

Maxi-Cash 大興當

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Gift Squad
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188



 **Maxi-Cash 大興當**

MAXI-CASH FINANCIAL SERVICES CORPORATION LTD

ANNUAL REPORT 2018

CORPORATE INFORMATION

BOARD OF DIRECTORS

Koh Wee Seng
(Non-Executive Chairman)
Ng Leok Cheng
(Chief Executive Officer)
Koh Lee Hwee
(Non-Executive Director)
Ko Lee Meng
(Non-Executive Director)
Tan Keh Yan, Peter
(Lead Independent Director)
Lee Sai Sing
(Independent Director)
Goh Bee Leong
(Independent Director)
Tan Soo Kiang
(Independent Director)

COMPANY SECRETARIES

Lim Swee Ann (CPA, ACIS)
Janet Tan, LLB (Hons)

REGISTERED OFFICE

80 Raffles Place
#32-01 UOB Plaza 1
Singapore 048624
Tel: +65 6225 2626
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SHARE REGISTRAR

B.A.C.S. Private Limited
8 Robinson Road #03-00
ASO Building
Singapore 048544

SPONSOR

SAC Capital Private Limited
1 Robinson Road #21-00
AIA Tower
Singapore 048542

AUDITOR

Ernst & Young LLP
One Raffles Quay
North Tower Level 18
Singapore 048583

Partner-in-charge
Ho Shyan Yan
(Chartered Accountant, a member
of the Institute of Singapore
Chartered Accountants)
(Since the financial year ended 31
December 2016)

PRINCIPAL BANKERS

United Overseas Bank Limited
DBS Bank Ltd.
CIMB Bank Berhad
Oversea-Chinese Banking
Corporation Limited
Hong Leong Finance Limited

This annual report has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), SAC Capital Private Limited, for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Sponsor has not independently verified the contents of this annual report. This annual report has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this annual report, including the correctness of any of the statements or opinions made, or reports contained in this annual report.

The contact person for the Sponsor is Mr Ong Hwee Li, SAC Capital Private Limited, at 1 Robinson Road #21-00 AIA Tower Singapore 048542, telephone (65) 6232-3210.

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MESSAGE FROM NON-EXECUTIVE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

DEAR SHAREHOLDERS

On behalf of the Board of Directors, we are pleased to present to you Maxi-Cash Financial Services Corporation Ltd's annual report for the financial year ended 31 December 2018 ("FY2018").

The Group faced considerable challenges during the period under review stemming from ongoing trade tensions between the United States and China, coupled with fluctuating gold prices, consumer sentiments and keen competition within the industry. Notwithstanding these events, the Group remained resilient by executing strategic initiatives which enabled it to better position its brand and enhance its performance.

In FY2018, the Group was able to deliver a revenue increase of 5.6% to a record high of \$203.7 million as compared to a revenue of \$192.9 million in the financial year ended 31 December 2017 ("FY2017"). The increase was mainly attributable to higher interest income from the pawnbroking business, as well as higher sales from the retail and trading of LuxeSTYLE branded merchandise, pre-owned and new jewellery. The increase was also due to contribution from the Group's secured lending business. On a segmental basis, revenue contribution from the pawnbroking business rose by 4.8% mainly due to higher interest income from its growing pledge book. Revenue from the retail and trading of jewellery and branded merchandise business reported a 1.2% increase.

As at 31 December 2018, equity attributable to owners of the Company amounted to \$140.1 million, which is an increase of 9.1%, as compared to \$128.4 million as at

31 December 2017. The increase was mainly due to the increase in share capital, which was attributable to the issuance of 87,125,632 new ordinary shares pursuant to the Rights Issue in January 2018 and 36,550,676 new ordinary shares under the scrip dividend scheme in July 2018. Meanwhile, the decrease in other reserves was mainly due to net loss in fair value change on debt and equity instruments at fair value through other comprehensive income and reserve on acquisition of a subsidiary. Net asset value per ordinary share stood at 13.54 cents as at 31 December 2018, as compared to 14.10 cents as at 31 December 2017.

The Group's cash position remained healthy as it increased to \$21.8 million as at 31 December 2018 as compared to \$17.7 million as at 31 December 2017.

The Group has proposed a final dividend of 0.35 cents per ordinary share subject to shareholders' approval at the forthcoming annual general meeting of the Company. In addition to this, the Group paid an interim dividend of 0.6 cents per ordinary share, bringing the total dividend declared in FY2018 to 0.95 cents per ordinary share.

STRATEGICALLY ADVANCING INTO 2019

The pawnbroking and retail industry has remained dynamic over the past few years, with trends and shifts within the market that offered both challenges and opportunities for the Group. We believe that to successfully adapt to the ever-changing landscape, it is necessary to constantly develop and expand our product range and services to cater to the evolving needs of existing and potential customers.



MESSAGE FROM NON-EXECUTIVE CHAIRMAN
AND CHIEF EXECUTIVE OFFICER
(continued)

To stay ahead of the competition, we focused on strengthening our digital foundation and making inroads on our online platforms. As the first pawnbroking chain in Singapore to pioneer online interest payment services, Maxi-Cash continued to innovate and improve its digital services. The Group is keen on embracing this new technology trend and will work towards further optimising its operational efficiency and maximising convenience for its customers.

The ongoing uncertainties in the global economy are likely to have an impact on the growth of the countries that the Group has operations in. Along with factors such as rising interest rates, higher operating costs, volatile gold prices, fluctuating exchange rates and intense competition, the Group expects a challenging period ahead. To move forward through these uncertain economic conditions, we will remain committed to building our core capabilities that foster growth and sustainable value. We will continue to break new ground and venture into markets outside of Singapore, as well as explore products and services that will benefit our expanding clientele base.

COMMUNITY ENGAGEMENT

As part of its corporate culture and values, Maxi-Cash aims to enhance and enrich society by playing a proactive role in addressing the needs of the local community. This is reflected in the numerous campaigns and programmes that the Group has initiated through the years. We strongly believe that such activities pave the way for long-term development of both our enterprise and society as a whole.

The spirit of volunteerism and philanthropy is persistent within the Group, as our employees have actively participated in various charitable efforts while promoting worthy causes that support the less privileged.

ACKNOWLEDGEMENTS

On behalf of the Board, we would like to take this opportunity to express our appreciation to our shareholders, business partners, associates and customers for their long-standing support and confidence in the Group. I would also like to convey my thanks to our directors, the management and staff for their invaluable contributions and dedication in building on our achievements and sustaining our direction towards the years ahead.

KOH WEE SENG

Non-Executive Chairman

NG LEOK CHENG

Chief Executive Officer



BUSINESS REVIEW



PAWNBROKING BUSINESS

For FY2018, revenue from the Group's pawnbroking business increased by 4.8% to \$41.1 million as compared to \$39.2 million in the preceding year. Profit after tax for this business segment was up 6.3% amounting to a total of \$8.4 million in FY2018 as compared to \$7.9 million in FY2017.

We strive to maintain our leading position as the largest pawnshop chain in Singapore by continually enhancing our presence. At present, the Group operates a pawnshop comprising of 44 outlets in shopping malls, heartland neighbourhoods and MRT stations to provide maximum convenience to our customers.

With reliability, quality and transparency as the hallmarks of our pawnbroking services, the Group will pursue new approaches to modernise its business. In line with this, our retail outlets will continue to be upgraded and enhanced for customers to enjoy the convenience and efficiency that Maxi-Cash is known for.





RETAIL AND TRADING OF JEWELLERY AND BRANDED MERCHANDISE

The Group's retail and trading of pre-owned jewellery, watches, branded bags, and "LeGold" jewellery segment turned in a revenue of \$153.6 million in FY2018, a 1.2% increase from \$151.8 million in the previous year.

Recognising this strong demand for luxury goods, the Group organised Singapore's first pre-owned timepiece festival, **FACES OF TIME**, held from 28 to 30 September 2018 at the Suntec Convention Centre. The event provided new and seasoned watch collectors a platform to share their expertise and knowledge on the various make, brands and models of watches.

The three-day event attracted around 5,000 watch aficionados and featured vintage, discontinued, limited edition and highly sought-after watches, pre-owned branded bags and jewellery. Close to 800 timepieces across 31 different brands were on display for the public.

FACES OF TIME also featured other events such as Vintage Showcase, where limited edition, rare and vintage pieces were on display for watch lovers to examine or bid. *Time: Uncover the Evolution*, an exhibit which chronicled the history of time; *Watch Works*, where our skilled technicians examined and inspected watches for authenticity and maintenance; *Expert Perspectives*, which Singapore Watch Club founder Tom Chng shared insights on watch investment and collection and *Collective Auction*.



