee Performance Share Plan ("Koon EPSP") (Continued)

(6) *Operation of the Koon EPSP*

Awards granted under the Koon EPSP to whom they are given shall not be transferred, charged, assigned, pledged or otherwise disposed of, in whole or in part, unless with the approval of the Remuneration Committee. However the shares granted to a Participant pursuant to a grant of the award may be transferred, charged, assigned, pledged otherwise disposed of, in whole or in part.

The terms of employment or appointment of a Participant in the Koon EPSP shall not be affected by any award to be made therein.

(b) There was no grant of awards during the year. The Remuneration Committee has previously approved a total grant of awards of 1,579,000 shares as follows:

(i) 994,000 shares awarded and vested in 2009;

(ii) 330,000 shares awarded in 2010 which were vested equally over three years with 110,000 shares each issued in 2011 to 2013; and

(iii) 360,000 shares awarded in 2011 of which 105,000 shares were forfeited due to the resignation of employees. Of the balance awards of 255,000 shares, 165,000 shares were vested in 2013 and 90,000 shares were vested in 2014.

There were no (2016: nil) ordinary shares issued during the year pursuant to the Koon EPSP.

Accumulated shares awarded were as follows:

	Number of shares			
	Not issued		Issued	
	2017	2016	2017	2016
Directors				
Tan Thiam Hee (resigned on 31 July 2013)	**–**	–	**140,000**	140,000
Oh Koon Sun	**–**	–	**104,000**	104,000
Oh Keng Lim	**–**	–	**100,000**	100,000
	–	–	**344,000**	344,000
Other members of key management	**–**	–	**380,000**	380,000
Other employees	**–**	–	**855,000**	855,000
Total number of shares granted under the Koon EPSP	**–**	–	**1,579,000**	1,579,000

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

DIRECTORS' STATEMENT

Audit and Risk Committee

The Audit and Risk Committee of the Company is chaired by Heather Chong and includes Glenda Mary Sorrell-Saunders and Ko Chuan Aun. They are also independent directors of the Company. The Audit and Risk Committee has met two times in 2017 and had reviewed the following, where relevant, with the executive directors and external auditors of the Company:

(a) the audit plan of the external auditor;

(b) the reports of the internal auditors' examination and evaluation of the Group's systems of internal accounting controls;

(c) the Group's financial and operating results and accounting policies;

(d) the balance sheet and statement of changes in equity of the Company and the consolidated financial statements of the Group before their submission to the directors of the Company and the external auditor's report on those financial statements;

(e) the half-yearly and annual announcements as well as the related press release on the results and financial position of the Group;

(f) the co-operation and assistance given by the management to the Group's external auditor; and

(g) the re-appointment of the external auditor of the Group.

The Audit and Risk Committee has full access to and has the co-operation of the management and has been given the resources required for it to discharge its functions properly. It also has full discretion to invite any director and executive officer to attend its meetings. The external auditor has unrestricted access to the Audit and Risk Committee.

Further details regarding the Audit and Risk Committee are disclosed in the Corporate Governance Statement.

Auditor

Ernst & Young LLP have expressed their willingness to accept re-appointment as auditor.

On behalf of the board of directors,

Yuen Kai Wing
Director

Oh Koon Sun
Director

Singapore
27 March 2018

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF KOON HOLDINGS LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Koon Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the balance sheets of the Group and the Company as at 31 December 2017, the consolidated statement of comprehensive income and consolidated cash flow statement of the Group and the statements of changes in equity of the Group and the Company for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group, the balance sheet and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards ("FRSs") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2017 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF KOON HOLDINGS LIMITED

Key Audit Matters (Continued)

1. Revenue from construction contracts and recoverability of contract work-in-progress

The Group recognised revenue of $99,535,000 from construction contracts using the percentage of completion method for financial year ended 31 December 2017 and has gross amounts due from customers of $31,767,000 and gross amounts due to customers of $2,105,000 for contract work-in-progress at that date. The percentage of completion is measured by reference to the proportion of contract costs incurred for work performed to date to the estimated total contract costs. To determine the total contract costs and recoverable variation works require significant management judgement, which may have a material impact on the amounts of contract work-in-progress, construction contract revenues, costs and profits recognised during the year. Accordingly, we have identified this as a key audit matter.

We obtained an understanding and tested, on a sample basis, the key controls surrounding management's internal costing and budgeting processes put in place to estimate contract revenues, costs and profit margins. We tested the mathematical accuracy of contract revenues, costs and profits based on the percentage of completion calculations. Where there has been a significant change in management's estimates of such revenues, costs and profit margins, we enquired with management the rationale of such changes and obtained supporting documentation for such changes. We also reviewed the project files and discussed with management the progress of material contracts to determine if there are any changes such as delays, penalties, overruns such that it is probable that total contract costs will exceed total contract revenue and require the recognition of foreseeable losses on such contracts.

We assessed the recoverability of related contract work-in-progress amounts and receivables which include testing of post year end cash receipts and completeness of any project loss provisions through completion of the above procedures.

Information regarding the Group's revenue from construction contracts and contract work-in-progress is disclosed in Notes 5 and 15 to the financial statements.

2. Impairment assessment of trade receivables

The Group's trade receivables amounted to $48,245,000 as of 31 December 2017 and were significant to the Group as they represented 21% of the Group's total assets.

The collectability of trade receivables is a key element of the Group's working capital management and is managed on an ongoing basis by management. Management sets credit limits for customers and approves such limits above certain thresholds where applicable. Given the nature of the Group's businesses and requirements of both suppliers and customers, various terms in each contract may be complex and can lead to disputes. The Group's process to review its outstanding trade receivables for impairment involves the use of significant management's estimates and assumptions.

We obtained an understanding of the Group's processes and related controls on the monitoring of trade receivables and also considered the ageing profile of outstanding trade receivables to identify collection risks. We performed procedures that include, amongst others, obtaining confirmation replies and evidence of post year end receipts for key trade debtors. We assessed the reasonableness of management's key assumptions used to evaluate the Group's trade receivables for impairment and to estimate the amount of impairment loss, where applicable, notably through detailed analyses of ageing of outstanding trade receivables, assessment of significant overdue individual trade receivables, and specific customer profile and risks.

Information regarding the Group's trade receivables and its credit risk management process is disclosed in Notes 12 and 36 to the financial statements.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF KOON HOLDINGS LIMITED

Other Information

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

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

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

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF KOON HOLDINGS LIMITED

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated 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 financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF KOON HOLDINGS LIMITED

Report on Other Legal and Regulatory Requirements

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

The engagement partner on the audit resulting in this independent auditor's report is Sam Lo.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore

27 March 2018

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

	Note	2017 $'000	2016 $'000
Revenue	5	**163,559**	202,726
Cost of sales		**(143,142)**	(182,303)
Gross profit		**20,417**	20,423
Other income	6	**4,933**	2,515
Distribution costs		**(16)**	(1,642)
Administrative and other expenses		**(13,346)**	(15,422)
Finance costs	7	**(2,902)**	(2,836)
Share of losses of associate		**(16)**	(18)
Share of losses of joint ventures		**(7,607)**	(1,509)
Profit before tax	8	**1,463**	1,511
Taxation	9	**(1,362)**	165
Profit for the year		**101**	1,676
Other comprehensive income/(loss):			
Items that may be reclassified subsequently to profit or loss			
Exchange gain/(loss) on translation of foreign operations		**204**	(114)
Other comprehensive income/(loss), net of tax		**204**	(114)
Total comprehensive income for the year		**305**	1,562
Profit/(Loss) for the year attributable to:			
Owners of the Company		**123**	1,863
Non-controlling interests		**(22)**	(187)
		101	1,676
Total comprehensive income/(loss) attributable to:			
Owners of the Company		**343**	1,703
Non-controlling interests		**(38)**	(141)
		305	1,562
Earnings per share (cents per share):			
– Basic	10	**0.05**	0.71
– Diluted	10	**0.05**	0.71

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

BALANCE SHEETS

AS AT 31 DECEMBER 2017

		Group		Company	
	Note	2017 $'000	2016 $'000	2017 $'000	2016 $'000
ASSETS					
Current assets					
Cash and bank balances	11	**7,495**	14,997	**85**	263
Pledged fixed deposits	11	**18**	197	**–**	–
Trade receivables	12	**48,245**	49,560	**–**	–
Other receivables	13	**26,896**	13,529	**6,882**	9,785
Inventories	14	**2,774**	3,403	**–**	–
Contract work-in-progress	15	**31,767**	21,695	**–**	–
Held for trading investments	16	**26**	26	**–**	–
Assets held for sale	21	**1,761**	–	**–**	–
Total current assets		**118,982**	103,407	**6,967**	10,048
Non-current assets					
Other receivables	13	**117**	117	**2,510**	–
Properties held for development	17	**14,139**	13,885	**–**	–
Subsidiaries	18	**–**	–	**57,476**	57,426
Associates	19	*****	*	**–**	–
Joint ventures	20	**163**	3,772	**–**	–
Property, plant and equipment	21	**93,599**	103,632	**413**	564
Available-for-sale investment	22	**–**	–	**–**	–
Goodwill	23	**–**	–	**–**	–
Deferred tax assets	28	**231**	320	**–**	–
Total non-current assets		**108,249**	121,726	**60,399**	57,990
Total assets		**227,231**	225,133	**67,366**	68,038

BALANCE SHEETS

AS AT 31 DECEMBER 2017

	Note	Group 2017 $'000	Group 2016 $'000	Company 2017 $'000	Company 2016 $'000
LIABILITIES AND EQUITY					
Current liabilities					
Trade payables	25	**48,376**	54,909	**–**	–
Other payables	26	**21,525**	14,004	**18,980**	19,642
Contract work-in-progress	15	**2,105**	11,238	**–**	–
Loans and borrowings	24	**34,559**	24,175	**–**	–
Finance lease obligations	27	**16,188**	15,278	**79**	76
Provision for share of a joint venture's losses	20	**3,961**	–	**–**	–
Income tax payable		**1,138**	634	**57**	9
Total current liabilities		**127,852**	120,238	**19,116**	19,727
Non-current liabilities					
Loans and borrowings	24	**–**	2,009	**–**	–
Finance lease obligations	27	**35,859**	40,105	**139**	218
Other payables	26	**167**	97	**–**	–
Deferred tax liabilities	28	**1,369**	1,005	**–**	–
Total non-current liabilities		**37,395**	43,216	**139**	218
Capital and reserves					
Share capital	29	**25,446**	25,446	**25,446**	25,446
Capital reserve	30	**8,802**	8,802	**13,006**	13,006
Accumulated profits		**30,132**	30,009	**9,659**	9,641
Translation reserve		**(5,863)**	(6,083)	**–**	–
Equity attributable to owners of the Company		**58,517**	58,174	**48,111**	48,093
Non-controlling interests		**3,467**	3,505	**–**	–
Total equity		**61,984**	61,679	**48,111**	48,093
Total liabilities and equity		**227,231**	225,133	**67,366**	68,038

* Less than $1,000.

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

	Share capital $'000	Capital reserve $'000	Accumulated profits $'000	Translation reserve $'000	Attributable to owners of the Company $'000	Non-controlling interests $'000	Total $'000
Group							
Opening balance at 1 January 2016	25,446	8,802	29,461	(5,923)	57,786	3,646	61,432
Profit/(Loss) for the year	–	–	1,863	–	1,863	(187)	1,676
Other comprehensive (loss)/ income for the year, net of tax	–	–	–	(160)	(160)	46	(114)
Total comprehensive income/(loss) for the year	–	–	1,863	(160)	1,703	(141)	1,562
Contributions by and distributions to owners							
Dividends	–	–	(1,315)	–	(1,315)	–	(1,315)
Total transactions with owners in their capacity as owners	–	–	(1,315)	–	(1,315)	–	(1,315)
Balance at 31 December 2016 and 1 January 2017	25,446	8,802	30,009	(6,083)	58,174	3,505	61,679
Profit/(Loss) for the year	**–**	**–**	**123**	**–**	**123**	**(22)**	**101**
Other comprehensive income/(loss) for the year, net of tax	**–**	**–**	**–**	**220**	**220**	**(16)**	**204**
Total comprehensive income/(loss) for the year	**–**	**–**	**123**	**220**	**343**	**(38)**	**305**
Closing balance at 31 December 2017	**25,446**	**8,802**	**30,132**	**(5,863)**	**58,517**	**3,467**	**61,984**

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

	Share capital $'000	Capital reserve $'000	Accumulated profits $'000	Total $'000
Company				
Opening balance at 1 January 2016	25,446	13,006	10,156	48,608
Profit for the year, representing total comprehensive income for the year	–	–	800	800
Contributions by and distributions to owners				
Dividends	–	–	(1,315)	(1,315)
Total transactions with owners in their capacity as owners	–	–	(1,315)	(1,315)
Balance at 31 December 2016 and 1 January 2017	**25,446**	**13,006**	**9,641**	**48,093**
Profit for the year, representing total comprehensive income for the year	**–**	**–**	**18**	**18**
Closing balance at 31 December 2017	**25,446**	**13,006**	**9,659**	**48,111**

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

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

	Note	2017 $'000	2016 $'000
Operating activities			
Profit before tax		**1,463**	1,511
Adjustments for:			
Allowance for impairment of doubtful debts		**214**	308
Depreciation of property, plant and equipment		**20,166**	21,029
Fair value loss on held for trading investments		**–**	4
Impairment of property, plant and equipment (net)		**6**	1
Property, plant and equipment written off		**77**	–
Interest expense		**2,902**	2,836
Interest income		**(62)**	(206)
Inventories written down		**17**	207
Gain on disposal of property, plant and equipment (net)		**(2,530)**	(184)
Provision/(Reversal) of foreseeable losses on contract work-in-progress (net)		**1**	(21)
Share of losses of joint ventures/associate (net)		**7,623**	1,527
Unrealised exchange loss		**11**	42
Operating cash flows before changes in working capital		**29,888**	27,054
Changes in working capital:			
Contract work-in-progress (net)		**(19,205)**	4,561
Trade receivables		**1,317**	(4,911)
Other receivables		**(11,678)**	(4,990)
Inventories		**612**	4,981
Trade payables		**(6,533)**	218
Other payables		**6,415**	(745)
Cash flows from operations		**816**	26,168
Income tax paid		**(408)**	(615)
Net cash flows from operating activities		**408**	25,553

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

	Note	2017 $'000	2016 $'000
Investing activities			
Capital contribution to a joint venture		–	(273)
Proceeds from government grants		482	–
Proceeds from disposal of property, plant and equipment		8,375	244
Purchase of property, plant and equipment (Note A)		(2,515)	(8,804)
Interest received		60	202
Net cash flows from/(used in) investing activities		6,402	(8,631)
Financing activities			
Repayment of obligations under finance leases		(19,980)	(13,999)
Proceeds from bank loans		16,900	13,600
Repayment of bank loans		(19,193)	(19,380)
Proceeds from bills payable		73,737	54,353
Repayment of bills payable		(65,390)	(59,195)
Interest paid		(2,688)	(2,686)
Dividends paid		–	(1,315)
Increase in pledged fixed deposits (Note B)		(21)	(3)
Net cash flows used in financing activities		(16,635)	(28,625)
Net decrease in cash and cash equivalents		(9,825)	(11,703)
Effects of exchange rate changes on cash and cash equivalents		2	(2)
Cash and cash equivalents at 1 January		14,997	26,702
Cash and cash equivalents at 31 December	11	5,174	14,997

Note A

During the year, the Group acquired property, plant and equipment with an aggregate cost of $20,304,000 (2016: $25,525,000) of which $16,436,000 (2016: $16,456,000) was acquired under finance lease arrangements and $1,353,000 (2016: $265,000) was still outstanding as at balance sheet date. Cash payment of $2,515,000 (2016: $8,804,000) was made for the purchase of property, plant and equipment.

Note B

During the year, the Tesla Group reclassified pledged fixed deposits amounting to $200,000 (2016: nil) to Other receivables (Note 13). The reclassification is a non-cash transaction that do not require the use of cash of cash balances.

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

1. Corporate information

The Company (Registration No. 200303284M) is incorporated in Singapore with its registered office and principal place of business at 11 Sixth Lok Yang Road, Singapore 628109. The Company is listed on the Australian Securities Exchange Limited ("ASX") and on the Main Board of the Singapore Exchange Securities Trading Limited ("SGX-ST").

The principal activity of the Company is that of investment holding.

The principal activities of the subsidiaries are disclosed in Note 18 to the financial statements.

2. Summary of significant accounting policies

2.1 *Basis of preparation*

The consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards ("FRS").

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

The financial statements are presented in Singapore Dollars ("SGD" or "$"), which is the functional currency of the Company, and the presentation currency for the consolidated financial statements. All values are rounded to the nearest thousand ($'000), except when otherwise indicated.

Convergence with International Financial Reporting Standards

For annual financial period beginning on or after 1 January 2018, Singapore-incorporated companies listed on the Singapore Exchange will apply Singapore Financial Reporting Framework (International) ("SFRS(I)"), a new financial reporting framework identical to International Financial Reporting Standards. The Group will adopt SFRS(I) on 1 January 2018.

The Group has performed an assessment of the impact of adopting SFRS(I). Other than the impact on adoption of the SFRS(I) 15 and SFRS(I) 9, the Group expects that adoption of SFRS(I) will have no material impact on the financial statements in the year of initial application. The Group expects the impact of adopting SFRS(I) 15 and SFRS(I) 9 will be similar to the impact on adoption of FRS 115 and FRS 109 as disclosed in Note 2.3.

2.2 *Changes in accounting policies*

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the Group has adopted all the new and revised standards which are effective for annual financial periods beginning on or after 1 January 2017. The adoption of these standards did not have any effect on the financial performance or position of the Group and the Company.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

2. **Summary of significant accounting policies** (Continued)

2.3 ***Standards issued but not yet effective***

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

Description	Effective for annual periods beginning on or after
FRS 109 *Financial Instruments*	1 January 2018
FRS 115 *Revenue from Contracts with Customers*	1 January 2018
FRS 116 *Leases*	1 January 2019
Improvements to FRSs (December 2016)	
– Amendments to FRS 28 *Investment in Associates and Joint Ventures*	1 January 2018
Amendments to FRS 28 *Long-term Interests in Associates and Joint Ventures*	1 January 2019
Improvements to FRSs (March 2018)	
– Amendments to FRS 103 *Business Combinations*	1 January 2019
– Amendments to FRS 111 *Joint Arrangements*	1 January 2019
– Amendments to FRS 12 *Income Taxes*	1 January 2019
– Amendments to FRS 23 *Borrowing Costs*	1 January 2019
Amendments to FRS 110 and FRS 28 *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	To be determined

As disclosed in Note 2.1, the Group will adopt SFRS(I) on 1 January 2018. Upon adoption of SFRS(I) on 1 January 2018, the SFRS(I) equivalent of the above standards that are effective on 1 January 2018 will be adopted at the same time.

The directors expect that the adoption of the standards above will have no material impact on the financial statements in the year of initial application.

The nature of the impending changes in accounting policy on adoption of FRS 109, FRS 115 and FRS 116 are described below:

FRS 109 *Financial Instruments*

FRS 109 introduces new requirements for classification and measurement of financial assets, impairment of financial assets and hedge accounting, and is effective for annual periods beginning on or after 1 January 2018. Financial assets are classified according to their contractual cash flow characteristics and the business model under which they are held. The impairment requirements in FRS 109 are based on an expected credit loss model and replace the FRS 39 incurred loss model.

The Group has performed a preliminary impact assessment of adopting FRS 109 based on currently available information. This assessment may be subject to changes arising from ongoing analysis, until the Group adopts FRS 109 in 2018.

Overall, the Group does not expect a significant change to the measurement basis arising from adopting the new classification and measurement model under FRS 109.

Loans and receivables currently accounted for at amortised cost will continue to be accounted for using amortised cost model under FRS 109. For financial assets currently held at fair value, the Group expects to continue measuring most of these assets at fair value under FRS 109.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

2. Summary of significant accounting policies (Continued)

2.3 *Standards issued but not yet effective* (Continued)

FRS 109 *Financial Instruments* (Continued)

Impairment

FRS 109 requires the Group to record expected credit losses on all of its loans and trade receivables, either on a 12-month or lifetime basis. The Group plans to apply the simplified approach and record lifetime expected losses on all trade receivables. On adoption of FRS 109, the Group does not expect a significant increase in the impairment loss allowance.

The Group plans to adopt the standard when it becomes effective in 2018; and is gathering data to quantify the potential impact arising from the adoption.

FRS 115 *Revenue from Contracts with Customers*

FRS 115 establishes a five-step model to account for revenue arising from contracts with customers and introduces new contract cost guidance. Under FRS 115, revenue is recognised at an amount that reflects the consideration which an entity expects to be entitled in exchange for transferring goods or services to a customer. The new revenue standard is effective for annual periods beginning on or after 1 January 2018.

The Group has performed a preliminary impact assessment of adopting FRS 115 based on currently available information. This assessment may be subject to changes arising from ongoing analysis until the Group adopts FRS 115 in 2018.

Overall, the Group does not expect a significant change to the measurement basis arising from adopting the new revenue model under FRS 115.

The Group plans to adopt the standard when it becomes effective in 2018; and is gathering data to quantify the potential impact arising from the adoption.

FRS 116 *Leases*

FRS 116 requires lessees to recognise most leases on balance sheets to reflect the rights to use the leased assets and the associated obligations for lease payments as well as the corresponding interest expense and depreciation charges. The standard includes two recognition exemption for lessees – leases of 'low value' assets and short-term leases. The new leases standard is effective for annual periods beginning on or after 1 January 2019.

The Group plans to adopt the new standard when it becomes effective in 2019. The Group is currently in the process of analysing the transitional approaches and practical expedients to be elected on transition to FRS 116 and assessing the possible impact of adoption.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

2. Summary of significant accounting policies (Continued)

2.4 *Basis of consolidation and business combinations*

(a) *Basis of consolidation*

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

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

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

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

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

– de-recognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost;

– de-recognises the carrying amount of any non-controlling interest;

– de-recognises the cumulative translation differences recorded in equity;

– recognises the fair value of the consideration received;

– recognises the fair value of any investment retained;

– recognises any surplus or deficit in profit or loss;

– re-classifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

(b) *Business combination and goodwill*

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

2. Summary of significant accounting policies (Continued)

2.4 ***Basis of consolidation and business combinations*** (Continued)

(b) *Business combination and goodwill* (Continued)

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

The Group elects for each individual business combination, whether non-controlling interest in the acquiree (if any), that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation, is recognised on the acquisition date at fair value, or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by another FRS.

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

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

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

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

(c) *Business combinations achieved in stages*

In business combinations achieved in stages, previously held equity interests in the acquiree are remeasured to fair value at the acquisition date and any corresponding gain or loss is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

2. Summary of significant accounting policies (Continued)

2.5 ***Transactions with non-controlling interests***

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

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

2.6 ***Foreign currency***

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

(a) *Transactions and balances*

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

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

(b) *Consolidated financial statements*

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

2. Summary of significant accounting policies (Continued)

2.7 ***Property, plant and equipment***

All items of property, plant and equipment are initially recorded at cost. Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment loss.

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

Freehold buildings	–	50 years
Leasehold buildings	–	4 to 10 years (over the term of the lease)
Leasehold improvements	–	9 years (over the term of the lease)
Plant and machinery	–	2 to 25 years or end of project life (if shorter)
Barges and dredgers	–	5 to 15 years
Trucks and motor vehicles	–	5 to 10 years or end of project life (if shorter)
Office equipment, furniture and fittings	–	2 to 15 years

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

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

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

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

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in profit or loss in the year the asset is de-recognised.

2.8 ***Impairment of non-financial assets***

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when an annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses are recognised in profit or loss, except for assets that are previously revalued where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

2. Summary of significant accounting policies (Continued)

2.8 ***Impairment of non-financial assets*** (Continued)

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss unless the asset is measured at revalued amount, in which case the reversal is treated as a revaluation increase.

2.9 ***Subsidiaries***

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

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

2.10 ***Joint arrangements***

A joint arrangement is a contractual arrangement whereby two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

A joint arrangement is classified either as joint operation or joint venture, based on the rights and obligations of the parties to the arrangement.

To the extent the joint arrangement provides the Group with rights to the assets and obligations for the liabilities relating to the arrangement, the arrangement is a joint operation. To the extent the joint arrangement provides the Group with rights to the net assets of the arrangement, the arrangement is a joint venture.

(a) *Joint operations*

The Group recognises in relation to its interest in a joint operation,

(i) its assets, including its share of any assets held jointly;

(ii) its liabilities, including its share of any liabilities incurred jointly;

(iii) its revenue from the sale of its share of the output arising from the joint operation;

(iv) its share of the revenue from the sale of the output by the joint operation; and

(v) its expenses, including its share of any expenses incurred jointly.

The Group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the accounting policies applicable to the particular assets, liabilities, revenues and expenses.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

2. Summary of significant accounting policies (Continued)

2.10 *Joint arrangements* (Continued)

(b) *Joint ventures*

The Group recognises its interest in a joint venture as an investment and accounts for the investment using the equity method. The accounting policy for investment in joint venture is set out in Note 2.11.

2.11 *Joint ventures and associates*

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

The Group accounts for its investments in associates and joint ventures using the equity method from the date on which it becomes an associate or joint venture.

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

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

2. Summary of significant accounting policies (Continued)

2.12 ***Financial instruments***

(a) *Financial assets*

Initial recognition and measurement

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

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.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

(i) *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term.

Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value. Any gains or losses arising from changes in fair value of the financial assets are recognised in profit or loss. Net gains or net losses on financial assets at fair value through profit or loss include exchange differences, interest and dividend income.

(ii) *Loans and receivables*

Non-derivative financial assets with fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the loans and receivables are de-recognised or impaired, and through the amortisation process.

(iii) *Available-for-sale financial assets*

Available-for-sale financial assets include equity and debt securities. Equity investments classified as available-for-sale are those, which are neither classified as held for trading nor designated at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in the market conditions.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

2. Summary of significant accounting policies (Continued)

2.12 ***Financial instruments*** (Continued)

(a) *Financial assets* (Continued)

Subsequent measurement (Continued)

(iii) *Available-for-sale financial assets* (Continued)

After initial recognition, available-for-sale financial assets are subsequently measured at fair value. Any gains or losses from changes in fair value of the financial assets are recognised in other comprehensive income, except that impairment losses, foreign exchange gains and losses on monetary instruments and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is de-recognised.

Investments in equity instruments whose fair value cannot be reliably measured are measured at cost less impairment loss.

De-recognition

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

(b) *Financial liabilities*

Initial recognition and measurement

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

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

Subsequent measurement

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

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When 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 de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

2. Summary of significant accounting policies (Continued)

2.13 ***Impairment of financial assets***

The Group assesses at each reporting date whether there is any objective evidence that a financial asset is impaired.

(a) *Financial assets carried at amortised cost*

For financial assets carried at amortised cost, the Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss on financial assets 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 discounted at the financial asset's original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account. The impairment loss is recognised in profit or loss.

When the asset becomes uncollectible, the carrying amount of impaired financial asset is reduced directly or if an amount was charged to the allowance account, the amounts charged to the allowance account are written off against the carrying value of the financial asset.

To determine whether there is objective evidence that an impairment loss on financial asset has been incurred, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments.

If in a 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 the carrying amount of the asset does not exceed its amortised cost at the reversal date. The amount of reversal is recognised in profit or loss.

(b) *Available-for-sale financial assets*

In the case of equity investments classified as available-for-sale, objective evidence of impairment include (i) significant financial difficulty of the issuer or obligor, (ii) information about significant changes with an adverse effect that have taken place in the technological, market, economic or legal environment in which the issuer operates, and indicates that the cost of the investment in equity instrument may not be recovered; and (iii) a significant or prolonged decline in the fair value of the investment below its costs.

If an available-for-sale financial asset is impaired, an amount comprising the difference between its acquisition cost (net of any principal repayment and amortisation) and its current fair value, less any impairment loss previously recognised in profit or loss, is transferred from other comprehensive income and recognised in profit or loss. Reversals of impairment losses in respect of equity instruments are not recognised in profit or loss; increase in their fair value after impairment are recognised directly in other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

2. Summary of significant accounting policies (Continued)

2.13 *Impairment of financial assets* (Continued)

(b) *Available-for-sale financial assets* (Continued)

In the case of debt instruments classified as available-for-sale, impairment is assessed based on the same criteria as financial assets carried at amortised cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortised cost and the current fair value, less any impairment loss on that investment previously recognised in profit or loss. Future interest income continues to be accrued based on the reduced carrying amount of the asset, using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income. If, in a subsequent year, the fair value of a debt instrument increases and the increases can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed in profit or loss.

2.14 *Cash and cash equivalents*

Cash and cash equivalents comprise of cash at bank and on hand which are subject to an insignificant risk of changes in value. These also include bank overdrafts that form an integral part of the Group's cash management.

2.15 *Inventories*

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. These costs are assigned by using the weighted average cost formula.

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

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

2.16 *Properties held for development*

Properties held for development are properties acquired or being constructed for sale in the ordinary course of business, rather than to be held for the Group's own use, rental or capital appreciation.

Properties held for development are held as inventories and are measured at the lower of cost and net realisable value.