RETAIL AND TRADING OF JEWELLERY AND BRANDED MERCHANDISE (continued)

The positive reception of the Group's inaugural timepiece event from the general public was a clear testament to the growing interest for quality and high-end timepieces. As consumers continue to show strong appreciation for luxury watches, we intend to expand our product offering and will also consider holding similar events in the future.

The event also marked the Singapore debut of Jeweler, an international luxury jewellery brand. Jeweler featured their exquisite golden pearls cultivated from the South China Sea, which are exclusively available at selected Maxi-Cash outlets.

MONEY LENDING

Following its launch last year, the Group's secured lending business registered a revenue of S\$8.9 million in FY2018, which is a significant increase of 368.4% from S\$1.9 million in FY2017. The entry into this business segment, which includes secured lending to corporations, has provided the Group with positive contributions in its revenue stream.





BOARD OF DIRECTORS

KOH WEE SENG

is our Non-Executive Chairman. He is also the president and CEO of Aspial Corporation Limited (“Aspial”), its subsidiaries and associated companies (“Aspial Group”) and is responsible for the strategic planning, overall management and business development of Aspial Group. Since late 1994 when the new management led by him took over the reins, Aspial Group has overcome the challenges posed by changing consumer demand by implementing wide ranging and fundamental changes in its jewellery business. Mr Koh has also successfully led Aspial’s diversification into the real estate and financial service businesses. Mr Koh holds a Bachelor degree in Business Administration from the National University of Singapore.

NG LEOK CHENG

was appointed Chief Executive Officer of the Group on 5 January 2015 and he oversees the overall management and business development of our Group. Mr Ng has been an Independent Director of the Group since April 2012 and has held the positions of Chairman of the Remuneration and Nominating Committees as well as member of the Audit Committee. He began his career with Kuwait Asia Bank as a Credit Officer in 1985. Between 1986 and 1989, he was with the credit and marketing division of United Overseas Bank as an Assistant Manager. He then joined ABN Bank as a Relationship Manager in 1989 before leaving to take up a similar position with Generale Bank in the same year. In 1990, he took up the position of Director (Corporate Banking) with American Express bank, a position he held for three years until 1993. From 1993 to 2014, he was a Director of Datapulse Technology Limited, a company listed on the mainboard of the SGX-ST. Mr Ng also sits as an Independent Director on the board of TT International Limited, a company listed on the mainboard of the SGX-ST. Mr Ng holds a Bachelor degree in Business Administration (Honours) from the National University of Singapore.

KOH LEE HWEE

was our CEO since the Group’s listing on the Singapore bourse in 2012. Mdm Koh stepped down from the position on 5 January 2015 and remained as an Executive Director of the Company. She was re-designated as a Non-Executive Director of the Company on 5 August 2015. Prior to her appointment as the CEO of our Group, Mdm Koh was the Vice President (Manufacturing) / Executive Director of Aspial, where she oversaw and spearheaded the growth of Aspial’s jewellery manufacturing division and was responsible for the overall production plans, technology, management and development of Aspial’s jewellery production. Mdm Koh has more than 20 years of experience in the jewellery industry before joining the Company. Mdm Koh holds a Bachelor degree in Arts from the National University of Singapore.

KO LEE MENG

was appointed as our Non-Executive Director on 28 July 2008. Mdm Ko has accumulated more than 25 years of experience in the jewellery industry. Mdm Ko helped to set up the merchandising team for our Company when it was incorporated in 2008. Mdm Ko is currently a Non-Executive Director of Aspial and also the Executive Director, Deputy Chairman and CEO of Global Premium Hotels Limited. Mdm Ko holds a Bachelor degree in Arts from the National University of Singapore.

TAN KEH YAN, PETER

is our Lead Independent Director. Between 1972 and 2003, he was employed by DBS Bank Ltd and last held the position of Managing Director of Enterprise Banking at DBS Bank Singapore. In early 2004, he joined Redwood Capital Pte Ltd, a wealth management and advisory firm as its Managing Director until 2005 when he left the company. Mr Tan sits as an Independent Director on the boards of two other companies listed on the SGX-ST, namely Asia Enterprises Holding Limited and Sin Heng Heavy Machinery Limited. Mr Tan graduated with a Bachelor of Science degree (Honours) from the University of Singapore in 1972 and from the University of California, Los Angeles, with a Master of Business Administration in 1985.

LEE SAI SING

is our Independent Director. He is presently the Executive Director of Maxi-Harvest Group Pte. Ltd. which focuses on investments in South East Asia. Mr Lee has extensive experience in investing in unlisted and listed Asian equities. He is also involved in advising corporations in restructurings pre-initial public offerings and initial public offerings. Mr Lee had worked in the fund management industry for many years in major financial institutions like Government of Singapore Investment Corp, BNPParibas Private Bank and Maybank-Kim Eng. Mr Lee graduated with a Bachelor degree in Applied Science (Computer Engineering) from Nanyang Technological University in 1995.

GOH BEE LEONG

was appointed as our Independent Director on 19 October 2015. She comes with 40 years of extensive experience in the healthcare industry. During this time, she has held several senior management positions across diversified functions. These include manufacturing, quality control, product development and marketing of generic pharmaceuticals. Ms Goh has been with Haw Par Healthcare Limited since 2003 and is currently serving as its General Manager (Manufacturing) and Director. Ms Goh holds a Bachelor of Science (Pharmacy) from the National University of Singapore.

TAN SOO KIANG

was appointed as our Independent Director on 12 July 2016. Mr Tan brings to the Board over 40 years of experience in legal practice and has held various appointments in the legal and judicial branch of the Legal Service before entering private practice in 1992. He joined Messrs Wee Swee Teow & Company as a Partner and his areas of practice encompassed general commercial, civil and criminal litigation, corporate and banking litigation, construction litigation, trusts, property litigation and professional negligence litigation. Mr Tan retired from law practice in 2015. He has also been an active volunteer in social and community services for many years for which he was awarded the Public Service Medal in 2007 and the Public Service Star in 2013. Mr Tan has held various appointments and directorships through the years, including serving as Principal member, panel of mediators of the Singapore Mediation Centre; Chairman, Institutional and Disciplinary Advisory Committee / Discipline Advisory Committee for Prison Service under Ministry of Home Affairs; Independent Director of Pertama Holdings Pte. Ltd.; Independent Director of Singapore Pools (Private) Limited; Independent Director of All Elite Security Pte. Ltd.; Independent Director of COGES Asia Pte. Ltd.; Board Member, St Andrew's Mission Hospital Board; Chairman, St Andrew's Autism Centre and St Andrew's Autism School; Chairman, St Andrew's Junior College Board of Governors; and Deputy Chairman, St Andrew School Board of Governors. Mr Tan graduated from the University of Singapore with a Bachelor of Laws (Honours) degree and was admitted as Advocate and Solicitor of the Supreme Court of Singapore in 1977.

KEY MANAGEMENT

YEO YEN PHING

is our Assistant Finance Director and is responsible for the overall accounting and finance functions of our Group. Since our establishment, she has overseen and has been responsible for the implementation of financial policies, the coordination and maintenance of our Group's accounting and internal control systems, budgeting, analysis of financial and accounting information, financial forecasts and compliance with audit and statutory requirements. Mdm Yeo joined Aspial in 2006 as an Assistant Finance Manager and rose to the rank of Senior Finance Manager in 2010. Subsequently in 2012, Mdm Yeo was appointed as Group Senior Finance Manager of our Group and rose to the rank of Assistant Finance Director in 2015. Before joining Aspial Group in 2006, Mdm Yeo was an Assistant Accountant at Lingo Technology Pte Ltd from 1990 to 1991 and a Senior Accountant with Keppel Land International Limited from 1991 to 2004. Mdm Yeo holds a Bachelor degree in Accountancy from the National University of Singapore and is a Chartered Accountant of Singapore.

CHUA WEE KIONG

Is our Group's Director for Regional Operations. His primary responsibilities are to implement and manage the operational processes cum procedures and to ensure the growth of our pawnshops and retail outlets overseas. Mr Chua is also responsible for ensuring that they are compliant with our Group's policies and practices and with governmental regulatory aspects. He was an Executive with the Public Utility Board from 1990 to 1993 and was part of the pastoral staff at Faith Community Baptist Church between 1993 and 1999. From 1999 to 2003, he took on the role of Finance Executive at Faith Community Baptist Church. He also served as an Account Manager at Touch Community Services from 2000 to 2003 before going on to join AJI International as a Business Development Manager from 2004 to 2005. Prior to joining our Group in September 2008, Mr Chua was the General Manager at Goldin Enterprises Pte Ltd from 2005 to 2008, where he was responsible for its daily operational matters, maintenance of customer relationships and development of new businesses. Mr Chua holds a Bachelor degree in Arts from the National University of Singapore.

ENG SEOK CHENG MAGDALENE

is our Group's Assistant Brand Director and is in charge of brand management, planning, managing and implementing marketing strategies and brand budgets, and managing public relations and visual merchandising. Prior to joining our Group in 2009, Mdm Eng was with Aspial from 1999 to 2008, where she last held the position of Senior Brand Manager and was responsible for developing and implementing brand strategies and planning and reviewing budgets for Aspial Group. She left Aspial in July 2008 to take up the position of Marketing Manager at Montblanc Singapore, where she was responsible for the overall operations of Montblanc's wholesale and retail channels, establishing marketing plans, implementation of sales strategies, managing events and planning and reviewing budgetary matters. Mdm Eng holds a Bachelor degree in Science, Business Administration from the Oklahoma City University.

PHUA HUE TIAN

is our Group's Assistant Merchandising Director and is in charge of the inventory management team of our Group. She is also responsible for handling the product pricing and budget allocation at our retail outlets. Mdm Phua has accumulated more than 30 years of experience in the jewellery industry. Over the years, she has worked at various jewellery companies and was involved in the retailing, wholesaling and export of jewellery. She joined Poh Heng Jewellery as a Sales Executive in 1980 and was later promoted to Sales Manager. She then left Poh Heng Jewellery in 1985 and was a Sales Manager with Singapore Jewellery Industries from 1986 to 1991. She later took on the same role as Sales Manager with Siang Hoa Goldsmith from 1992 to 1998. Prior to joining our Group as our Senior Merchandising Manager in 2009, she was the Purchasing Manager at Aspial from 1999 to 2004 until she left to run her own jewellery business from 2005 to 2009.

CORPORATE SOCIAL RESPONSIBILITY



At Maxi-Cash, we believe that it is essential for organisations to cultivate a socially responsible corporate culture to address various concerns within the community. The holistic approach of integrating our business operations with community investments has been beneficial in creating corporate value for our stakeholders, business partners, customers and employees.

In achieving this shared commitment of building an inclusive community, Maxi-Cash continues to forge positive and strong relationships with local community groups and associations. These partnerships are rooted in the collective belief of making a difference in the lives of others while driving positive change in the community.

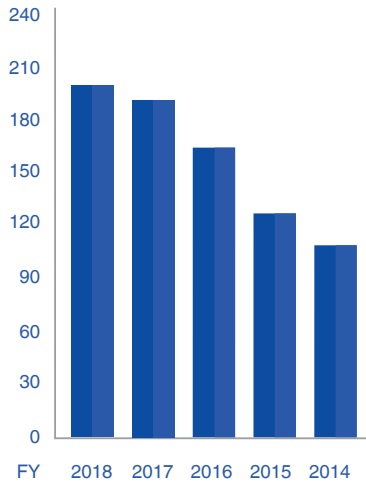


Through the years, we have spearheaded several charitable programmes for different beneficiaries such as SPD (formerly the Society for the Physically Disabled).

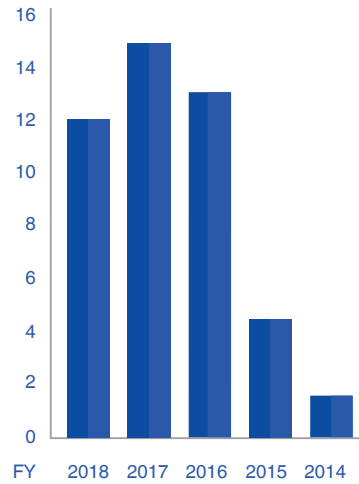
Our longstanding pledge to enrich the welfare of the community further extends to our employees who have actively taken part in our corporate social responsibility initiatives. For 2019, the Group will continue to raise awareness on the importance of community outreach and elevate the multi-faceted value of giving back to the society that each of us is a part of.

FINANCIAL HIGHLIGHTS

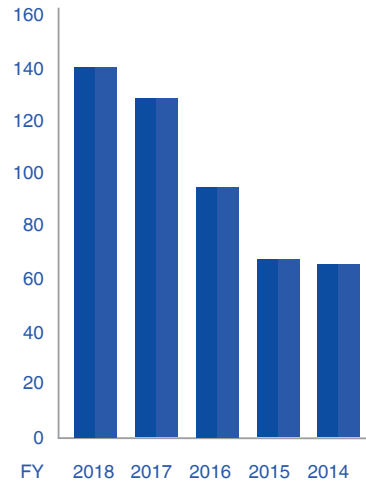
Revenue (\$ Million)



Profit Before Tax (\$ Million)



Net Asset Value (\$ Million)



Group's Financial Highlights

| | 2018 | 2017 | 2016 | 2015 | 2014 |
|----------------------------|---------|---------|---------|---------|---------|
| (\$'000) | | | | | |
| Revenue | 203,651 | 192,872 | 163,188 | 121,053 | 109,605 |
| Profit Before Tax | 12,066 | 14,957 | 13,149 | 4,335 | 1,804 |
| Profit After Tax | 10,485 | 13,362 | 11,450 | 3,910 | 1,856 |
| Total Equity | 141,147 | 129,342 | 96,622 | 67,491 | 64,706 |
| Net Asset Value | 140,127 | 128,425 | 95,812 | 66,782 | 64,064 |
| Earnings Per Share (cents) | 1.0 | 1.6 | 1.9 | 0.7 | 0.3 |

**CORPORATE
GOVERNANCE REPORT**

CORPORATE GOVERNANCE REPORT

Maxi-Cash Financial Services Corporation Ltd (the “**Company**” and together with its subsidiaries, the “**Group**”) is committed to observing and maintaining high standards of corporate governance with specific reference made to the principles and guidelines as set out in the Code of Corporate Governance 2012 (the “**Code**”). This report describes the Company’s corporate governance practices with specific references to the Code pursuant to Rule 710 of the Listing Manual Section B: Rules of Catalyst (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”).

The Board of Directors (the “**Board**” or “**Directors**”) is pleased to report that the Company has complied with the Code for the financial year ended 31 December 2018 (“**FY2018**”), except where otherwise explained. In areas where we have not complied with the Code, the Company will continue to assess its needs and implement appropriate measures accordingly. The revised Code of Corporate Governance was recently issued on 6 August 2018 (the “**2018 Code**”), with the aim to enhance board quality by strengthening board independence and diversity and encourage better engagement between companies and all stakeholders. The 2018 Code is effective for Annual Reports covering financial years commencing from 1 January 2019. The Group will outline its corporate governance practices and structures in place to comply with the 2018 Code, where appropriate, in the next Annual Report for the financial year ending 31 December 2019.

BOARD MATTERS (Principles 1, 2 and 3)

Principle 1: Every company should be headed by an effective Board to lead and control the company. The Board is collectively responsible for the long-term success of the company. The Board works with the management of the company (the “Management”) to achieve this objective and the Management remains accountable to the Board.

Principle 2: There should be a strong and independent element on the Board, which is able to exercise objective judgement on corporate affairs independently, in particular, from Management and 10% shareholders. No individual or small group of individuals should be allowed to dominate the Board’s decision-making.

Principle 3: There should be a clear division of responsibilities between the leadership of the Board and the executives responsible for managing the company’s business. No one individual should represent a considerable concentration of power.

THE BOARD’S CONDUCT OF AFFAIRS

The Board’s role is to:

- provide entrepreneurial leadership, set strategic directions, and ensure that the necessary financial and human resources are in place for the Group to meet its objectives;
- establish a framework of prudent and effective controls which enables risks to be assessed and managed;
- review the performance of the Management;
- set the Group’s corporate values and ensure that obligations to shareholders and other stakeholders are understood and met; and
- consider sustainability issues, e.g. environmental and social factors, as part of its strategic formulation.

The Company has adopted internal guidelines setting forth matters that require the Board’s approval and clear directions have also been given to the Management that the following matters must be approved by the Board under such guidelines:

- Quarterly results announcements;
- Annual results and accounts;
- Declaration of interim dividends and proposal for final dividends;
- Sustainability report;
- Convening of shareholders’ meetings;
- Authorisation of merger and acquisition transactions; and
- Authorisation of major transactions.