Net realisable value of properties held for development is the estimated selling price in the ordinary course of business, based on market prices at the reporting date and discounted for the time value of money if material, less the estimated costs of completion and the estimated costs necessary to make the sale.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

2. Summary of significant accounting policies (Continued)

2.17 ***Construction contracts***

The Group principally operates fixed price construction contracts. Construction contract revenue and contract costs are recognised as revenue and expenses respectively by reference to the stage of completion of the contract activity at the end of the reporting period (the percentage of completion method), when the outcome of a construction contract can be estimated reliably.

The outcome of a construction contract can be estimated reliably when: (i) total contract revenue can be measured reliably; (ii) it is probable that the economic benefits associated with the contract will flow to the entity; (iii) the costs to complete the contract and the stage of completion can be measured reliably; and (iv) the contract costs attributable to the contract can be clearly identified and measured reliably so that actual contract costs incurred can be compared with prior estimates.

When the outcome of a construction contract cannot be estimated reliably (principally during early stages of a contract), contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable and contract costs are recognised as expense in the period in which they are incurred.

An expected loss on the construction contract is recognised as an expense immediately when it is probable that total contract costs will exceed total contract revenue.

In applying the percentage of completion method, revenue recognised corresponds to the total contract revenue (as defined below) multiplied by the actual completion rate based on the proportion of total contract costs (as defined below) incurred to date and the estimated costs to complete.

Contract revenue – Contract revenue corresponds to the initial amount of revenue agreed in the contract and any variations in contract work, claims and incentive payments to the extent that it is probable that they will result in revenue; and they can be reliably measured.

Contract costs – Contract costs include costs that relate directly to the specific contract and costs that are attributable to contract activity in general and can be allocated to the contract.

2.18 ***Provisions***

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

2. Summary of significant accounting policies (Continued)

2.19 ***Government grants***

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Where the grant relates to an asset, the grant is presented in the balance sheet by deducting the grant in arriving at the carrying amount of the asset.

Government grants related to income are recognised in profit or loss on a systematic basis over the periods in which the entity recognises as expenses the related costs for which the grants are intended to compensate. Grants related to income are presented as a credit in profit or loss, under "Other income".

2.20 ***Borrowing costs***

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

2.21 ***Employee benefits***

(a) *Defined contribution plan*

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. In particular, the Singapore companies in the Group make contributions to the Central Provident Fund scheme in Singapore, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

(b) *Employee leave entitlement*

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

(c) *Share-based payments*

The Group issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at fair value of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of the number of equity instruments that will eventually vest. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

2. Summary of significant accounting policies (Continued)

2.22 *Leases*

(a) *As lessee*

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

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

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

(b) *As lessor*

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same bases as rental income. The accounting policy for rental income is set out in Note 2.23(c). Contingent rents are recognised as revenue in the period in which they are earned.

2.23 *Revenue*

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is made. Revenue is measured at the fair value of consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty.

(a) *Sale of goods*

Revenue from sale of goods is recognised upon the transfer of significant risk and rewards of ownership of the goods to the customer, usually on delivery of goods. Revenue is not recognised to the extent where there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods.

(b) *Construction contracts revenue*

Revenue from construction contracts is recognised by reference to the stage of completion of the contract activity at the end of each reporting period, when the outcome can be estimated reliably. The stage of completion is measured by reference to the proportion that contract costs incurred for work performed to date bear to the estimated total contract costs.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

2. Summary of significant accounting policies (Continued)

2.23 *Revenue* (Continued)

(c) *Rental of machinery and equipment*

Revenue from the rental of machinery and equipment is recognised on a straight-line basis over the lease term.

(d) *Power station capacity credits*

Power station capacity credits are notional units of capacity that are valid for a particular reserve capacity year and are allocated to a specific generating plant by the Independent Market Operator in Australia. Capacity credits revenue is recognised in the month when the benefits are derived.

(e) *Dividend income*

Dividend income is recognised when the Group's right to receive payment has been established.

(f) *Interest income*

Interest income is recognised using the effective interest method.

(g) *Service income*

Service income is recognised when the services are performed.

2.24 *Taxes*

(a) *Current income tax*

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

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

(b) *Deferred tax*

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

2. Summary of significant accounting policies (Continued)

2.24 ***Taxes*** (Continued)

(b) *Deferred tax* (Continued)

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

– where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

– in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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

– where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

– in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

2. Summary of significant accounting policies (Continued)

2.24 ***Taxes*** (Continued)

(c) Sales tax

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

– where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

– receivables and payables that are stated with the amount of sales tax included.

2.25 ***Segment reporting***

For management purposes, the Group is organised into operating segments based on their products and services which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment results are regularly reviewed by management in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 31, including the factors used to identify the reportable segments and the measurement basis of segment information.

2.26 ***Share capital and share issuance expenses***

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

2.27 ***Contingencies***

A contingent liability is:

(a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or

(b) a present obligation that arises from past events but is not recognised because:

(i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

(ii) The amount of the obligation cannot be measured with sufficient reliability.

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

2. Summary of significant accounting policies (Continued)

2.28 ***Non-current assets held for sale***

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Non-current assets are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

3. Significant accounting judgements and estimates

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

(a) *Judgements made in applying accounting policies*

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

Determination of lease classification

The Group has entered into a marine vessel with a third party. The Group evaluated the terms and conditions of the arrangement and assessed that the marine vessel lease term does not constitute a substantial portion of the economic life of the marine vessel and the minimum lease payment is not substantially all of the fair value of the leased asset. The Group determined that it does not hold all the significant risks and rewards of ownership of this marine vessel and so accounts for the contract as an operating lease.

(b) *Key sources of estimation uncertainty*

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

(i) Construction contracts

The Group recognises contract revenue by reference to the stage of completion of the contract activity at the end of each reporting period, when the outcome of a construction contract can be estimated reliably. The stage of completion is measured by reference to the proportion that contract costs incurred for work performed to date bear to the estimated total contract costs.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

3. **Significant accounting judgements and estimates** (Continued)

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

(i) Construction contracts (Continued)

Significant assumptions are required to estimate the total contract costs and the recoverable variation works that affect the stage of completion. In making these estimates, management has relied on past experience and knowledge of the specialists.

The carrying amounts of assets and liabilities arising from construction contracts as at 31 December 2017 are $31,767,000 and $2,105,000 respectively (31 December 2016: $21,695,000 and $11,238,000 respectively). Management has performed cost studies, taking into account the costs to date and costs to complete each project, and evaluated exposures to liquidated damages. Based on these studies and evaluation, management considers that the above amounts relating to contract work-in-progress are fairly stated.

If the estimated total contract cost had been 1% higher than management estimate, the carrying amount of the assets and liabilities arising from construction contracts would have been $4,047,000 (2016: $4,623,000) lower and $2,374,000 (2016: $1,911,000) higher respectively.

(ii) Impairment of loans and receivables

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset is impaired. Factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments are objective evidence of impairment. In determining whether there is objective evidence of impairment, the Group considers whether there is observable data indicating that there have been significant changes in the debtor's payment ability or whether there have been significant changes with adverse effect in the technological, market, economic or legal environment in which the debtor operates in.

Where there is objective evidence of impairment, the amount and timing of future cash flows are estimated based on historical loss experience for assets with similar credit risk characteristics. The carrying amount of the Group's loans and receivables (excluding cash and bank balances) as at 31 December 2017 is $74,068,000 (2016: $61,664,000).

If the present value of estimated future cash flows decrease by 10% from management's estimates, the Group's allowance for impairment will increase by $7,407,000 (2016: increase by $6,166,000).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

4. Related party transactions

Some of the Group's transactions and arrangements are with related parties that are not members of the Group. During the year, the Group entered into the following transactions with related parties at terms agreed between the parties:

	Group	
	2017 **$'000**	**2016** **$'000**
Parties related to a substantial shareholder of the Group		
Equipment rental income	**(828)**	(494)
Marine transport income	**(378)**	–
Sale of precast components	**–**	(133)
Sale of property, plant and equipment	**(19)**	(182)
Sale of raw materials	**–**	(16)
Secondment fee income	**(348)**	(348)
Sale of scrap metal	**(194)**	(127)
Subcontract income	**(4,798)**	(3,371)
Marine transport expenses	**6**	1,491
Other expenses	*****	4
Equipment rental and charter expenses	**1,484**	2,085
Upkeep of barges expenses	**361**	680
Secondment fee expenses	**–**	104
Purchase of equipment	**10,939**	3,131
Purchase of precast components	**8**	–
Consultancy fee expenses	**202**	–
Subcontract expenses	**623**	–
Yard and dormitory rental expenses	**520**	–
Agency fee expenses	**1**	–
Joint venture of the Group		
Marine transport income	**(4,313)**	–
Subcontract award/purchase of precast components	**38,556**	14,903
Agency fee expenses	**–**	268
Purchase of raw materials	**73**	–
Equipment rental expenses	**135**	160
Parties related to directors of the Company		
Professional fee	**58**	57
Other services	**–**	14
Party related to a director of a subsidiary		
Professional fee	**–**	2

* Less than $1,000

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

4. Related party transactions (Continued)

Sindo-Econ Group had entered into the following transactions with related parties (related by way of common shareholder) that are not members of the Group:

	Group	
	2017 $'000	2016 $'000
Land rental expenses	**1,790**	2,012
Marine transport expenses	**5,428**	945
Service charges	**21**	11
Subcontract award/purchase of precast components	**35**	–

Compensation of directors and key management personnel

The remuneration of directors and other members of key management during the year were as follows:

	Group	
	2017 $'000	2016 $'000
Short-term benefits	**2,674**	2,666
Defined contribution plans	**54**	50
	2,728	2,716

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

5. Revenue

	Group	
	2017 $'000	2016 $'000
Construction contracts revenue	**99,535**	138,712
Sale of goods	**42,382**	38,869
Power station capacity credits	**5,005**	4,914
Rental of machinery and equipment	**16,576**	18,603
Service income	**61**	1,628
	163,559	202,726

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

6. Other income

	Group	
	2017 **$'000**	**2016** **$'000**
Gain on disposal of property, plant and equipment (net)	**2,530**	184
Interest income from fixed deposits	**61**	80
Interest income from investee	**1**	126
Sale of scrap metal	**426**	220
Reversal of allowance for impairment of doubtful debts	**–**	707
Secondment fees for a director	**348**	348
Supply of labour	**308**	295
Government grants	**242**	294
Other service income	**616**	–
Property tax refund	**155**	–
Others	**246**	261
	4,933	2,515

7. Finance costs

	Group	
	2017 **$'000**	**2016** **$'000**
Interest expense on:		
– Bank loans, bills payable and bank overdrafts	**790**	896
– Finance lease obligations	**2,112**	1,940
	2,902	2,836

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

8. Profit before tax

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

	Group	
	2017 $'000	**2016 $'000**
Depreciation of property, plant and equipment	**20,166**	21,029
Inventories written down, included in cost of sales	**17**	207
Employee benefits expense (including directors)	**25,046**	32,937
Directors' remuneration:		
– directors of the Company	**1,682**	1,677
– directors of subsidiaries	**69**	106
Defined contribution plans included in employee benefits expense (including directors)	**1,173**	1,252
Audit fees:		
– auditor of the Company	**271**	273
– other auditors	**52**	61
Foreign exchange loss (net)	**148**	141
Allowance/(Reversal of allowance) for impairment of doubtful debts (net)	**214**	(399)
Provision/(Reversal) of foreseeable losses on contract work-in-progress (net), included in cost of sales	**1**	(21)
Impairment of property, plant and equipment (net)	**6**	1

9. Taxation

Major components of taxation

The major components of taxation for the years ended 31 December 2017 and 2016 are as follows:

	Group	
	2017 $'000	**2016 $'000**
Current income tax:		
– Current income taxation	**1,055**	603
– Over provision in respect of previous years	**(146)**	(539)
Deferred income tax:		
– Origination and reversal of temporary differences	**444**	(228)
– Under/(Over) provision in respect of previous years	**9**	(1)
Taxation recognised in profit or loss	**1,362**	(165)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

9. Taxation (Continued)

Statement of comprehensive income:

	Group	
	2017 **$'000**	**2016** **$'000**
Deferred tax expense related to other comprehensive income:		
– Translation differences	–	(5)

Relationship between taxation and accounting profit

A reconciliation between taxation and the product of accounting profit multiplied by the applicable corporate tax rate for the years ended 31 December 2017 and 2016 is as follows:

	Group	
	2017 **$'000**	**2016** **$'000**
Profit before tax	**1,463**	1,511
Tax at the domestic rates applicable to profits in the countries where the Group operates	**202**	100
Income not subject to taxation	**(140)**	(318)
Non-deductible expenses	**378**	456
Tax effect of share of results of joint ventures/associate	**1,296**	257
Over provision in previous years (net)	**(137)**	(540)
Deferred tax assets not recognised	**110**	102
Utilisation of previously unrecognised deferred tax assets	**(218)**	(172)
Effect of partial tax exempt income	**(144)**	(51)
Others	**15**	1
Taxation recognised in profit or loss	**1,362**	(165)

Unrecognised tax losses and deductible temporary differences

At the end of the reporting period, the Group has tax losses and deductible temporary differences of approximately $15,662,000 (2016: $16,537,000) available for offset against future taxable profits of certain subsidiaries in which the losses arose, for which no deferred tax is recognised due to uncertainty of its recoverability. The use of these tax losses is subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which certain subsidiaries operate.

Tax consequences of proposed dividends

There are no income tax consequences (2016: nil) attached to the dividends to the shareholders proposed by the Company but not recognised as a liability in the financial statements (Note 38).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

10. Earnings per share

Basic earnings per share are calculated by dividing profit for the year attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share are calculated by dividing profit for the year attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

The following tables reflect the profit and share data used in the computation of basic and diluted earnings per share for the years ended 31 December:

	Group	
	2017 $'000	**2016 $'000**
Profit for the year attributable to owners of the Company used in the computation of basic and diluted earnings per share	**123**	1,863

	Group	
	2017 No. of shares '000	**2016 No. of shares '000**
Weighted average number of ordinary shares:		
Basic earnings per share computation	**263,098**	263,098
Diluted earnings per share computation	**263,098**	263,098

11. Cash and bank balances

	Group		Company	
	2017 $'000	**2016 $'000**	**2017 $'000**	**2016 $'000**
Cash at bank and on hand	**4,886**	12,424	**85**	263
Fixed deposits	**2,627**	2,770	**–**	–
	7,513	15,194	**85**	263
Less: Pledged fixed deposits	**(18)**	(197)	**–**	–
Cash and bank balances	**7,495**	14,997	**85**	263

The Group has certain fixed deposits amounting to $18,000 (2016: $197,000) pledged to banks for bank loan facilities granted (see Note 24). The pledged fixed deposits have an average tenure of approximately 365 days (2016: approximately 198 days) and earn interest at average effective rate of 3.15% (2016: 2.25%) per annum. Management expects the pledge on the fixed deposits to be discharged within the next 12 months. Accordingly, the pledged fixed deposits have been presented under current assets.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

11. Cash and bank balances (Continued)

The non-pledged fixed deposits have an average tenure of approximately 61 days (2016: approximately 61 days) and earn interest at average effective rate of 1.72% (2016: 2.07%) per annum.

The amount of cash and bank balances which are denominated in foreign currencies are as follows:

	Group		Company	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Australian Dollars	**7**	13	**7**	13
United States Dollars	**18**	9	**–**	–

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise the following at the end of the reporting period:

	Group	
	2017 $'000	2016 $'000
Cash and bank balances	**7,495**	14,997
Less: Bank overdrafts (Note 24)	**(2,321)**	–
Cash and cash equivalents	**5,174**	14,997

12. Trade receivables

	Group	
	2017 $'000	2016 $'000
Amounts due from external parties	**32,164**	35,957
Amounts due from related parties	**3,090**	2,890
Amounts due from joint ventures	**48**	–
Retention monies receivable	**5,613**	4,398
Unbilled receivables	**7,718**	6,703
Less: Allowance for impairment	**(388)**	(388)
	48,245	49,560

Retention monies held by customers are included in current assets as they are expected to be realised in the normal operating cycle upon completion of contract work.

The unbilled receivables pertain to sale of goods not billed to customers as at year-end.

Trade receivables are non-interest bearing and are generally on 30 days terms (2016: 30 days). They are recognised at their original invoice amounts which represent their fair values on initial recognition. No interest is charged on overdue balances.

Amounts due from related parties and joint ventures are unsecured, non-interest bearing and are repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

12. Trade receivables (Continued)

Included in the Group's trade receivables balance are debtors with a carrying amount of $20,682,000 (2016: $14,529,000) which are past due at the reporting date for which the Group has not provided for any impairment allowance. These overdue balances include $12,369,000 (2016: $12,369,000), which arise from back-to-back contract arrangements under which the Group will not be making payment for the same amount included as trade payables in Note 25 if the trade receivable is not settled. Management expects that as there has not been a significant change in the credit quality and the amounts are still considered recoverable, no impairment allowance is necessary. The Group does not hold any collateral over these balances.

The table below is an analysis of trade receivables:

	Group	
	2017	**2016**
	$'000	**$'000**
Not past due and not impaired	**27,563**	35,031
Past due but not impaired	**20,682**	14,529
	48,245	49,560
Impaired receivables – individually assessed	**388**	388
Less: Allowance for impairment	**(388)**	(388)
	–	–
Total trade receivables (net)	**48,245**	49,560

The table below is an analysis of age of debts which are past due but not impaired:

	Group	
	2017	**2016**
	$'000	**$'000**
3 months to 6 months	**2,151**	1,900
6 months to 12 months	**3,985**	152
12 months to 24 months	**2,160**	1,626
>24 months	**12,386**	10,851
	20,682	14,529

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date the credit was initially granted up to the reporting date. Management believes that no further allowance for impairment is necessary.

The trade receivables that are neither past due nor impaired related to customers that the Group has assessed to be creditworthy, based on the credit evaluation process performed by management.

There were no trade receivables which are denominated in foreign currencies as at 31 December 2017 and 2016.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

12. Trade receivables (Continued)

Receivables that are impaired

The Group's trade receivables that are impaired at the end of the reporting period and the movement of the allowance accounts used to record the impairment are as follows:

	Group Individually impaired	
	2017 $'000	**2016 $'000**
Trade receivables – nominal amounts	**388**	388
Less: Allowance for impairment	**(388)**	(388)
	–	–

Movement in allowance for impairment:

	Group	
	2017 $'000	**2016 $'000**
At 1 January	**388**	1,704
Charge for the year	**–**	308
Write-off during the year	**–**	(1,624)
At 31 December	**388**	388

Trade receivables that are individually determined to be impaired at the end of the reporting period relate to debtors that are in significant financial difficulties and have defaulted on payments. These receivables are not secured by any collateral or credit enhancements.

13. Other receivables

	Group		Company	
	2017 $'000	**2016 $'000**	**2017 $'000**	**2016 $'000**
Receivable for disposal of property, plant and equipment	**855**	150	**–**	–
Other deposits	**853**	394	**–**	–
Prepayments	**591**	418	**50**	51
Amounts due from external parties	**762**	367	**25**	223
Amounts due from associates	**–**	10	**–**	–
Amounts due from related parties	**1,571**	1,275	**1,378**	1,072
Amounts due from joint ventures	**21,879**	9,791	**–**	–
Amounts due from subsidiaries	**–**	–	**8,084**	8,584
Tax recoverable	**214**	207	**–**	–
Sales tax receivable	**385**	917	**–**	–
Others	**117**	117	**–**	–
	27,227	13,646	**9,537**	9,930
Less: Allowance for impairment				
– Due from an external party	**(214)**	–	**–**	–
– Due from a subsidiary	**–**	–	**(145)**	(145)
	27,013	13,646	**9,392**	9,785
Analysed as:				
Current	**26,896**	13,529	**6,882**	9,785
Non-current	**117**	117	**2,510**	–
	27,013	13,646	**9,392**	9,785

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

13. Other receivables (Continued)

Amounts due from related parties, subsidiaries, joint ventures and associates are unsecured, non-interest bearing and are repayable on demand.

Amounts due from external parties are unsecured, non-interest bearing and are expected to be repayable within the next 12 months.

Included in others is a loan receivable from an ex-employee of $117,000 (2016: $117,000) owing to Tesla Group. The loan receivable of Tesla Group is unsecured, non-interest bearing and payable upon dividend distribution by Tesla Group.

At the end of the reporting period, the Group and Company have provided an allowance of $214,000 (2016: nil) and $145,000 (2016: $145,000) respectively for impairment of other receivables. The movement of the allowance accounts used to record the impairment are as follows:

	Group Individually impaired		Company Individually impaired	
	2017 $'000	**2016 $'000**	**2017 $'000**	**2016 $'000**
Other receivables – nominal amounts:				
– Due from an external party	**214**	–	**–**	–
– Due from a subsidiary	**–**	–	**304**	325
	214	–	**304**	325
Less: Allowance for impairment	**(214)**	–	**(145)**	(145)
	–	–	**159**	180

Movement in allowance for impairment:

	Group		Company	
	2017 $'000	**2016 $'000**	**2017 $'000**	**2016 $'000**
At 1 January	**–**	707	**145**	852
Charge for the year	**214**	–	**–**	–
Reversed during the year	**–**	(707)	**–**	(707)
At 31 December	**214**	–	**145**	145

There were no other receivables which are denominated in foreign currencies as at 31 December 2017 and 2016.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

14. Inventories

	Group	
	2017	**2016**
	$'000	**$'000**
Balance sheet:		
Raw materials	**255**	439
Finished goods	**68**	513
Construction materials	**2,451**	2,451
	2,774	3,403
Statement of comprehensive income:		
Inventories recognised as an expense in cost of sales	**44,367**	45,669
Inclusive of the following charge:		
– Inventories written down	**17**	207

15. Contract work-in-progress

	Group	
	2017	**2016**
	$'000	**$'000**
Contract costs incurred to date	**607,293**	659,175
Foreseeable losses	**(27)**	(26)
Recognised profits less recognised losses to date	**40,555**	38,372
	647,821	697,521
Progress billings	**(618,159)**	(687,064)
	29,662	10,457
Represented as:		
Gross amount due from customers for contract work-in-progress	**31,767**	21,695
Gross amount due to customers for contract work-in-progress	**(2,105)**	(11,238)
	29,662	10,457
Movements in provision for specific foreseeable losses:		
At 1 January	**26**	47
Charged/(Reversed) to profit or loss during the year, net	**1**	(21)
At 31 December	**27**	26
Retention sums on construction contracts included in trade receivables	**24**	336

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

16. Held for trading investments

	Group	
	2017 **$'000**	**2016** **$'000**
Quoted equity shares, at fair value	**26**	26

17. Properties held for development

	Group	
	2017 **$'000**	**2016** **$'000**
Properties held for development	**14,139**	13,885

Properties held for development mainly comprise plots of vacant freehold land located in Malaysia.

		Interest held by the Group	
Description and Location	**Site Area (square metre)**	**2017 %**	**2016 %**
Lot 150205, Mukim Plentong, Johor Bahru, Malaysia	1,416	**100**	100
Lot 150216-150225, Mukim Plentong, Johor Bahru, Malaysia	1,807	**100**	100
Lot 68319, Mukim Plentong, Johor Bahru, Malaysia*	42,938	**100**	100

* Freehold land at Lot 68319 is pledged as security for a bank loan of a subsidiary (Note 24)

18. Subsidiaries

	Company	
	2017 **$'000**	**2016** **$'000**
Unquoted equity shares, at cost	**50,930**	50,880
Deemed investment in a subsidiary*	**17,000**	17,000
Less: Allowance for impairment losses	**(10,454)**	(10,454)
	57,476	57,426

* This represents funds provided by the Company to a subsidiary which are deemed to be additional capital contributions in the subsidiary, for it to acquire shares in its subsidiaries.

	Company	
	2017 **$'000**	**2016** **$'000**
Movement in allowance for impairment:		
At 1 January	**10,454**	10,454
Charge for the year	**–**	–
At 31 December	**10,454**	10,454

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

18. Subsidiaries (Continued)

(a) *Composition of the Group*

The Group has the following investments in subsidiaries:

Name of subsidiaries	Principal activities (Country of incorporation/operation)	Effective equity interest held 2017 (%)	Effective equity interest held 2016 (%)
Held by the Company:			
Entire Engineering Pte Ltd[1]	Rental of construction and civil engineering machinery and equipment (Singapore)	**100**	100
Entire Construction Pte Ltd[1]	Contractors for civil and engineering works (Singapore)	**100**	100
Econ Precast Pte Ltd[1]	Manufacturing and trading of precast components and reinforced concrete piles (Singapore)	**100**	100
Koon Properties Pte Ltd[1]	Investment holding (Singapore)	**100**	100
Koon Construction & Transport Co. Pte Ltd[1]	Contractors for civil and drainage engineering, building, shore protection and marine and foundation works (Singapore)	**100**	100
Reem Island Pte Ltd[1]	Chartering of ships, barges and boats with crew (freight) (Singapore)	**100**	100
Petra I Pte Ltd[1]	Chartering of ships, barges and boats with crew (freight) and marine construction (Singapore)	**100**	–
Tesla Holdings Pty Ltd[2]	Investment holding (Australia)	**74**	74
Held through subsidiaries:			
Bukit Intan Pte Ltd[1]	Trading of precast components (Singapore)	**100**	100
Contech Precast Pte Ltd[1]	Manufacturing and trading of precast components (Singapore)	**100**	100

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

18. Subsidiaries (Continued)

(a) *Composition of the Group* (Continued)

Name of subsidiaries	Principal activities (Country of incorporation/operation)	Effective equity interest held 2017 (%)	2016 (%)
Held through subsidiaries: (Continued)			
Econ Precast Sdn. Bhd.[(3)]	Manufacturing of reinforced concrete piles and precast components (Malaysia)	**100**	100
Koon Construction & Transport Sdn. Bhd.[(3)]	Contractors for civil engineering and building works (Malaysia)	**100**	100
Metro Coast Sdn. Bhd.[(3)]	Property development (Malaysia)	**100**	100
Seven Star Development Sdn. Bhd.[(3)]	Property development (Malaysia)	**100**	100
Tesla Corporation Pty Ltd[(2)]	Holding company for electric power generation business (Australia)	**74**	74
Tesla Corporation Management Pty Ltd[(2)]	Owns and operates power plant (Australia)	**74**	74
Tesla Geraldton Pty Ltd[(2)]	Owns and operates power plant (Australia)	**74**	74
Tesla Kemerton Pty Ltd[(2)]	Owns and operates power plant (Australia)	**74**	74
Tesla Northam Pty Ltd[(2)]	Owns and operates power plant (Australia)	**74**	74
Triumph Heights Sdn. Bhd.[(3)]	Property development (Malaysia)	**100**	100
Unison Progress Sdn. Bhd.[(3)]	Property development (Malaysia)	**100**	100

Notes:

(1) Audited by Ernst & Young LLP, Singapore

(2) Tesla group of companies ("Tesla Group") are audited by a member firm of EY Global in Australia

(3) Audited by other firms of auditors

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

18. Subsidiaries (Continued)

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

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

Name of subsidiary	Principal place of business	Proportion of ownership interest held by non-controlling interest	Loss allocated to NCI during the reporting period	Accumulated NCI at the end of reporting period	Dividends paid to NCI
			$'000	$'000	$'000
31 December 2017:					
Tesla Group	Australia	**26%**	**(22)**	**3,467**	**–**
31 December 2016:					
Tesla Group	Australia	26%	(187)	3,505	–

(c) *Summarised financial information about subsidiaries with material NCI*

Summarised financial information including consolidation adjustments but before intercompany eliminations of subsidiaries with material non-controlling interests are as follows:

	Tesla Group	
	2017 $'000	**2016 $'000**
Summarised balance sheet:		
Current		
Assets	**5,535**	4,828
Liabilities	**(4,552)**	(4,310)
Net current assets	**983**	518
Non-current		
Assets	**23,072**	21,153
Liabilities	**(10,248)**	(7,715)
Net non-current assets	**12,824**	13,438
Net assets	**13,807**	13,956

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

18. Subsidiaries (Continued)

(c) *Summarised financial information about subsidiaries with material NCI* (Continued)

Summarised statement of comprehensive income:

	Tesla Group	
	2017 $'000	**2016 $'000**
Revenue	**5,005**	4,914
Profit/(Loss) before tax	**3**	(1,030)
Taxation	**(89)**	307
Loss for the year	**(86)**	(723)
Other comprehensive (loss)/income	**(63)**	179
Total comprehensive loss	**(149)**	(544)
Other summarised information:		
Net cash flows from operations	**2,269**	1,938
Acquisition of property, plant and equipment	**4,387**	1

19. Associates

	Group	
	2017 $'000	**2016 $'000**
Unquoted equity shares, at cost	*	*

* Less than $1,000.

Details of the associates at the end of the reporting period are as follows:

Name of associates	Principal activities (Country of incorporation/operation)	Proportion of ownership interest/ voting power held	
		2017 (%)	**2016 (%)**
Mesco Sdn Bhd*	Dormant (Brunei)	**50**	50
Penta-Ocean/Hyundai/Koon Joint Venture*	Contractors for civil engineering and building work (Singapore)	**20**	20

* Audited by other firms of auditors.