**CORPORATE
GOVERNANCE REPORT**
(continued)

THE BOARD'S CONDUCT OF AFFAIRS (continued)

All of the Directors have objectively discharged their duties and responsibilities at all times as fiduciaries in the interests of the Company. The Board has, without abdicating its responsibility, delegated certain matters to specialised committees of the Board. These committees include the Audit Committee (the "AC"), the Nominating Committee (the "NC") and the Remuneration Committee (the "RC") (collectively, the "Board Committees"). The Board Committees assist the Board in carrying out and discharging its duties and responsibilities efficiently and objectively. The majority of the members of the Board Committees, including the Chairman, are independent. The Board Committees function within clearly defined terms of references and operating procedures. The effectiveness of the Board is also reviewed by the Board on an annual basis.

For FY2018, the Board had met on a quarterly basis as warranted. Ad hoc meetings were also convened to discuss and deliberate on urgent substantive matters or issues. The constitution of the Company (the "Constitution") provides for the Board to convene meetings via telephone conferencing and video conferencing. The details of the number of Board and Board Committees meetings held in FY2018 and the attendance of each Director at those meetings are disclosed below:

| Name of Director | Board | | Audit Committee | | Nominating Committee | | Remuneration Committee | |
|--------------------|---------------------|-------------------------|---------------------|-------------------------|----------------------|-------------------------|------------------------|-------------------------|
| | No. of meeting held | No. of meeting attended | No. of meeting held | No. of meeting attended | No. of meeting held | No. of meeting attended | No. of meeting held | No. of meeting attended |
| Koh Wee Seng | 4 | 4 | 4 | 4 | 1 | 1 | 1 | 1 |
| Ng Leok Cheng | 4 | 4 | 4 | 4 | 1 | 1 | 1 | 1 |
| Koh Lee Hwee | 4 | 4 | 4 | 4 | 1 | 1 | 1 | 1 |
| Ko Lee Meng | 4 | 4 | 4 | 4 | 1 | 1 | 1 | 1 |
| Tan Keh Yan, Peter | 4 | 4 | 4 | 4 | 1 | 1 | 1 | 1 |
| Lee Sai Sing | 4 | 4 | 4 | 4 | 1 | 1 | 1 | 1 |
| Goh Bee Leong | 4 | 4 | 4 | 4 | 1 | 1 | 1 | 1 |
| Tan Soo Kiang | 4 | 4 | 4 | 4 | 1 | 1 | 1 | 1 |

While the Board considers Directors' attendance at Board meetings important, it should not be the only criterion to measure their contributions. The Board also takes into account the contributions by the Directors in other forms, including periodical reviews and the provision of guidance and advice on various matters relating to the Group.

Upon appointment of a new Director, the Company will provide a formal letter to the Director setting out, amongst others, his duties and obligations. Newly appointed Directors will be briefed on the Group's business, its strategic directions and corporate governance policies. Familiarisation visits can be organised, if necessary, to facilitate a better understanding of the Group's business operations. For newly appointed Directors who do not have prior experience as a director of a public listed company in Singapore, pursuant to the amended Rule 406(3)(a) of the Catalist Rules, which was revised to be consistent with the 2018 Code and effective from 1 January 2019, the Company will arrange for the SGX-ST's prescribed training courses organised by the Singapore Institute of Directors on the roles and responsibilities of a director of a listed company, or other training institutions in areas such as management, accounting, legal and industry-specific knowledge, where appropriate, in connection with their duties for the Directors.

Regular training, particularly on risk management, corporate governance and key changes in the relevant regulatory requirements and financial reporting standards, will be arranged and funded by the Company for all Directors, from time to time. During the period under review, Directors are provided with briefings and updates (i) on the developments in financial reporting and governance standards by the external auditors, Ernst & Young LLP; and (ii) on changes in the relevant laws and regulations pertaining to the Group's business and changing commercial risks and business conditions of the Group by the Management during the Board Committee meetings, so as to enable them to make well-informed decisions and to properly discharge their duties as the Board or Board Committee members. All Directors were updated on the 2018 Code which applies to the Annual Report covering financial years commencing from 1 January 2019, and some of the Directors had attended the courses conducted by Singapore Institute of Directors, such as Family Business Director Fundamentals.

**CORPORATE
GOVERNANCE REPORT**
(continued)

BOARD COMPOSITION AND GUIDANCE

As at 31 December 2018, the composition of the Board is as follows:

| Name and Age of Director | Appointment Position | Appointment Date | Re-election Date | Length of Service | Board Committee(s) Served on | Present and Past Directorships held in the Last Five (5) Years in Other Listed Companies | Academic and Professional Qualifications/ Experience |
|----------------------------------|--|-------------------------|-------------------------|--------------------------|--|---|--|
| Koh Wee Seng ⁽¹⁾ , 50 | Chairman and Non-Executive Director | 10 April 2008 | 26 April 2018 | 10 years 8 months | Nil | - Aspial Corporation Limited - AF Global Limited - World Class Global Limited | Bachelor of Business Administration, National University of Singapore |
| Ng Leok Cheng, 58 | Chief Executive Officer and Executive Director | 5 January 2015 | 28 April 2015 | 4 years | Nil | - Datapulse Technology Limited (past) - TT International Limited | Bachelor of Business Administration (Honours), National University of Singapore |
| Koh Lee Hwee ⁽¹⁾ , 52 | Non-Executive and Non-Independent Director | 10 April 2008 | 26 April 2017 | 10 years 8 months | - Nominating Committee | - Aspial Corporation Limited - World Class Global Limited | Bachelor of Arts, National University of Singapore |
| Ko Lee Meng ⁽¹⁾ , 57 | Non-Executive and Non-Independent Director | 28 July 2008 | 26 April 2017 | 10 years 5 months | - Audit Committee - Remuneration Committee | - Aspial Corporation Limited - Global Premium Hotels Limited (delisted since 2017) | Bachelor of Arts, National University of Singapore |
| Tan Keh Yan, Peter, 70 | Non-Executive and Lead Independent Director | 16 April 2012 | 27 April 2016 | 6 years 8 months | - Audit Committee (Chairman) - Nominating Committee - Remuneration Committee | - Asia Enterprises Holding Limited - Sin Heng Heavy Machinery Limited | Bachelor of Science (Honours), University of Singapore Master of Business Administration, University of California, Los Angeles |
| Lee Sai Sing, 47 | Non-Executive and Independent Director | 16 April 2012 | 26 April 2018 | 6 years 8 months | - Remuneration Committee (Chairman) - Nominating Committee - Audit Committee | - GS Holdings Limited (past) | Bachelor of Applied Science (Computer Engineering), Nanyang Technological University, Singapore |
| Goh Bee Leong, 64 | Non-Executive and Independent Director | 19 October 2015 | 26 April 2018 | 3 years 2 months | - Nominating Committee (Chairman) - Remuneration Committee - Audit Committee | Nil | Bachelor of Science (Pharmacy), University of Singapore |
| Tan Soo Kiang, 68 | Non-Executive and Independent Director | 12 July 2016 | 26 April 2017 | 2 years 5 months | - Nominating Committee - Remuneration Committee - Audit Committee | - UE E&C Ltd. (past) | Bachelor of Law (Honours), University of Singapore |

**CORPORATE
GOVERNANCE REPORT**
(continued)

BOARD COMPOSITION AND GUIDANCE (continued)

Note:

(1) Mr Koh Wee Seng, Ms Koh Lee Hwee and Ms Ko Lee Meng are siblings.

The Board has considered the present Board size and is satisfied that the current size facilitates effective decision-making and is appropriate for the nature and scope of the Group's operations.

In identifying the need for new directors, the Board's primary consideration is to ensure that the Board consists of an appropriate mix of members with complementary skills, core competencies and experience that could contribute effectively to the Group, regardless of gender.

To maintain or enhance the balance and diversity of the Board, the Board's composition is reviewed by the NC to ensure that the Board has the appropriate mix of expertise and experience. The NC is of the view that the current Board comprises persons whose diverse skills, experience and knowledge to the Company and provides a diversity of gender with five (5) male Directors and three (3) female Directors. The Board members also collectively possess the necessary core competencies such as accounting, finance, investment, business and management experience, corporate governance, industry knowledge and strategic planning experience for the effective functioning of the Board and an informed decision-making process.

The roles of the Chairman and the Chief Executive Officer are separate and distinct, each having their own areas of responsibilities.

The responsibilities of the Chairman include:

- leading the Board to ensure its effectiveness;
- setting agenda for Board meetings and ensuring adequate time for discussion;
- promoting openness and discussion during Board meetings;
- ensuring that Directors receive complete, adequate and timely information;
- ensuring effective communication with the shareholders;
- encouraging constructive relations within the Board and between the Board and the Management;
- facilitating effective contributions of the Non-Executive Directors; and
- promoting high standards of corporate governance.

The Company believes that a distinctive separation of responsibilities between the Chairman and the Chief Executive Officer will ensure an appropriate balance of power, increased accountability and greater capacity for the Board to exercise independent decision-making. For FY2018, the positions of the Chairman and the Chief Executive Officer are held by Mr Koh Wee Seng and Mr Ng Leok Cheng respectively.

The Board is of the view that there are sufficient safeguards and checks to ensure that the process of decision-making by the Board is independent and based on collective decisions without any individual or small group of individuals exercising any considerable concentration of power or influence.

For good corporate governance, the Board has appointed Mr Tan Keh Yan, Peter as the Lead Independent Director of the Company to address the concerns of the shareholders and employees in the event that interactions with the Non-Executive Chairman, Chief Executive Officer or Assistant Finance Director cannot satisfactorily resolve their concerns or where such channel of communications is considered inappropriate. Where necessary, the Lead Independent Director, together with the other Independent Directors, will meet without the presence of the other non-Independent Directors, and the Lead Independent Director will provide feedback to the Chairman, if it is necessary.

The Independent Directors have the necessary experience and expertise to assist the Board in decision-making and provide greater balance to the Board as they do not participate in the day-to-day running of the Group. The Non-Executive Directors may challenge and help develop proposals on strategy, review the performance of the Management and extend guidance to the Management. Non-Executive Directors have been actively participating in discussions and decision-making at the Board and the Board Committees meetings, and had open discussions with the Management. Where necessary, the Non-Executive Directors meet and discuss on the Group's affairs without the presence of the Management.

**CORPORATE
GOVERNANCE REPORT**
(continued)

BOARD COMPOSITION AND GUIDANCE (continued)

The Board currently comprises eight (8) Directors, four (4) of whom are Independent Directors. Accordingly, the Board has satisfied the requirement for independent directors to make up at least half of the Board where the Chairman is not an independent director (Guideline 2.2 of the Code). Under Provision 2.2 of the 2018 Code, it provides that independent directors make up a majority of the board where the chairman is not independent. As the 2018 Code is only effective for the Company's financial year commencing 1 January 2019, the Board will meanwhile deliberate whether the Company will make any changes to the Board's composition.

The Independent Directors have confirmed that they do not have any relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Directors' independent business judgement with a view to the best interests of the Company. None of the Independent Directors has served on the Board beyond nine (9) years from the date of his appointment.

The independence of each Director will be reviewed annually by the NC. The NC adopts the Code's definition of what constitutes an Independent Director in its review. Following the recent revision to the Code, the Catalist Rules has been amended to be consistent with the 2018 Code. In relation to the assessment of the independence of the Directors, specific tests of Directors' independence have been hardcoded into the Catalist Rules to clarify that these circumstances which deemed Directors not to be independent should be applied without any exceptions. Under Rules 406(3)(d)(i) and 406(3)(d)(ii) of the Catalist Rules which took effect on 1 January 2019, it stipulates that a Director will not be considered as independent if he is employed by the issuer or any of its related corporations for the current or any of the past three (3) financial years; or if he has an immediate family member who is employed or has been employed by the issuer or any of its related corporation for the past three (3) financial years, and whose remuneration is determined by the remuneration committee of the issuer. In this regard, the Independent Directors have confirmed that they and their respective associates do not have any employment relationships with the Company or any of its related corporations for the current or any of the past three (3) financial years.

The NC has reviewed and determined that Mr Tan Keh Yan, Peter, Mr Lee Sai Sing, Ms Goh Bee Leong and Mr Tan Soo Kiang are independent in character and judgement and that there are no relationships or circumstances which are likely to affect, or could appear to affect, the Independent Directors' judgement.

BOARD MEMBERSHIP & PERFORMANCE (Principles 4 and 5)

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

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

NOMINATING COMMITTEE

The NC comprises five (5) Directors, all of whom are Non-Executive Directors, and a majority of whom, including the NC Chairman, are independent. The members of the NC are as follows:

| | | |
|--------------------|----------|---------------------------|
| Goh Bee Leong | Chairman | Independent Director |
| Tan Keh Yan, Peter | Member | Lead Independent Director |
| Lee Sai Sing | Member | Independent Director |
| Tan Soo Kiang | Member | Independent Director |
| Koh Lee Hwee | Member | Non-Executive Director |

The NC will meet at least once a year. The NC carries out its duties in accordance with a set of terms of reference which includes, mainly, the following:

- reviewing and recommending to the Board on all Board appointments, including the nomination or re-nomination of Directors having regard to the Directors' contribution and performance;
- developing a process for the selection, appointment and re-appointment of Directors to the Board;
- reviewing orientation programs for new Directors, as well as training and professional development programs for the continuing training of the Directors;

**CORPORATE
GOVERNANCE REPORT**
(continued)

NOMINATING COMMITTEE (continued)

- determining on an annual basis whether or not a Director is independent bearing in mind the salient factors set out in the Code;
- deciding whether or not a Director is able to and has been adequately carrying out his duties as a director, having regard to the competing time commitments that are faced by the Director when serving on multiple boards;
- assessing the effectiveness of the Board as a whole and the contribution of each individual Director to the effectiveness of the Board;
- reviewing the size and composition of the Board with the objective of achieving a balanced Board in terms of the mix of experience and expertise and make recommendations to the Board with regard to any changes; and
- reviewing and approving any new employment of related persons and the proposed terms of their employment.

In its selection of new Directors, the NC reviews the composition of the Board and identifies the skill sets which will enhance the Board's overall effectiveness. Potential candidates are identified from various sources. The Board conducts an initial assessment to review the candidate's qualifications, attributes and past experience followed by interviewing short-listed candidates. The proposed candidate's independence, expertise, background and right skills will be considered before the Board makes its final decision on the appointment. For re-appointment of Directors to the Board, the Board will take into consideration, amongst others, the Director's integrity, competencies, independence, commitment, contribution and performance (such as attendance, participation, preparedness and candour).

The NC determines the criteria on which Board performance is to be evaluated and, subject to the approval of the Board, proposes objective performance criteria which address how the Board has enhanced long-term shareholders' value.

The Board has implemented a formal annual process to be carried out by the NC to assess the effectiveness of the Board as a whole and its Board Committees and the individual Director's performance. For FY2018, the Directors participated in the evaluation by providing feedback to the NC in the form of completing a Board Performance Evaluation checklist which covers several parameters such as Board composition, conduct of meetings, Board process, Board accountability, risk management and internal control, measuring and monitoring performance as well as communication with shareholders. The performance criteria taken into account by the NC in relation to an individual Director include, *inter alia*, the Director's interactive skills, industry knowledge, contribution and workload requirements, sense of independence and preparation at the Board and Board Committees meetings. To ensure confidentiality, the evaluation checklists completed by the Directors were submitted to the Company Secretary for collation and the consolidated responses were presented to the NC for review and discussion. The NC has reported to the Board on its review of the Board's performance for the year. The NC has reviewed the overall performance of the Board in terms of its role and responsibilities and the conduct of its affairs as a whole for the financial year and is of the view that the performance of the Board as a whole has been satisfactory.

As the ability to commit time and attention to the Group's affairs is essential for the individual Director's contribution and performance, the Board has considered the number of listed directorship each of its Directors can hold after taking into considerations factors such as the expected and/or competing time commitments of the Directors, the size and composition of the Board as well as the nature and scope of the Group's operations and size. As a guide, Directors should not have more than six (6) listed company board representations.

The NC has reviewed and is satisfied that in FY2018, where Directors had other listed company board representations, the Directors have been able to devote sufficient time and attention to the affairs of the Company to adequately carry out their duties as Directors of the Company.

The NC will continue to review formal assessment processes for evaluating Board performance, as well as the contribution of individual Directors to the effectiveness of the Board. Each member of the NC and the Board shall abstain from voting on any resolutions in respect of the assessment of his performance or re-nomination as Director.