Aggregate information about the Group's investment in associates that are not individually material are as follows:

	2017 $'000	**2016 $'000**
Loss for the year, representing total comprehensive loss for the year	**(16)**	(90)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

20. Joint arrangements

(a) *Joint ventures*

	Group 2017 $'000	Group 2016 $'000
Represented as:		
Investment in joint ventures		
– Sindo-Econ Pte Ltd and its subsidiary	**–**	3,606
– PT. Koon Construction Indonesia	**163**	166
– Others	*****	*
	163	3,772
Provision for share of a joint venture's losses		
– Sindo-Econ Pte Ltd and its subsidiary	**(3,961)**	–

* No investment cost

The Group provided for its share of further losses in Sindo-Econ Pte Ltd and its subsidiary during the year in excess of its interest in the joint venture as the Group has given an undertaking to provide financial support for the joint venture to meet its liabilities as and when they fall due.

Details of the Group's material joint ventures at the end of the reporting period are as follows:

Name of joint ventures	Principal activities (Country of incorporation/operation)	Proportion of ownership interest/ voting power held 2017 (%)	Proportion of ownership interest/ voting power held 2016 (%)
Held through Econ Precast Pte Ltd:			
Sindo-Econ Pte Ltd[1]	Investment holding and provision of management and consultancy services (Singapore)	**50**	50
Held through Sindo-Econ Pte Ltd:			
PT. Sindomas Precas[2]	Manufacture of precast components (Indonesia)	**50**	50
Held through Koon Construction & Transport Co. Pte Ltd:			
PT. Koon Construction Indonesia[2]	Contractors for civil engineering and building works (Indonesia)	**67**	67

Notes:

(1) Audited by Ernst & Young LLP, Singapore

(2) Not required to be audited

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

20. Joint arrangements (Continued)

(a) *Joint ventures* (Continued)

Aggregate information about the Group's investment in other joint ventures that are not individually material are as follows:

	2017 $'000	2016 $'000
Profit for the year, representing total comprehensive income for the year	**–**	–

Summarised financial information in respect of Sindo-Econ Pte Ltd and its subsidiary ("Sindo-Econ Group") and PT. Koon Construction Indonesia based on their FRS financial statements and a reconciliation with the carrying amount of the investment in the consolidated financial statements are as follows:

	Sindo-Econ Group	
	2017 $'000	**2016 $'000**
Summarised balance sheet:		
Cash and bank balances	**762**	303
Trade receivables	**20,446**	12,192
Other receivables	**8,981**	8,620
Inventories	**8,864**	6,308
Current assets	**39,053**	27,423
Non-current assets	**8,668**	9,228
Total assets	**47,721**	36,651
Current liabilities	**53,800**	26,857
Non-current liabilities (excluding trade, other payables and provisions)	**1,480**	2,147
Total liabilities	**55,280**	29,004
Net (liabilities)/assets	**(7,559)**	7,647
Proportion of the Group's ownership	**50%**	50%
Group's share of net (liabilities)/assets	**(3,780)**	3,823
Eliminations	**(181)**	(217)
(Provision for share of losses)/Carrying amount of the investment	**(3,961)**	3,606

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

20. Joint arrangements (Continued)

(a) *Joint ventures* (Continued)

	Sindo-Econ Group	
	2017	**2016**
	$'000	**$'000**
Summarised statement of comprehensive income:		
Revenue	**38,715**	15,682
Interest income	**–**	1
Depreciation	**(3,201)**	(1,242)
Finance costs	**(190)**	(86)
Loss before tax	**(15,207)**	(2,888)
Taxation	**–**	83
Loss for the year, representing total comprehensive loss for the year	**(15,207)**	(2,805)

	PT. Koon Construction Indonesia	
	2017	**2016**
	$'000	**$'000**
Summarised balance sheet:		
Cash and bank balances	**104**	313
Pledged fixed deposits	**–**	32
Other receivables	**131**	*
Current assets	**235**	345
Non-current assets	**–**	–
Total assets	**235**	345
Current liabilities	*****	84
Non-current liabilities (excluding trade, other payables and provisions)	**–**	–
Total liabilities	*****	84
Net assets	**235**	261
Proportion of the Group's ownership	**67%**	67%
Group's share of net assets	**157**	175
Exchange gain/(loss) on translation of foreign operations	**6**	(9)
Carrying amount of the investment	**163**	166

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

20. Joint arrangements (Continued)

(a) *Joint ventures* (Continued)

	PT. Koon Construction Indonesia	
	2017 $'000	**2016 $'000**
Summarised statement of comprehensive income:		
Revenue	**–**	–
Interest income	**1**	1
Depreciation	**–**	–
Finance costs	**–**	–
Loss before tax	**(5)**	(159)
Taxation	*****	–
Loss for the year, representing total comprehensive loss for the year	**(5)**	(159)

* Less than $1,000

(b) *Joint operation*

Details of the Group's joint operation at the end of the reporting period are as follows:

Name of joint operation	**Principal activities (Country of incorporation/operation)**	**Proportion of ownership interest/ voting power held**	
		2017 %	**2016 %**
POC-K JV	Contractor for infrastructure and civil engineering works (Singapore)	**50**	50

The above joint arrangements are strategic to the Group's activities. The Group jointly controls the above arrangements with partners under contractual agreements which require unanimous consent for all major decisions over their relevant activities.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

21. Property, plant and equipment/Assets held for sale

(a) *Property, plant and equipment*

	Freehold land $'000	Freehold buildings $'000	Leasehold buildings $'000	Leasehold improvements $'000	Plant and machinery $'000	Barges and dredgers $'000	Trucks and motor vehicles $'000	Office equipment, furniture and fittings $'000	Assets under construction $'000	Total $'000
Group										
Cost:										
At 1 January 2016	1,779	1,223	10,006	386	107,763	1,390	18,919	1,963	84	143,513
Additions	–	–	–	–	6,852	18,348	295	14	16	25,525
Disposals	–	–	(574)	(336)	(762)	(30)	(1,251)	(23)	–	(2,976)
Transfers	–	23	–	–	–	–	–	–	(23)	–
Exchange difference	12	–	–	–	380	–	–	1	–	393
At 31 December 2016	1,791	1,246	9,432	50	114,233	19,708	17,963	1,955	77	166,455
Government grants deduction	**–**	**–**	**–**	**–**	**(480)**	**–**	**–**	**(2)**	**–**	**(482)**
Additions	**–**	**–**	**–**	**–**	**11,060**	**9,000**	**235**	**9**	**–**	**20,304**
Disposals	**–**	**96**	**–**	**–**	**(10,830)**	**(908)**	**(5,130)**	**(8)**	**–**	**(16,780)**
Write-off	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(77)**	**(77)**
Exchange difference	**(4)**	**(7)**	**–**	**–**	**(244)**	**–**	**–**	**–**	**–**	**(255)**
Reclassification to Assets held for sale (Note 21(b))	**(859)**	**(1,233)**	**–**	**–**	**(44)**	**–**	**–**	**–**	**–**	**(2,136)**
At 31 December 2017	**928**	**102**	**9,432**	**50**	**113,695**	**27,800**	**13,068**	**1,954**	**–**	**167,029**
Accumulated depreciation:										
At 1 January 2016	–	246	3,328	255	31,796	1,147	6,029	1,620	–	44,421
Depreciation	–	54	1,002	126	15,523	1,638	2,530	156	–	21,029
Disposals	–	–	(574)	(336)	(728)	(16)	(1,188)	(1)	–	(2,843)
Exchange difference	–	–	–	–	136	–	–	2	–	138
At 31 December 2016	–	300	3,756	45	46,727	2,769	7,371	1,777	–	62,745
Depreciation	**–**	**44**	**1,001**	**5**	**12,952**	**3,705**	**2,337**	**122**	**–**	**20,166**
Disposals	**–**	**8**	**–**	**–**	**(6,822)**	**–**	**(2,291)**	**(8)**	**–**	**(9,113)**
Exchange difference	**–**	**(1)**	**–**	**–**	**(76)**	**–**	**–**	**–**	**–**	**(77)**
Reclassification to Assets held for sale (Note 21(b))	**–**	**(337)**	**–**	**–**	**(38)**	**–**	**–**	**–**	**–**	**(375)**
At 31 December 2017	**–**	**14**	**4,757**	**50**	**52,743**	**6,474**	**7,417**	**1,891**	**–**	**73,346**
Impairment:										
At 1 January 2016	–	–	–	–	–	–	–	–	77	77
Additions	–	1	–	–	–	–	–	–	–	1
At 31 December 2016	–	1	–	–	–	–	–	–	77	78
Additions	**–**	**83**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**83**
Write-off	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(77)**	**(77)**
At 31 December 2017	**–**	**84**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**84**
Carrying amount:										
At 31 December 2017	**928**	**4**	**4,675**	**–**	**60,952**	**21,326**	**5,651**	**63**	**–**	**93,599**
At 31 December 2016	1,791	945	5,676	5	67,506	16,939	10,592	178	–	103,632

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

21. Property, plant and equipment/Assets held for sale (Continued)

(a) *Property, plant and equipment* (Continued)

Property, plant and equipment of the Group with carrying amount of $78,672,000 (2016: $84,159,000) are pledged as security for finance lease obligations (Note 27) and bank loans (Note 24).

During the year, a net impairment loss of $6,000, representing the write-off of assets under construction of $77,000 and write-down of freehold buildings of $83,000 (2016: $1,000 representing the write-down of freehold buildings) to the recoverable amount was recognised in profit or loss under the line item "Administrative and other expenses".

	Motor vehicles $'000	Office equipment, furniture and fittings $'000	Total $'000
Company			
Cost:			
At 1 January 2016	822	134	956
Additions	**173**	**–**	**173**
Disposals	**(2)**	**–**	**(2)**
At 31 December 2016 and 31 December 2017	**993**	**134**	**1,127**
Accumulated depreciation:			
At 1 January 2016	283	134	417
Depreciation	146	–	146
At 31 December 2016	429	134	563
Depreciation	**151**	**–**	**151**
At 31 December 2017	**580**	**134**	**714**
Carrying amount:			
At 31 December 2017	**413**	**–**	**413**
At 31 December 2016	564	–	564

Motor vehicles of the Company with carrying amount of $413,000 (2016: $564,000) are pledged as security for finance lease obligations.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

21. Property, plant and equipment/Assets held for sale (Continued)

(b) *Assets held for sale*

	Freehold land $'000	Freehold buildings $'000	Plant and machinery $'000	Total $'000
Group				
Cost:				
Reclassification from Property, plant and equipment (Note 21(a))	**859**	**1,233**	**44**	**2,136**
Accumulated depreciation:				
Reclassification from Property, plant and equipment (Note 21(a))	**–**	**(337)**	**(38)**	**(375)**
At 31 December 2017	**859**	**896**	**6**	**1,761**

During the year, the Group's wholly owned subsidiary, Econ Precast Sdn. Bhd., entered into an agreement for the sale of a freehold land, freehold building and plant and machinery in Malaysia. In accordance with FRS 105 *Non-current Assets Held for Sale and Discontinued Operations*, the freehold land, freehold building and plant and machinery were classified as held for sale at the end of the reporting period. The sale was completed subsequent to year end.

22. Available-for-sale investment

	Group 2017 $'000	Group 2016 $'000
Unquoted equity shares, at cost	**500**	500
Less: Allowance for impairment	**(500)**	(500)
	–	–

The investment in unquoted equity shares represents investment in a company that is engaged in construction projects.

In estimating the carrying amount, management determined that no future cash flow is expected from this investee.

23. Goodwill

	Group 2017 $'000	Group 2016 $'000
Cost at beginning of year	**3,536**	3,536
Less: Impairment loss	**(3,536)**	(3,536)
Carrying amount at end of year	**–**	–

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23. Goodwill (Continued)

Goodwill is allocated to the Electric Power Generation cash generating unit ("CGU") which is also a reportable operating segment. In 2015, an impairment loss of $3,536,000 was recognised in profit or loss under the line item "Administrative and other expenses".

24. Loans and borrowings

	Group	
	2017 $'000	**2016 $'000**
Current portion	**34,559**	24,175
Non-current portion	**–**	2,009
Total loans and borrowings	**34,559**	26,184

Loans and borrowings comprise:

	Effective interest rate		Maturity dates	Group	
	2017	**2016**		**2017 $'000**	**2016 $'000**
Loan A – secured	**–**	7.31%	2017	**–**	5
Loan B – secured	**4.12%**	4.00%	2018	**816**	2,071
Loan C	**3.13%**	3.45%	2017 – 2018	**2,000**	2,000
Loan D – secured	**2.30%**	2.30%	2018	**1,187**	3,520
Loan E – secured	**3.77% to 3.78%**	3.93% to 3.95%	2017 – 2018	**5,800**	5,800
Loan F	**3.23%**	–	2018	**500**	–
Loan G – secured	**3.25%**	–	2018	**800**	–
Bank overdrafts	**6.00%**	–	On demand	**2,321**	–
				13,424	13,396
Bills payable[1]				**21,135**	12,788
Total				**34,559**	26,184

(1) Bills payable are interest bearing with an average effective interest of 3.12% (2016: 2.62%) per annum.

The Company has provided corporate guarantees for the bank loans, bank overdrafts and bills payable.

Loan A has been fully repaid as at 31 December 2017. The loan was secured by all assets under the Tesla Group of companies as at 31 December 2016.

Loan B and G are secured by mortgage of a leasehold building of a subsidiary with a carrying amount of $4,674,000 as at 31 December 2017 (2016: $5,676,000).

Loans D and E are secured by mortgage of the properties held for development by subsidiaries with an aggregated carrying amount of $12,835,000 as at 31 December 2017 (2016: $12,574,000).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

24. Loans and borrowings (Continued)

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

	2016	Cash flows	Non-cash changes			2017
			Acquisition	Foreign exchange movement	Other	
	$'000	$'000	$'000	$'000	$'000	$'000
Loans and bills payable						
– Current	24,175	6,054	–	–	2,009	**32,238**
– Non-current	2,009	–	–	–	(2,009)	**–**
Finance lease obligations (Note 27)						
– Current	15,278	(16,679)	4,846	(62)	12,805	**16,188**
– Non-current	40,105	(3,301)	11,995	(135)	(12,805)	**35,859**
Total	81,567	(13,926)	16,841	(197)	–	**84,285**

The 'other' column relates to reclassification of non-current portion of loans and finance lease obligations due to passage of time.

25. Trade payables

	Group	
	2017 $'000	2016 $'000
Amounts due to external parties	**32,215**	40,367
Amounts due to related parties	**16,161**	14,542
	48,376	54,909

Trade payables include an amount of $12,369,000 (2016: $12,369,000) which will not be settled unless receivables for the same amount, included in trade receivables (Note 12), is received.