The Company's Constitution provides that at least one-third of its Directors shall retire from office and are subject to re-election at every Annual General Meeting ("AGM"). The NC has reviewed and is satisfied that the Directors who are retiring in accordance with the Company's Constitution at the forthcoming AGM are properly qualified for re-appointment by virtue of their skills, experience and contributions.

**CORPORATE
GOVERNANCE REPORT**
(continued)

NOMINATING COMMITTEE (continued)

The NC recommended to the Board that Ms Koh Lee Hwee, Mr Tan Soo Kiang and Mr Tan Keh Yan, Peter who are retiring pursuant to Regulation 89 of the Company's Constitution, be nominated for re-election as Directors at the Company's forthcoming AGM. The Board has accepted the recommendation of the NC. Please refer to page 16 of this Annual Report for more information on Ms Koh Lee Hwee, Mr Tan Soo Kiang and Mr Tan Keh Yan, Peter. The re-appointments of Ms Koh Lee Hwee, Mr Tan Soo Kiang and Mr Tan Keh Yan, Peter shall be subject to shareholders' approval at the forthcoming AGM.

The NC also determines, on an annual basis, the independence of Directors. For FY2018, the NC has assessed and affirmed the status of each Director as follows:

| | |
|--------------------|-----------------|
| Koh Wee Seng | Non-Independent |
| Ng Leok Cheng | Non-Independent |
| Koh Lee Hwee | Non-Independent |
| Ko Lee Meng | Non-Independent |
| Tan Keh Yan, Peter | Independent |
| Lee Sai Sing | Independent |
| Goh Bee Leong | Independent |
| Tan Soo Kiang | Independent |

The Company has complied with Rule 720(5) of the Catalist Rules as the information relating to the retiring Directors who are submitting themselves for re-election, including their appointment dates, directorships held in other companies presently and in the past five (5) years, as well as their principal commitments, are set out on pages 29 to 32 of this Annual Report. Negative disclosures as set out on pages 33 to 35 were provided by the retiring Directors who are submitting themselves for re-election on each item in Appendix 7F (a) to (k) of the Catalist Rules.

The Company does not have any alternate Directors.

ACCESS TO INFORMATION (Principle 6)

Principle 6: In order to fulfill their responsibilities, directors should be provided with complete, adequate and timely information prior to board meetings and on an on-going basis so as to enable them to make informed decisions to discharge their duties and responsibilities.

To enable the Board to fulfill its responsibilities, the Management provides the Board with management reports on a regular and timely basis, with relevant and adequate information prior to the Board meetings. Prior to each Board meeting, the Board is provided with the relevant background or explanatory information relating to the business of the meeting and information on major operational, financial and corporate issues. During each Board meeting, progress reports of the Group's business operations are also presented to the Board by the Management. The Board also has separate and independent access to the Company Secretary and the Company's Senior Management.

The Company Secretary attends all Board meetings and ensures that Board procedures are followed. The Company Secretary also ensures that the requirements under the Companies Act (Chapter 50 of Singapore) ("**Companies Act**") and all others regulations of the SGX-ST are complied with.

The appointment and removal of the Company Secretary is a matter for consideration for the Board as a whole.

In the furtherance of its duties, the Board may obtain professional advice and assistance from the Company Secretary or independent professionals if necessary, and the cost of such advice and assistance will be borne by the Company.

**CORPORATE
GOVERNANCE REPORT**
(continued)

REMUNERATION MATTERS (Principles 7, 8 and 9)

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

Principle 8: The level and structure of remuneration should be aligned with the long-term interest and risk policies of the company, and should be appropriate to attract, retain and motivate (a) the directors to provide good stewardship of the company; and (b) key management personnel to successfully manage the company. However, companies should avoid paying more than is necessary for this purpose.

Principle 9: Every company should provide clear disclosure of its remuneration policies, level and mix of remuneration, and the procedure for setting remuneration, in the company's Annual Report. It should provide disclosure in relation to its remuneration policies to enable investors to understand the link between remuneration paid to directors and key management personnel, and performance.

REMUNERATION COMMITTEE

The RC comprises five (5) Directors, all of whom are Non-Executive Directors, and a majority of whom, including the RC Chairman, are independent. The members of the RC are as follows:

| | | |
|--------------------|----------|---------------------------|
| Lee Sai Sing | Chairman | Independent Director |
| Tan Keh Yan, Peter | Member | Lead Independent Director |
| Goh Bee Leong | Member | Independent Director |
| Tan Soo Kiang | Member | Independent Director |
| Ko Lee Meng | Member | Non-Executive Director |

The RC will meet at least once a year. The RC carries out its duties in accordance with a set of terms of reference which includes, mainly, the following:

- reviewing and recommending to the Board a framework of remuneration policies to determine the specific remuneration packages and terms of employment for each of the Directors and key management executives;
- reviewing and administering the award of shares to Directors and employees under the employee performance share plan adopted by the Company; and
- reviewing and determining the contents of any service contracts for any Directors or key management executives, and ensuring that the termination clauses in the service contracts, if any, are fair and reasonable.

The RC ensures that a formal and transparent procedure is in place for fixing the remuneration packages of individual Directors and key management executives. All aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses and other benefits-in-kind are reviewed by the RC. The recommendations of the RC are submitted for endorsement by the Board. Each member of the RC abstains from voting on any resolutions in respect of his remuneration package.

The remuneration of related employees will be reviewed annually by the RC to ensure that their remuneration packages are in line with the staff remuneration guidelines and commensurate with their respective job scopes and level of responsibilities. Any bonuses, pay increments and/or promotions for these related employees will also be subject to the review and approval of the RC. In the event that a member of the RC is related to the employee under review, he will abstain from participating in the review.

No remuneration consultants were engaged by the Company in FY2018. The RC will engage professional advice in relation to remuneration matters as and when the need arises. The RC will ensure that existing relationships between the Company and its appointed remuneration consultants, if any, will not affect the independence and objectivity of the remuneration consultants. Where remuneration consultants are appointed, the Company will disclose the names and firms of the remuneration consultants in the annual remuneration report, and include a statement on whether the remuneration consultants have any such relationships with the Company.

The Company's remuneration policy is to ensure that the remuneration offered is competitive and sufficient to attract, retain and motivate Directors and key management executives of the required experience and expertise. The Company does not use contractual provisions to allow the Company to reclaim incentive components of remuneration from the Executive Directors and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company.

*CORPORATE
GOVERNANCE REPORT
(continued)*

REMUNERATION COMMITTEE (continued)

Executive Directors do not receive Directors' fees but are remunerated as members of the Management. The remuneration package of the Executive Director and the key management executives comprises a basic salary component and a variable component which is the annual bonus, based on the performance of the Group as a whole and their individual performance. The performance-related component of the remuneration package is designed to align the interests of the Executive Director with those of the shareholders and link rewards to the Group's financial performance. The service agreement for the Executive Director is for a fixed appointment period and do not contain onerous removal clauses.

The Non-Executive Directors do not have service agreements with the Company. They are paid fixed Directors' fees appropriate to their level of contribution, taking into account factors such as effort and time spent, and their responsibilities on the Board and Board Committees. The Independent Directors have not been over-compensated to the extent that their independence is compromised.

In addition, the Company has implemented an employee performance share plan as part of a compensation plan to motivate Directors and employees of the Group of dedication, loyalty and higher standards of performance. The Maxi-Cash Performance Share Plan (the "**Share Plan**") was approved and adopted by the shareholders of the Company at an extraordinary general meeting held on 11 April 2012.

The Share Plan is administered by the RC. The names of the members of the RC are as stated above.

A participant's award under the Share Plan will be determined at the sole discretion of the RC. In considering the grant of an award to a participant, the RC may take into account, amongst others, the participant's capability, creativity, entrepreneurship, innovativeness, scope of responsibility and skill set.

Awards granted under the Share Plan will be performance based, with performance targets set over a designated performance period. Performance targets set are intended to be premised on medium-term corporate objectives covering market competitiveness, quality of returns, business growth and productivity growth. Awards are granted when and after pre-determined performance or service conditions are accomplished.

The aggregate number of shares which may be issued or transferred pursuant to the awards granted under the Share Plan, when added to (i) the number of shares issued and issuable and/or transferred or transferable in respect of all awards granted under the Share Plan; and (ii) all shares issued and issuable and/or transferred or transferable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company for the time being in force, shall not exceed fifteen per cent.(15%) of the issued share capital (excluding treasury shares and subsidiary holdings) of the Company on the day preceding the relevant date of the award.

During FY2018, 1,203,700 shares have been granted under the Share Plan. For further details of the Share Plan, please refer to the Company's offer document dated 12 June 2012.

Save for Mr Koh Wee Seng (Non-Executive Chairman), Ms Koh Lee Hwee (Non-Executive Director) and Ms Ko Lee Meng (Non-Executive Director) who are siblings, there was no employee of the Group who is an immediate family member of a Director or the Chief Executive Officer and was paid more than S\$50,000 during FY2018.

The Board has reviewed the disclosure of the remuneration of the Directors and the key management personnel and has decided not to fully disclose their remuneration and the names of the key management personnel as the Board believes that the disclosure may be prejudicial to its businesses given the competitive business environment and the disadvantages that it may bring.

**CORPORATE
GOVERNANCE REPORT**
(continued)

REMUNERATION COMMITTEE (continued)

Disclosure on Directors' Fees and Remuneration

A breakdown showing the level and mix of the remuneration of each individual Director for FY2018 is set out below:

| Remuneration bands | Salary ⁽¹⁾ (%) | Benefits (%) | Variable or performance bonus (%) | Directors' Fees ⁽²⁾ (%) | Total (%) |
|-----------------------------------|------------------------------|-----------------|--|---------------------------------------|--------------|
| Directors | | | | | |
| <u>S\$750,000 to S\$1,000,000</u> | | | | | |
| Ng Leok Cheng | 37.24 | – | 62.76 | – | 100.00 |
| <u>Below S\$250,000</u> | | | | | |
| Koh Lee Hwee | – | – | – | 100.00 | 100.00 |
| Koh Wee Seng | – | – | – | 100.00 | 100.00 |
| Ko Lee Meng | – | – | – | 100.00 | 100.00 |
| Tan Keh Yan, Peter | – | – | – | 100.00 | 100.00 |
| Lee Sai Sing | – | – | – | 100.00 | 100.00 |
| Goh Bee Leong | – | – | – | 100.00 | 100.00 |
| Tan Soo Kiang | – | – | – | 100.00 | 100.00 |

Notes:

- (1) Salary is inclusive of salary, allowances and Central Provident Fund contributions.
- (2) Directors' fees are subject to the approval of the shareholders of the Company at the forthcoming AGM.

The Remuneration of Key Management Personnel (who are not Directors or the Chief Executive Officer)

The Group has four (4) key management personnel. The remuneration of the top four (4) key management personnel comprises of fixed component and variable component. Fixed component is in the form of fixed salary whereas variable component is linked to the performance of the Group's business and individual performance.

The remuneration of the top four (4) key management personnel for FY2018 are as follows:

Below S\$250,000: 4

The total remuneration paid to the top four (4) key management personnel was S\$737,000 for FY2018.

RISK MANAGEMENT AND INTERNAL CONTROLS (Principle 11)

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

The Board is responsible for the governance of risk and ensures that the Management maintains a sound system of risk management and internal controls to safeguard the shareholders' interests and the Group's assets, and determines the nature and extent of the significant risks which the Board is willing to take in achieving its strategic objectives.

The Company's internal control systems serve as the key in identifying and managing risks that are significant to the achievement of its business objectives. The process of risk management has been integrated into the Group's business planning and monitoring process. The Board regularly reviews the Group's business and operational activities to identify areas of significant business risks. Appropriate measures are taken to assess, control and mitigate these risks.

**CORPORATE
GOVERNANCE REPORT**
(continued)

RISK MANAGEMENT AND INTERNAL CONTROLS (Principle 11) (continued)

The AC reviews with the external auditors, as part of their statutory audit, the adequacy and effectiveness of the Company's internal controls relevant to the preparation of financial statements.

The internal audit function of the Group performs risk assessment and conducts review on the adequacy and effectiveness of the Group's material internal controls, including financial, operational, compliance and information technology controls, and risk management systems. Any material non-compliance or failures in internal controls and recommendations for improvements are reported to the AC. The AC also reviews and endorses the internal audit plan and internal audit reports of the Group.

The internal control systems maintained by the Management throughout the year and up to the date of this report, provides reasonable, but not absolute, assurance against material financial misstatements or loss, and include the safeguarding of assets, the maintenance of proper accounting records, the reliability of financial information, compliance with appropriate legislation, regulation and best practice, and the identification and containment of business risk. The Board notes that no system of internal controls or risk management could provide absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, losses, fraud or other irregularities. The adequacy and effectiveness of the Group's risk management and internal control systems and procedures will be reviewed by the AC annually.

Based on the internal controls established and maintained by the Group, work performed by the internal and external auditors and reviews performed by the Management, the Board, with the concurrence of the AC, is of the opinion that the Group's internal controls, including financial, operational, compliance and information technology controls, and risk management systems are adequate and effective as at 31 December 2018.

The Board has also received the assurance from the Chief Executive Officer and the Assistant Finance Director that:

- (a) the financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances; and
- (b) they have evaluated the effectiveness of the Company's risk management and internal control systems and assessed the internal auditors' reports on the Group's operations and external auditors' report on the financial statements and management letter and noted that there have been no significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarise or report financial information.

AUDIT COMMITTEE (Principle 12)

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

The AC comprises five (5) Directors, all of whom are Non-Executive Directors, and a majority of whom, including the AC Chairman, are independent and have accounting related or financial management experience. The members of the AC are as follows:

| | | |
|--------------------|----------|---------------------------|
| Tan Keh Yan, Peter | Chairman | Lead Independent Director |
| Lee Sai Sing | Member | Independent Director |
| Goh Bee Leong | Member | Independent Director |
| Tan Soo Kiang | Member | Independent Director |
| Ko Lee Meng | Member | Non-Executive Director |

The AC meets on a quarterly basis during the year. The AC carries out its duties in accordance with a set of terms of reference which includes, mainly, the following:

- reviewing with the external auditors, the audit plan and their evaluation of the system of internal accounting controls as part of their statutory audit and monitor Management's response and actions to correct noted deficiencies;
- reviewing with the internal auditors of the Company, the scope and results of the internal audit and monitor Management's response to their findings to ensure that appropriate follow-up measures are taken;
- reviewing the internal control systems and procedures and ensure coordination between the external auditors and Management;

**CORPORATE
GOVERNANCE REPORT**
(continued)

AUDIT COMMITTEE (Principle 12) (continued)

- reviewing the effectiveness and adequacy of the Company's administrative, operating internal accounting and financial control procedures;
- evaluating the effectiveness of both the internal and external audit efforts through regular meetings;
- determining that no unwarranted management restrictions are being placed upon either the internal or external auditors;
- reviewing the quarterly and full year financial statements before submission to the Board particularly in relation to changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, the going concern statement, compliance with accounting standards, compliance with the SGX-ST and statutory/regulatory requirements;
- reviewing and reporting to the Board at least annually the adequacy and effectiveness of the Company's internal controls, including financial, operational, compliance and information technology controls, and risk management systems;
- reviewing the interested person transactions;
- evaluating the independence of the external auditors annually and nominate them for re-appointment; and
- reviewing the scope and results of the audit and its cost effectiveness and the independence and objectivity of the external auditors.

The AC has authority to investigate any matter within its terms of reference and have been given full access to the Management and reasonable resources to enable it to discharge its function properly. The AC has full discretion to invite any Director or key management executive to attend its meetings.

The AC is guided by its terms of reference which stipulate its principal functions. In performing its functions, the AC meets regularly with the Management and the external auditors to review auditing and risk management matters and discuss accounting implications of any major transactions including significant financial reporting issues. It also reviews the internal audit function of the Group to ensure that an effective system of internal controls is maintained in the Group. The AC has full access to the external auditors and the internal auditors and has met with them at least once during FY2018 without the presence of the Management. On a quarterly basis, the AC also reviews the interested person transactions and the financial results announcements before their submission to the Board for approval. The AC is kept abreast by the Management and the external auditors of changes to accounting standards, the Catalist Rules and other regulations which could have an impact on the Group's business and financial statements.

The AC will review the independence of the external auditors annually.

The AC has recommended to the Board that Ernst & Young LLP be nominated for re-appointment as the Company's external auditors at the forthcoming AGM. A breakdown of the audit and non-audit fees paid to the external auditors can be found on page 66 of this Annual Report.

The Company has complied with Rules 712 and 715 of the Catalist Rules in appointing the audit firms for the Group. No former partner or director of the Company's existing auditing firm is a member of the AC.