The average credit period on the outstanding trade payables is 60 days (2016: 60 days). No interest is payable on overdue balances.

Amounts due to related parties are unsecured, non-interest bearing and are repayable on demand.

The Group has the following trade payables which are denominated in foreign currencies:

	Group	
	2017 $'000	2016 $'000
United States Dollars	**–**	12

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26. Other payables

	Group		Company	
	2017 $'000	2016 $'000	**2017 $'000**	2016 $'000
Accrued expenses	**3,334**	4,202	**697**	974
Advance from investee company	**350**	350	**–**	–
Advance from customers	**11,559**	5,327	**–**	–
Sales tax payable	**938**	1,840	**53**	54
Amounts due to external parties	**3,453**	1,211	**153**	159
Amounts due to related parties	**52**	115	**2**	–
Amounts due to subsidiaries	**–**	–	**18,069**	18,450
Amounts due to joint ventures	**35**	4	**–**	–
Payable for purchase of property, plant and equipment	**1,350**	282	**–**	–
Others	**621**	770	**6**	5
	21,692	14,101	**18,980**	19,642
Analysed as:				
Current	**21,525**	14,004	**18,980**	19,642
Non-current	**167**	97	**–**	–
	21,692	14,101	**18,980**	19,642

Amounts due to related parties, subsidiaries and joint ventures are unsecured, non-interest bearing and are repayable on demand.

Amounts due to external parties are unsecured, non-interest bearing and are expected to be repayable within the next 12 months.

The Group has the following other payables which are denominated in foreign currencies:

	Group	
	2017 $'000	2016 $'000
United States Dollars	**19**	91
Australian Dollars	**16**	–

27. Finance lease obligations

	Minimum lease payments		Present value of minimum lease payments	
	2017 $'000	2016 $'000	**2017 $'000**	2016 $'000
Group				
Amounts payable under finance lease obligations:				
Not later than one year	**18,190**	17,084	**16,188**	15,278
Later than one year but not later than five years	**36,976**	41,919	**35,859**	40,105
Total minimum lease payments	**55,166**	59,003	**52,047**	55,383
Less: Amounts representing finance charges	**(3,119)**	(3,620)	**N/A**	N/A
Present value of minimum lease payments	**52,047**	55,383	**52,047**	55,383
Less: Amounts due for settlement within 12 months			**(16,188)**	(15,278)
Amounts due for settlement after 12 months			**35,859**	40,105

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27. Finance lease obligations (Continued)

	Minimum lease payments		Present value of minimum lease payments	
	2017	**2016**	**2017**	**2016**
	$'000	**$'000**	**$'000**	**$'000**
Company				
Amounts payable under finance lease obligations:				
Not later than one year	**87**	87	**79**	76
Later than one year but not later than five years	**146**	233	**139**	218
Total minimum lease payments	**233**	320	**218**	294
Less: Amounts representing finance charges	**(15)**	(26)	**N/A**	N/A
Present value of minimum lease payments	**218**	294	**218**	294
Less: Amounts due for settlement within 12 months			**(79)**	(76)
Amounts due for settlement after 12 months			**139**	218

These obligations are secured by charges over the leased property, plant and equipment (Note 21). These obligations are denominated in the respective functional currencies of the relevant entities in the Group.

Group

The average lease term is 5 years (2016: 3 years). The effective borrowing rates ranged between 2.35% and 6.58% (2016: 2.35% and 5.85%) per annum.

Company

The average lease term is 5 years (2016: 5 years). The effective borrowing rates ranged between 4.22% and 5.24% (2016: 4.28% and 5.24%) per annum.

28. Deferred tax assets/(liabilities)

	Group	
	2017	**2016**
	$'000	**$'000**
Deferred tax assets	**231**	320
Deferred tax liabilities	**(1,369)**	(1,005)
Net	**(1,138)**	(685)

NOTES TO THE FINANCIAL STATEMENTS

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28. Deferred tax assets/(liabilities) (Continued)

The following are the deferred tax assets/(liabilities) recognised by the Group, and the movements thereon, during the current and prior reporting periods:

	Fair value adjustment on property, plant and equipment $'000	Accelerated tax depreciation $'000	Research and development tax credit $'000	Tax losses $'000	Total $'000
Group					
At 1 January 2016	(25)	(2,662)	1,716	52	(919)
Credit/(Charge) to profit or loss	10	344	(73)	(52)	229
Translation differences	–	(16)	21	–	5
At 31 December 2016	(15)	(2,334)	1,664	–	(685)
Credit/(Charge) to profit or loss	**30**	**(265)**	**(214)**	**(4)**	**(453)**
Translation differences	**–**	**4**	**(4)**	**–**	**–**
At 31 December 2017	**15**	**(2,595)**	**1,446**	**(4)**	**(1,138)**

Unrecognised temporary differences relating to investments in subsidiaries

At the end of the year, undistributed earnings of foreign subsidiaries which would be subject to tax when distributed amounted to $1,071,000 (2016: $1,643,000). No deferred tax liability has been recognised as the Group is in a position to control the dividend policy of the subsidiaries and there is no intent to distribute these retained earnings in the foreseeable future.

29. Share capital

	Group and Company			
	Number of ordinary shares 2017	Share Capital 2017 $'000	Number of ordinary shares 2016	Share capital 2016 $'000
Issued and paid up:				
At beginning and end of year	**263,097,800**	**25,446**	263,097,800	25,446

The Company has one class of ordinary shares which carry one vote per share, has no par value and carries a right to dividend as and when declared by the Company.

The Company has an Employee Performance Share Plan ("Koon EPSP") which applies to the executive directors of the Company and the employees of the Group. However, controlling shareholders, including controlling shareholders who are executive directors and their associates are not eligible to participate in the Koon EPSP.

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29. Share capital (Continued)

Koon EPSP is administrated by the Remuneration Committee.

There was no grant of awards during the year. The Remuneration Committee has previously approved a total grant of awards of 1,579,000 shares as follows:

(i) 994,000 shares awarded and issued in 2009;

(ii) 330,000 shares awarded in 2010 which were vested equally over three years with 110,000 shares each issued in 2011 to 2013; and

(iii) 360,000 shares awarded in 2011 of which 105,000 shares were forfeited due to the resignation of employees. Of the balance awards of 255,000 shares, 165,000 shares were vested in 2013 and 90,000 shares were vested in 2014.

Accumulated shares awarded were as follows:

	Number of shares			
	Not vested		Vested and issued (Accumulated)	
	2017	**2016**	**2017**	**2016**
Directors	**–**	–	**344,000**	344,000
Other members of key management	**–**	–	**380,000**	380,000
Other employees	**–**	–	**855,000**	855,000
Total number of shares granted under the Koon EPSP	**–**	–	**1,579,000**	1,579,000

30. Capital reserve

	Group		Company	
	2017 $'000	**2016 $'000**	**2017 $'000**	**2016 $'000**
Capital reserve arising from:				
Restructuring exercise	**13,006**	13,006	**13,006**	13,006
Share-based payment	**283**	283	**–**	–
Acquisition of non-controlling interests in subsidiaries	**(4,487)**	(4,487)	**–**	–
	8,802	8,802	**13,006**	13,006

Restructuring Exercise

On 10 April 2003, pursuant to a Restructuring Exercise, the shareholders of Koon Construction & Transport Co. Pte Ltd ("KCTC") transferred their entire equity interest comprising 16,006,400 ordinary shares of $1 each in KCTC to the Company in exchange for 59,999,998 ordinary shares of $0.05 each in the Company. As a result, KCTC became a wholly-owned subsidiary of the Company.

Capital reserve of $13,006,000 represents the difference between the par value of the 59,999,998 ordinary shares of $0.05 issued and cost of investment in KCTC.

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30. Capital reserve (Continued)

Share-based payment

The share-based payment relates to the issuance of 200,000 shares of a subsidiary, Tesla Holdings Pty Ltd ("Tesla"), to three directors of the subsidiary in March 2012 at no consideration in recognition of their services to Tesla. This has been accounted for as share-based payment expense of AUD200,000 ($283,000) based on a value of AUD1 per share offered to other shareholders during a capital raising exercise.

Acquisition of non-controlling interests in subsidiaries, without a change in control

In 2013, the Group acquired the remaining 25% equity interest of Econ Precast Pte Ltd and its subsidiaries at a consideration of $5,500,000. The negative amount of $4,626,000 in capital reserve represents the excess of the consideration paid over the non-controlling interest of $874,000 that was eliminated through the acquisition.

In 2015, the Group increased its investments in Tesla by 2.9% by way of acceptance of Tesla's dividend re-investment plan and shares conversion resulting from loan repayment by an ex-employee of Tesla. The difference of $139,000 between the consideration and the carrying value of the additional interest accounted was recognised as "Capital reserve" within equity.

31. Operating segment information

Products and services from which reportable segments derive their revenues

For management reporting purpose, the Group's reportable segments are as follows:

- Construction
- Precast
- Property
- Electric Power Generation

I. The "Construction" segment relates to construction projects for civil engineering and infrastructure construction works including land reclamation, roads and bridges, shore protection, terminal and port projects.

II. The "Precast" segment relates to the supply and manufacturing of precast components and reinforced concrete piles.

III. The "Property" segment relates to property development activities.

IV. The "Electric Power Generation" segment relates to the ownership and operation of electricity power generation plants.

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31. Operating segment information (Continued)

Information regarding the Group's reportable segments is presented below.

Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable segment:

	Revenue		Results	
	2017 $'000	**2016 $'000**	**2017 $'000**	**2016 $'000**
Construction	**111,091**	156,427	**10,363**	8,126
Precast	**48,202**	48,178	**(3,086)**	(3,531)
Property	**–**	–	**(236)**	(146)
Electric Power Generation	**5,005**	4,914	**347**	(633)
	164,298	209,519	**7,388**	3,816
Elimination	**(739)**	(6,793)	**(333)**	(457)
Total	**163,559**	202,726	**7,055**	3,359
Other income			**4,933**	2,515
Share of losses of joint ventures and associate			**(7,623)**	(1,527)
Finance costs			**(2,902)**	(2,836)
Profit before tax			**1,463**	1,511
Taxation			**(1,362)**	165
Profit for the year			**101**	1,676

Consolidated revenue of $163,559,000 (2016: $202,726,000) after elimination of intersegmental sales comprise revenue from construction segment of $111,091,000 (2016: $156,410,000), precast segment of $47,463,000 (2016: $41,402,000), property segment of nil (2016: nil) and electric power generation segment of $5,005,000 (2016: $4,914,000).

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 2. Performance is measured based on segment results before allocation of other income, share of results of joint ventures and associate, finance costs and taxation, as included in internal management reports. Segment results are used by management for the purposes of resource allocation and assessment of segment performance.

Segment assets

	Group	
	2017 $'000	**2016 $'000**
Construction	**157,688**	164,075
Precast	**49,473**	45,989
Property	**17,393**	19,035
Electric Power Generation	**28,376**	25,657
	252,930	254,756
Elimination	**(28,479)**	(33,035)
Total segment assets	**224,451**	221,721
Unallocated corporate assets	**2,780**	3,412
Total assets	**227,231**	225,133

All assets are allocated to reportable segments other than all assets of the Company, deferred tax assets, tax recoverable and sales tax receivable of the Group and those eliminated at consolidation.

NOTES TO THE FINANCIAL STATEMENTS

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31. Operating segment information (Continued)

Other segment information

	Depreciation		Additions to property, plant and equipment	
	2017 $'000	2016 $'000	**2017 $'000**	2016 $'000
Construction	**16,381**	16,207	**11,355**	25,491
Precast	**1,576**	1,898	**4,562**	33
Property	**2**	–	**–**	–
Electric Power Generation	**2,207**	2,924	**4,387**	1
	20,166	21,029	**20,304**	25,525

<u>Segment results</u>

The Construction segment results include provision for foreseeable losses amounting to $1,000 (2016: reversal of provision for foreseeable losses amounting to $21,000) and allowance for impairment of doubtful debts (net) amounting to $214,000 (2016: $308,000).

The Precast segment results include inventories written down amounting to $17,000 (2016: $207,000) and a write-off of $77,000 (2016: nil) on its assets under construction.

The Property segment results include a write-down of $83,000 (2016: $1,000) on its properties, plant and equipment.

<u>Segment assets</u>

The Construction and Precast segments assets include investments in joint ventures and associates amounting to $163,000 (2016: $166,000) and nil (2016: $3,606,000), respectively.

Geographical information

In presenting information based on geographical segments, segment revenue is based on geographical location of the customers and segment assets are based on geographical location of the assets as follows:

	Revenue		Non-current assets	
	2017 $'000	2016 $'000	**2017 $'000**	2016 $'000
Singapore	**158,173**	192,960	**70,871**	82,915
Australia	**5,005**	4,914	**22,724**	20,715
Malaysia	**381**	4,852	**14,143**	13,887
Total	**163,559**	202,726	**107,738**	117,517

Non-current assets information presented above consist of properties held for development and property, plant and equipment as presented in the consolidated statements of financial position.

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31. Operating segment information (Continued)

Information about major customer

Revenue from two major customers amount to $72,713,000 (2016: $129,407,000) arising from sales by the Construction and Precast segments.

32. Bank guarantees, performance bonds and commitments

As at 31 December 2017, the Company has provided corporate guarantees totalling $122,310,000 (2016: $114,158,000) and $1,249,000 (2016: $1,526,000) to financial institutions in respect of credit facilities utilised by the subsidiaries and a joint venture respectively.

33. Operating lease arrangements – as lessee

	Group	
	2017 **$'000**	**2016** **$'000**
Minimum lease payments under operating leases recognised as an expense during the year	**2,093**	3,236

At the end of the reporting period, the Group has outstanding commitments under non-cancellable operating leases which fall due as follows:

	Group	
	2017 **$'000**	**2016** **$'000**
Not later than one year	**2,178**	992
Later than one year but not later than five years	**4,677**	2,012
	6,855	3,004

Operating lease payments represent rentals payable by the Group for rental of office, equipment, yard premises and accommodation. Leases are negotiated for an average term of 3 years (2016: 3 years).

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34. Categories of financial instruments

The following table sets out the financial instruments as at the end of the reporting period:

	Group		Company	
	2017 $'000	2016 $'000	2017 $'000	2016 $'000
Financial assets:				
Fair value through profit or loss				
– Held for trading investments	**26**	26	**–**	–
Loans and receivables				
– Trade receivables	**48,245**	49,560	**–**	–
– Other receivables (excluding prepayments, tax recoverable and sales tax receivable)	**25,823**	12,104	**9,342**	9,734
– Pledged fixed deposits	**18**	197	**–**	–
– Cash and bank balances	**7,495**	14,997	**85**	263
	81,581	76,858	**9,427**	9,997
Total financial assets	**81,607**	76,884	**9,427**	9,997
Financial liabilities:				
Financial liabilities at amortised cost				
– Loans and borrowings	**34,559**	26,184	**–**	–
– Trade payables	**48,376**	54,909	**–**	–
– Other payables (excluding advance from customers and sales tax payable)	**9,195**	6,934	**18,927**	19,588
	92,130	88,027	**18,927**	19,588
Finance lease obligations	**52,047**	55,383	**218**	294
Total financial liabilities	**144,177**	143,410	**19,145**	19,882

35. Fair value of assets and liabilities

(a) *Fair value hierarchy*

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

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

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

There were no transfers between Level 1, Level 2 and Level 3 of the fair value hierarchy in 2016 and 2017.

NOTES TO THE FINANCIAL STATEMENTS

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35. Fair value of assets and liabilities (Continued)

(b) *Assets and liabilities measured at fair value*

The following table shows an analysis of each class of assets and liabilities measured at fair value at the end of the financial year:

	Group 2017 $'000			
	Quoted prices in active markets for identical instruments (Level 1)	**Significant observable inputs other than quoted prices (Level 2)**	**Significant unobservable inputs (Level 3)**	**Total**
Assets measured at fair value				
Financial assets:				
Held for trading financial assets (Note 16)				
– Quoted equity instruments	**26**	**–**	**–**	**26**

	Group 2016 $'000			
	Quoted prices in active markets for identical instruments (Level 1)	**Significant observable inputs other than quoted prices (Level 2)**	**Significant unobservable inputs (Level 3)**	**Total**
Assets measured at fair value				
Financial assets:				
Held for trading financial assets (Note 16)				
– Quoted equity instruments	26	–	–	26

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35. Fair value of assets and liabilities (Continued)

(c) *Fair value of financial assets and liabilities by classes that are not carried at fair value and whose carrying amounts are not reasonable approximation of fair value.*

The fair value of financial assets and liabilities by classes that are not carried at fair value and whose carrying amounts are not the reasonable approximation of fair values are as follows:

	Group 2017 $'000		Group 2016 $'000	
	Carrying amount	Fair value (Level 3)	Carrying amount	Fair value (Level 3)
Financial assets				
Unquoted equity investments (i)	–	–	–	–
Financial liabilities				
Finance lease obligations (non-current) (ii)	**(35,859)**	**(35,999)**	(40,105)	(39,880)
Bank loans (non-current), fixed rate (ii)	–	–	(1,187)	(1,184)

(i) Unquoted equity investment represents 50% (2016: 50%) of total ordinary shares in Koon-Zinkon Pte Ltd which has been fully impaired in prior years.

(ii) The fair value of finance lease obligations and interest-bearing bank loans with fixed interest rates are determined using discounted future principal and interest at the market interest rate at the end of the financial year. The estimated future cash flows are projected based on management's best estimates.

36. Financial risks management objectives and policies

The Group and the Company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk, interest rate risk and foreign currency risk. The board of directors reviews and agrees policies and procedures for the management of these risks, which are executed by the Chief Financial Officer. The Audit and Risk Committee provides independent oversight to the effectiveness of the risk management process. It is, and has been throughout the current and previous financial year, the Group's policy that no trading in derivatives for speculative purposes shall be undertaken.

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

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks.

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36. Financial risks management objectives and policies (Continued)

(a) ***Credit risk***

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including cash and bank balances), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

Exposure to credit risk

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

– A nominal amount of $1,249,000 (2016: $1,526,000) relating to a corporate guarantee provided by the Group to a financial institution in respect of credit facilities utilised by a joint venture.

– A nominal amount of $122,310,000 (2016: $114,158,000) relating to corporate guarantees provided by the Company to the financial institutions in respect of credit facilities utilised by the subsidiaries.

Credit risk concentration profile

Concentration of credit risk exists when economic, industry or geographical factors similarly affect the Group's counter parties whose aggregate credit exposure is significant in relation to the Group's total credit exposure.

The Group's customers are mainly located in Singapore. The Group has significant concentration of credit risk in that its top 5 debtors accounted for $37,211,000 (2016: $40,364,000) or 77% (2016: 81%) of the net trade receivables balance at year end.

Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are with creditworthy debtors with good payment record with the Group. Cash and bank balances that are neither past due nor impaired are placed with reputable financial institutions with high credit ratings and no history of default.

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Note 12 (Trade receivables) and Note 13 (Other receivables).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

36. Financial risks management objectives and policies (Continued)

(b) ***Liquidity risk***

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

The Group maintains sufficient cash and bank balances, and internally generated cash flows to finance its activities. Future routine working capital requirements are expected to be funded with cash and bank balances, internally generated cash flows and several credit lines to draw on for routine working capital requirements.

Credit lines are reviewed with providers of credit facilities from time to time. Based on these evaluations, management expects that there will be sufficient liquidity for the Group's operations in the next financial year.

Analysis of financial instruments by remaining contractual maturities

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

	1 year or less $'000	1 to 5 years $'000	After 5 years $'000	Total $'000
Group				
2017				
Financial assets:				
Held for trading investments	26	–	–	26
Trade receivables	48,245	–	–	48,245
Other receivables (excluding prepayments, tax recoverable and sales tax receivable)	25,706	117	–	25,823
Pledged fixed deposits	18	–	–	18
Cash and bank balances	7,495	–	–	7,495
Total undiscounted financial assets	81,490	117	–	81,607
Financial liabilities:				
Loans and borrowings	34,822	–	–	34,822
Trade payables	48,376	–	–	48,376
Other payables (excluding advance from customers and sales tax payable)	9,028	167	–	9,195
Finance lease obligations	18,190	36,976	–	55,166
Total undiscounted financial liabilities	110,416	37,143	–	147,559
Total net undiscounted financial liabilities	(28,926)	(37,026)	–	(65,952)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

36. Financial risks management objectives and policies (Continued)

(b) ***Liquidity risk*** (Continued)

	1 year or less $'000	1 to 5 years $'000	After 5 years $'000	Total $'000
Group				
2016				
Financial assets:				
Held for trading investments	26	–	–	26
Trade receivables	49,560	–	–	49,560
Other receivables (excluding prepayments, tax recoverable and sales tax receivable)	11,987	117	–	12,104
Pledged fixed deposits	197	–	–	197
Cash and bank balances	14,997	–	–	14,997
Total undiscounted financial assets	76,767	117	–	76,884
Financial liabilities:				
Loans and borrowings	24,462	2,029	–	26,491
Trade payables	54,909	–	–	54,909
Other payables (excluding advance from customers and sales tax payable)	6,837	97	–	6,934
Finance lease obligations	17,084	41,919	–	59,003
Total undiscounted financial liabilities	103,292	44,045	–	147,337
Total net undiscounted financial liabilities	(26,525)	(43,928)	–	(70,453)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

36. Financial risks management objectives and policies (Continued)

(b) ***Liquidity risk*** (Continued)

	1 year or less $'000	1 to 5 years $'000	After 5 years $'000	Total $'000
Company				
2017				
Financial assets:				
Other receivables (excluding prepayments)	**6,832**	**2,510**	**–**	**9,342**
Cash and bank balances	**85**	**–**	**–**	**85**
Total undiscounted financial assets	**6,917**	**2,510**	**–**	**9,427**
Financial liabilities:				
Other payables (excluding sales tax payable)	**18,927**	**–**	**–**	**18,927**
Finance lease obligations	**87**	**146**	**–**	**233**
Total undiscounted financial liabilities	**19,014**	**146**	**–**	**19,160**
Total net undiscounted financial (liabilities)/assets	**(12,097)**	**2,364**	**–**	**(9,733)**
2016				
Financial assets:				
Other receivables (excluding prepayments)	9,734	–	–	9,734
Cash and bank balances	263	–	–	263
Total undiscounted financial assets	9,997	–	–	9,997
Financial liabilities:				
Other payables (excluding sales tax payable)	19,588	–	–	19,588
Finance lease obligations	87	233	–	320
Total undiscounted financial liabilities	19,675	233	–	19,908
Total net undiscounted financial liabilities	(9,678)	(233)	–	(9,911)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

36. Financial risks management objectives and policies (Continued)

(b) *Liquidity risk* (Continued)

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

	1 year or less $'000	1 to 5 years $'000	Over 5 years $'000	Total $'000
Group				
2017				
Financial guarantees	**–**	**1,249**	**–**	**1,249**
2016				
Financial guarantees	–	1,526	–	1,526
Company				
2017				
Financial guarantees	**42,675**	**80,884**	**–**	**123,559**
2016				
Financial guarantees	42,260	73,424	–	115,684

(c) *Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates.

Interest-yielding financial assets are mainly bank balances and fixed deposits. The interest rates for finance lease obligations, loan to investee company and certain bank loans are fixed on the date of inception. Any variation in the short-term interest rates will not have a material impact on the results of the Group.

The Group is exposed to the effect of changes of interest rates on loans and borrowings totalling $33,372,000 (2016: $22,664,000).

Sensitivity analysis for interest rate risk

At the end of the reporting period, if SGD interest rates had been 1% (2016: 1%) lower/higher with all other variables held constant, the Group's profit before tax would have been $334,000 (2016: $227,000) higher/lower, arising mainly as a result of lower/higher interest expense on floating rate loans and borrowings. The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility as in prior years.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

36. Financial risks management objectives and policies (Continued)

(d) ***Foreign exchange risk***

The activities of the Company and its subsidiaries are mainly conducted in the functional currencies of the respective entities. Management considers the Group's exposure to foreign exchange risk to be low.

37. Capital management

The Group manages its capital to ensure that entities in the Group will be able to continue as going concern while maximising the return to stakeholders through the optimisation of relative proportions of debt and equity.

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

The Group monitors capital using a gearing ratio, which is net debt divided by total capital. The Group includes within net debt, loans and borrowings less cash and bank balances. Capital includes equity attributable to the owners of the Company.

The Group is in compliance with externally imposed financial covenants as at 31 December 2017 and 31 December 2016.

	Group	
	2017 $'000	**2016 $'000**
Loans and borrowings	**86,606**	81,567
Less: Cash and bank balances (Note 11)	**(7,495)**	(14,997)
Net debt	**79,111**	66,570
Equity attributable to the owners of the Company	**58,517**	58,174
Net gearing ratio	**135%**	114%

38. Dividends

No dividend was proposed for the financial years ended 31 December 2017 and 2016.

39. Authorisation of financial statements

The financial statements for the financial year ended 31 December 2017 were authorised for issue in accordance with a resolution of the directors on 27 March 2018.

STATISTICS OF SHAREHOLDINGS

AS AT 14 MARCH 2018

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	19	2.82	182	0.00
100 – 1,000	20	2.96	13,934	0.01
1,001 – 10,000	150	22.22	1,174,118	0.45
10,001 – 1,000,000	459	68.00	40,430,746	15.36
1,000,001 AND ABOVE	27	4.00	221,478,820	84.18
TOTAL	**675**	**100.00**	**263,097,800**	**100.00**

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	ANG AH NUI	77,571,819	29.48
2	CGS-CIMB SECURITIES (SINGAPORE) PTE. LTD.	45,809,010	17.41
3	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	18,706,800	7.11
4	SAMSU	12,000,000	4.56
5	OH KENG LIM	10,159,996	3.86
6	OH LIAN LING	7,238,487	2.75
7	OH KOON SUN	7,205,378	2.74
8	ANG JUI KHOON	5,403,900	2.05
9	ONG SOH HOON	4,000,000	1.52
10	ONG LYE BENG	3,344,024	1.27
11	PHILLIP SECURITIES PTE LTD	3,117,810	1.19
12	YEO SEE TEE	3,000,000	1.14
13	HARRY OH TUAY KEE	2,966,000	1.13
14	MAYBANK KIM ENG SECURITIES PTE. LTD.	2,511,600	0.95
15	AW KIM BENG	2,323,000	0.88
16	LIM PANG HERN	1,894,000	0.72
17	TEE SWEE KHENG	1,758,196	0.67
18	LAU KOI FONG @ LAU THIM THAI	1,580,800	0.60
19	TAN TONG GUAN	1,400,000	0.53
20	CITIBANK NOMINEES SINGAPORE PTE LTD	1,375,000	0.52
	TOTAL	**213,365,820**	**81.08**

There were 94 holders of less than a marketable parcel of shares.

STATISTICS OF SHAREHOLDINGS

AS AT 14 MARCH 2018

SUBSTANTIAL SHAREHOLDERS

(as recorded in the Register of Substantial Shareholders as at 14 March 2018)

Name of Substantial Shareholder	Direct Interest	%	Deemed Interest	%
ANG AH NUI	77,571,819	29.48	45,000,000[(1)]	17.10
ANG SIN LIU	320,000	0.12	18,340,800[(2)]	6.97
SAMSU	16,000,000	6.08	–	–

Notes:

(1) 45,000,000 shares in the capital of the Company are held by a nominee.

(2) 18,340,800 shares in the capital of the Company are held by a nominee.

NOTICE OF ANNUAL GENERAL MEETING

KOON HOLDINGS LIMITED (Company)

(Company Registration No 200303284M)
(ARBN 105 734 709)

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting of the Company will be held at 48 Boon Lay Way, Singapore 609961, The Chevrons, Hibiscus Room 1 on Level 1, on Wednesday, 25 April 2018 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Accounts for the financial year ended 31 December 2017 together with the Directors' Statement and the Auditor's Report of the Company. (Resolution 1)

2. To re-elect Mr Ang Ah Nui who is retiring under Article 91 of the Company's Constitution. (Resolution 2)

   Mr Ang Ah Nui will, upon re-election as a Director of the Company, remain a member of the Remuneration Committee

3. To re-elect Mr Oh Keng Lim who is retiring under Article 91 of the Company's Constitution. (Resolution 3)

4. To re-elect Ms Heather Chong who is retiring under Article 91 of the Company's Constitution. (Resolution 4)

   Ms Heather Chong will, upon re-election as a Director of the Company, remain Chairman of the Audit and Risk Committee and a member of the Nomination Committee.

5. To approve Directors' fees of S$270,000 for the financial year ended 31 December 2017. (Resolution 5)

6. To re-appoint Ernst & Young LLP as the Company's Auditor and to authorise the Directors to fix their remuneration. (Resolution 6)

7. To transact any other business that may be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass each of the following resolutions as an Ordinary Resolution, with or without modifications:

8. *"That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors to allot and issue:* (Resolution 7)

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

   (ii) convertible securities; or

   (iii) additional convertible securities arising from adjustments made to the number of convertible securities previously issued in the event of rights, bonus or capitalisation issues; or

   (iv) shares arising from the conversion of convertible securities in (ii) and (iii) above,

NOTICE OF ANNUAL GENERAL MEETING

at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of equity securities to be issued pursuant to this Resolution does not:

(a) exceed fifty per cent (50%) of the total number of issued shares excluding treasury shares as at the date of this Resolution;

(b) exceed such other limit as may be prescribed by ASX Listing Rule 7.1, which generally provides that the Company must not issue or agree to issue more than fifteen per cent (15%) of the total number of ordinary securities on issue 12 months before the issue date or date of agreement to issue, without shareholder approval (unless the equity securities are issued on a pro-rata basis to shareholders of the Company or are issued under an exception set out in ASX Listing Rule 7.2); or

(c) exceed such other limit as may be prescribed by the listing rules of the Singapore Exchange Securities Trading Limited and the ASX Listing Rules.

Unless revoked or reduced by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

For the purpose of determining the aggregate number of shares that may be issued pursuant to this Resolution, the percentage of the total number of issued shares excluding treasury shares is based on the total number of issued shares excluding treasury shares at the date of this Resolution after adjusting for new shares arising from the conversion or exercise of any convertible securities or employee stock options in issue as at the date of this Resolution and any subsequent consolidation or subdivision of the Company's shares."

See Explanatory Note (i)

9.

9A *"That, in accordance with ASX Listing Rule 10.14 and for all other purposes, the Board of Directors of the Company be and is hereby authorised:* (Resolution 8A)

(a) to grant awards ("Awards") to Mr Yuen Kai Wing in accordance with the provisions of the Koon Holdings Employee Performance Share Plan ("Koon EPSP");

(b) pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the grant of Awards to Mr Yuen Kai Wing under the Koon EPSP; and

(c) in the event a share buyback mandate is subsequently approved by the shareholders, to apply any shares purchased under the share buyback mandate toward the satisfaction of Awards granted to Mr Yuen Kai Wing under the Koon EPSP (provided that the aggregate number of shares available under the Koon EPSP shall not exceed five per cent (5%) of the total issued share capital of the Company from time to time)."

NOTICE OF ANNUAL GENERAL MEETING

9B *"That, in accordance with ASX Listing Rule 10.14 and for all other purposes, the Board of Directors of the Company be and is hereby authorised:* (Resolution 8B)

(d) to grant awards ("Awards") to Mr Oh Keng Lim in accordance with the provisions of the Koon EPSP;

(e) pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the grant of Awards to Mr Oh Keng Lim under the Koon EPSP; and

(f) in the event a share buyback mandate is subsequently approved by the shareholders, to apply any shares purchased under the share buyback mandate toward the satisfaction of Awards granted to Mr Oh Keng Lim under the Koon EPSP (provided that the aggregate number of shares available under the Koon EPSP shall not exceed five per cent (5%) of the total issued share capital of the Company from time to time)."

9C "That, in accordance with ASX Listing Rule 10.14 and for all other purposes, the Board of Directors of the Company be and is hereby authorised: (Resolution 8C)

(g) to grant awards ("Awards") to Mr Oh Koon Sun in accordance with the provisions of the Koon EPSP;

(h) pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the grant of Awards to Mr Oh Koon Sun under the Koon EPSP; and

(i) in the event a share buyback mandate is subsequently approved by the shareholders, to apply any shares purchased under the share buyback mandate toward the satisfaction of Awards granted to Mr Oh Koon Sun under the Koon EPSP (provided that the aggregate number of shares available under the Koon EPSP shall not exceed five per cent (5%) of the total issued share capital of the Company from time to time)."

9D "That the Board of Directors of the Company be and is hereby authorised: (Resolution 8D)

(a) (other than in respect of Mr Yuen Kai Wing, Mr Oh Keng Lim and Mr Oh Koon Sun) to grant Awards in accordance with the provisions of the Koon EPSP");

(b) pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the grant of Awards (other than in respect of Mr Yuen Kai Wing, Mr Oh Keng Lim and Mr Oh Koon Sun) under the Koon EPSP; and

(c) in the event a share buyback mandate is subsequently approved by the shareholders, to apply any shares purchased under the share buyback mandate toward the satisfaction of Awards granted (other than in respect of Mr Yuen Kai Wing, Mr Oh Keng Lim and Mr Oh Koon Sun) under the Koon EPSP (provided that the aggregate number of shares available under the Koon EPSP shall not exceed five per cent (5%) of the total issued share capital of the Company from time to time)."

NOTICE OF ANNUAL GENERAL MEETING

Voting exclusion applicable to Resolutions 8A, 8B, 8C and 8D:

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- any director of the Company who is eligible to participate in the Koon EPSP in respect of which the approval is sought, namely Mr Yuen Kai Wing, Mr Oh Keng Lim and Mr Oh Koon Sun; and

- an associate of those persons.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

See Explanatory Note (ii)

By Order of the Board

Ong Beng Hong/Tan Swee Gek
Joint Company Secretaries

10 April 2018

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

(i) **Resolution 7**

The Ordinary Resolution proposed in item 8 above, if passed, will empower the Directors from the passing of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company up to an amount not exceeding, in total, 50% of the issued share capital of the Company at the time of passing of this resolution. However, ASX Listing Rule 7.1 generally provides that, the Company must not issue or agree to issue more than fifteen per cent (15%) of the total number of ordinary securities on issue 12 months before the issue date or date of agreement to issue, without shareholder approval (unless the equity securities are issued on a pro-rata basis to shareholders of the Company or are issued under an exception set out in ASX Listing Rule 7.2).

(ii) **Resolution 8**

Background

The Ordinary Resolution proposed in item 9 above, if passed, will authorise the Directors to grant the award of shares in accordance with the provisions of the Koon EPSP and pursuant to ASX Listing Rule 10.14 and Section 161 of the Companies Act, Cap 50, to allot and issue shares under the Koon EPSP.

The Koon EPSP extends to participation by Directors of the Company.

The Company is seeking shareholder approval under ASX Listing Rule 10.14 to issue shares under the Koon EPSP to executive Directors.

ASX Listing Rules

ASX Listing Rule 10.14 provides that a company must not permit a director or any of his associates to acquire securities under an employee incentive scheme without the approval of shareholders.

ASX Listing Rule 10.15A disclosure

Listing Rule 10.15A permits a company to issue securities to related parties under an employee incentive scheme up to three years after the date of the approval.

Pursuant to ASX Listing Rule 10.15A, the following information is provided regarding ASX Listing Rule 10.14 approval:

(a) **ASX Listing Rule 10.15A.1:** *If the person is not a director, details of the relationship between the person and the director*

Not applicable. Mr Yuen Kai Wing, Mr Oh Keng Lim, Mr Oh Koon Sun are all currently executive Directors of the Company.

(b) **ASX Listing Rule 10.15A.2:** *Maximum number of securities to be issued to the person and formula for calculating number of securities to be issued*

The maximum number of securities to be issued under the Koon EPSP is 13,154,890 shares. This has been calculated through multiplying the total number of ordinary shares on issue as at the date of this notice being 263,097,800 shares by 5%. The total number of shares which may be granted under the Koon EPSP shall not exceed 5% of the issued ordinary shares of the Company on the day preceding the relevant date of award.

The maximum number of securities to be issued under the Koon EPSP to each director eligible to participate is to be determined by Koon's remuneration committee, as follows:

8A: Mr Yuen Kai Wing – 13,154,890 shares less any other shares issued to any other person under the Koon EPSP
8B: Mr Oh Keng Lim – 13,154,890 shares less any other shares issued to any other person under the Koon EPSP
8C: Mr Oh Koon Sun – 13,154,890 shares less any other shares issued to any other person under the Koon EPSP

For the avoidance of doubt, the maximum total of shares issuable under the Koon EPSP in aggregate is 13,154,890 shares. Accordingly, the issue of shares to one participant in the Koon EPSP reduces the maximum total of shares issuable to other participants.

The maximum number of shares to be issued to each eligible director is not able to be determined at the date of this notice of meeting. Subject to the terms of the Koon EPSP, the selection of a participant and the aggregate number of shares which are the subject of each award to be granted to a participant in accordance with the Koon EPSP shall be determined at the sole and absolute discretion of the Company's Remuneration Committee, who shall take into account criteria such as inter alia, the participant's rank, length of service, achievements, job performance and potential for future development, his contribution to the success and development of the Company and its subsidiaries and the extent of effort and resourcefulness required to achieve the performance target(s) within the performance period. The performance targets will be set by the Company's Remuneration Committee depending on each individual participant's job scope and responsibilities.

NOTICE OF ANNUAL GENERAL MEETING

(c) **ASX Listing Rule 10.15A.3:** *Price of the securities, including the formula for calculating price*

The shares are issued for nil cash consideration to participants under the Koon EPSP.

(d) **ASX Listing Rule 10.15A.4:** *Names of all persons who received securities under the scheme since the last approval, the number of securities received and price of each security*

Nil shares were issued since the date of the last approval.

(e) **ASX Listing Rule 10.15A.5:** *Names of all eligible executive Directors entitled to participate in the scheme*

Mr Yuen Kai Wing, Mr Oh Keng Lim and Mr Oh Koon Sun.

(f) **ASX Listing Rule 10.15A.6:** *A voting exclusion statement*

A voting exclusion statement is included in the notice under item 9.

(g) **ASX Listing Rule 10.15A.7:** *Terms of any loan in relation to the acquisition of securities*

There are no loans.

(h) **ASX Listing Rule 10.15A.8:** *Statement*

Details of any shares issued under the Koon EPSP will be published in each annual report of the Company relating to a period in which shares have been issued, and that approval for the issue of the shares was obtained under ASX Listing Rule 10.14.

Any additional persons who become entitled to participate in the Koon EPSP after this resolution is approved and who were not named in this notice will not participate until approval is obtained under ASX Listing Rule 10.14.

(i) **ASX Listing Rule 10.15A.9:** *Date by which securities will be issued*

If shareholders approve this resolution, the issue and allotment of the shares to Mr Yuen Kai Wing, Mr Oh Keng Lim and Mr Oh Koon Sun, will occur no later than three years after the date of this Annual General Meeting.

Notes:

1. Except for a member who is a relevant intermediary (as defined under the Companies Act, Cap. 50), a member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies (not more than two) to attend and vote on his/her behalf. A member of the Company who is a relevant intermediary may appoint more than two proxies to attend and vote at the Annual General Meeting, but such proxies must be appointed to exercise the rights attached to a specified number of shares. A proxy need not be a member of the Company.

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

3. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 11 Sixth Lok Yang Road, Singapore 628109 at least 48 hours before the time fixed for the Annual General Meeting. A Depositor's name must appear in the Depository Register maintained by the Central Depository (Pte) Limited not less than 72 hours before the time appointed for the holding of the Annual General Meeting in order for him to be entitled to vote at the Annual General Meeting.

Personal Data Privacy:

By attending the Annual General Meeting and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

PROXY FORM FOR MEMBERS WHO HOLD SHARES THROUGH THE CENTRAL DEPOSITORY (PTE) LIMITED (CDP) OR HAVE SHARES REGISTERED IN THEIR NAMES IN THE REGISTER OF MEMBERS OF KOON HOLDINGS LIMITED.

Koon Holdings Limited

(Incorporated in the Republic of Singapore)

Company Registration No. 200303284M, ARBN 105 734 709

I/We ______________________________ (Name)

of ______________________________ (Address)

being a member/members of Koon Holdings Limited (the "**Company**") hereby appoint

Name	Address	NRIC/Passport Number	Proportion of my/our Shareholding (%)	
			No. of shares	%

and/or (delete as appropriate)

Name	Address	NRIC/Passport Number	Proportion of my/our Shareholding (%)	
			No. of shares	%

or failing him/her, the Chairman of the Fifteenth Annual General Meeting of the Company ("**AGM**") as my/our proxy/proxies to vote for me/us on my/our behalf at the AGM, to be held at 48 Boon Lay Way, Singapore 609961, The Chevrons, Hibiscus Room 1 on Level 1, on Wednesday, 25 April 2018 at 10.00 am, and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions to be proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the Meeting.

No.	Resolutions Relating To:	For	Against
	Ordinary Business		
1.	Adoption of Accounts, Directors' Statement and Auditor's Report		
2.	Re-election of Mr Ang Ah Nui		
3.	Re-election of Mr Oh Keng Lim		
4.	Re-election of Ms Heather Chong		
5.	Approval of Directors' Fees		
6.	Re-appointment of Ernst & Young LLP as Auditor		
	Special Business		
7.	Authority to allot and issue new shares		
8A.	Authority to grant awards under the Koon Holdings Employee Performance Share Plan to Mr Yuen Kai Wing		
8B.	Authority to grant awards under the Koon Holdings Employee Performance Share Plan to Mr Oh Keng Lim		
8C.	Authority to grant awards under the Koon Holdings Employee Performance Share Plan to Mr Oh Koon Sun		
8D.	Authority to grant awards under the Koon Holdings Employee Performance Share Plan other than to Mr Yuen Kai Wing, Mr Oh Keng Lim and Mr Oh Koon Sun		

(Please indicate with a cross [X] in the space provided whether you wish your vote to be cast for or against the Resolutions as set out in the Notice of the Meeting.)

Dated this __________ day of __________________ 2018

Total number of Shares held

____

Signature of Shareholder(s) or Common Seal

Important: Please read notes overleaf

Notes:

1. The proxy form set out overleaf is to be used ONLY by members who hold shares through The Central Depository (Pte) Limited (CDP) or have shares registered in their names in the Register of Members of the Company. If you hold shares through CHESS Depositary Nominees Pty Ltd, please use the CDI Voting Instruction Form designated for members who hold shares through CHESS Depositary Nominees Pty Ltd.

2. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Cap. 289), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares registered in your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.

3. Except for a member who is a relevant intermediary (as defined under Section 181(6) of the Companies Act, Cap. 50), a member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or two proxies to attend and vote in his stead. A member of the Company who is a relevant intermediary may appoint more than two proxies to attend and vote at the Annual General Meeting, but such proxies must be appointed to exercise the rights attached to a specified number of shares.

4. Where a member who is not a relevant intermediary appoints more than one proxy, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy. Where a member who is a relevant intermediary appoints two or more proxies, the appointments shall be invalid unless the number and class of shares in relation to which each proxy has been appointed is specified in the proxy form.

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

6. The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 11 Sixth Lok Yang Road, Singapore 628109, not less than 48 hours before the time set for the Annual General Meeting.

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

8. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter of power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy; failing which the instrument may be treated as invalid.

9. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of shares entered in the Depository Register, the Company may reject a Proxy Form if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Annual General Meeting, as certified by the Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By attending the Annual General Meeting and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting.

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昆控股有限公司
KOON HOLDINGS LIMITED

Company Registration No. 200303284M
ARBN 105 734 709
11 Sixth Lok Yang Road
Singapore 628109
Tel: (65) 6261 5788 • Fax: (65) 6266 0117
Website: www.koon.com.sg
Email: feedback@koon.com.sg