The Company has put in place a whistle blowing policy, endorsed by the AC where employees of the Company may in confidence, raise concerns about wrongdoing or malpractice within the Company and its subsidiaries and ensure arrangements are in place for the independent investigations of such matters and for appropriate follow up actions. No such whistle-blowing report was received in FY2018.

**CORPORATE
GOVERNANCE REPORT**
(continued)

INTERNAL AUDIT (Principle 13)

Principle 13: The Company should establish an effective internal audit function that is adequately resourced and independent of the activities it audits.

The internal audit function of the Group is conducted by the internal audit team of the Company. The internal audit team performs risk assessment and conducts the review of the effectiveness of the Group's internal controls, including financial, operational, compliance and information technology controls, and risk management systems. The internal auditors have unrestricted access to the AC on internal audit matters. The AC reviews and endorses the internal audit plan and internal audit reports of the Group. Any material non-compliance or failures in the internal audit function and recommendations for improvements are reported to the AC.

The internal audit function is independent of the activities it audits and carries out its activities in compliance with the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors.

The Board and the AC are of the opinion that the internal audit function is sufficiently resourced and internal audits are performed by competent professional staff. The AC will review annually the adequacy and effectiveness of the internal audit function. The AC will also approve the appointment, removal, evaluation and compensation of the head of the internal audit function.

ACCOUNTING AND COMMUNICATION WITH SHAREHOLDERS (Principles 10, 14 and 15)

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

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

Principle 15: Companies should actively engage their shareholders and put in place an investor relations policy to promote regular, effective and fair communication with shareholders.

The Board is mindful of the obligation to provide timely and fair disclosure of material information. The Board is accountable to the shareholders while the Management is accountable to the Board. The Management currently provides the Board with management accounts of the Group's position, performance and prospects on a quarterly basis and as and when deemed necessary, and the Board provides shareholders with an assessment of the Company's performance, position and prospects on a quarterly basis via quarterly results announcements and other ad-hoc announcements as required by the Catalist Rules. The Board has taken adequate steps to ensure that there is compliance towards the legislative and regulatory requirements. The Board seeks the confirmation of the Company's legal advisors if necessary before deciding on significant matters.

Results and other material information are released through SGXNET on a timely basis for the dissemination to shareholders and public in accordance with the requirements of the Catalist Rules.

The Board welcomes the views of shareholders on matters affecting the Company, whether at the general meetings of shareholders or on an ad hoc basis. Shareholders of the Company are informed of the general meetings through notices published in the newspapers and via SGXNET. Reports or circulars will be sent to all shareholders who have opted for printed copies of the reports or circulars. The reports and circulars are also published on the Company's website. At the general meetings, shareholders will be given the opportunity to express their views and ask Directors or Management questions regarding the Company. The external auditors will also be present to address the shareholders' queries about the conduct of the audit and the preparation and content of the auditors' report.

The Company does not have a dedicated investor relations team. The Company's Chief Executive Officer and Assistant Finance Director are responsible for the Company's communication with shareholders. The public can provide feedback to the Company Secretary via electronic mail address or registered address.

Shareholders who are not relevant intermediaries can vote in person or appoint not more than two (2) proxies (or in the case of shareholders who are relevant intermediaries, more than two (2) proxies) to attend and vote on their behalf at the general meetings. There is no provision in the Company's Constitution that limits the number of proxies for nominee companies.

**CORPORATE
GOVERNANCE REPORT**
(continued)

ACCOUNTING AND COMMUNICATION WITH SHAREHOLDERS (Principles 10, 14 and 15) (continued)

The Company currently does not have a fixed dividend policy. The form, frequency and amount of declaration and payment of future dividends on its shares that the Directors may recommend or declare in respect of any particular financial year or period will take into consideration the Group's retained earnings and expected future earnings, operations, cash flow, capital requirements and general financing condition, as well as general business conditions and other factors which the Directors may deem appropriate. The Company may declare dividends by way of an ordinary resolution of the shareholders at a general meeting, but may not pay dividends in excess of the amount recommended by the Directors. The declaration and payment of dividends will be determined at the sole discretion of the Directors, subject to the approval of the shareholders. The Directors may also declare an interim dividend without the approval of the shareholders. Future dividends will be paid by the Company as and when approved by the shareholders (if necessary) and the Directors. The Company has proposed a final one-tier dividend of 0.35 Singapore cents per ordinary share in respect of FY2018, subject to shareholders' approval at the forthcoming AGM.

CONDUCT OF SHAREHOLDER MEETINGS (Principle 16)

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

All shareholders receive notice of general meetings by post within the mandatory period. Notice of general meetings are released through SGXNET and published in the Business Times within the same period. Reports and circulars are published on the Company's website and for those shareholders who opted for printed copies, they will also receive the reports and circular by post. The results of the general meetings are released on SGXNET on the same day.

All registered shareholders are encouraged to participate during the general meetings. Matters which require shareholders' approval were presented and proposed as a separate resolution. The Company practices having separate resolutions at general meetings for each distinct issue. Each item of special business in the notice of general meeting is accompanied by an explanatory note, where appropriate. Proxy form is also sent with the notice of general meeting to all shareholders. If shareholders are unable to attend the general meetings, a shareholder who is not a relevant intermediary may appoint not more than two (2) proxies (or in the case of a shareholder who is a relevant intermediary, more than two (2) proxies) to attend and vote on their behalf at the general meetings. Voting in absentia and by electronic mail may only be possible following careful study to ensure that integrity of the information and authentication of the identity of shareholders through the web is not compromised.

All Directors, Management, Company Secretary, external auditors and legal advisors (if necessary) attend the general meetings. The procedures of the general meetings provide shareholders the opportunity to ask questions relating to each resolution tabled for approval. Shareholders are encouraged to provide their views on matters relating to the Company.

The Company Secretary prepares minutes of the general meetings which include substantial and relevant comments or queries from shareholders relating to the agendas of the meetings, and responses from the Board and Management. These minutes are subsequently approved by the Board and made available to shareholders during office hours at the registered office.

For greater transparency, the Company will put all resolutions to vote by poll at general meetings and an announcement of the detailed results of the number of votes cast for and against each resolution and the respective percentages will be made on the same day.

OTHER CORPORATE GOVERNANCE MATTERS

DEALING IN SECURITIES

The Company has adopted an internal securities code of compliance to provide to the Directors and all employees of the Group with regard to dealing in the Company's securities pursuant to Rule 1204(19) of the Catalist Rules. During FY2018, the Company issued quarterly circulars to its Directors, officers and employees prohibiting dealing in its shares during the period commencing two (2) weeks before the announcement of the Company's quarterly financial results and one (1) month before the announcement of the Company's full-year financial results, and ending on the date of announcement of the relevant results. Directors and employees are also advised against dealing in the Company's securities when they are in possession of any unpublished material price-sensitive information of the Group at all times. In addition, the Company discourages the Directors and employees from dealing in the Company's securities on short-term considerations. The Group confirms that it has adhered to its internal securities code of compliance for FY2018.

**CORPORATE
GOVERNANCE REPORT**
(continued)

INTERESTED PERSON TRANSACTIONS

The Company has adopted an internal policy in respect of any transactions with interested persons and has set out the procedures for review and approval of the Company's interested person transactions. All interested person transactions are reported in a timely manner to the AC and are subject to the review of the AC when a potential conflict of interest arises. The Director concerned does not participate in discussions and refrains from exercising any influence over other members of the Board.

The Group does not have a general mandate from shareholders for interested person transactions pursuant to Rule 920(1)(a)(i) of the Catalist Rules.

The aggregate value of interested person transactions above S\$100,000 entered into during FY2018 is as follows:

| Name of interested person | Aggregate value of all interested person transactions during FY2018 (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920) (S\$'000) | Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000) (S\$'000) |
|--|---|--|
| Lease of premises | | |
| Aspial Property Investment Pte. Ltd. | 836 | – |
| 8G Investment Pte Ltd | 608 | – |
| Corporate Charges | | |
| Aspial Corporation Limited | 1,200 | – |
| Acquisition of Citigems Pte. Ltd. | | |
| Aspial-Lee Hwa Jewelry Singapore Pte. Ltd. | 1,828 | – |
| Purchase of bonds | | |
| Fragrance Group Limited | 592 | – |

MATERIAL CONTRACTS

Save as disclosed above in the section entitled "Interested Person Transactions", there were no material contracts of the Company or its subsidiaries involving the interest of any Director or controlling shareholder, either still subsisting at the end of FY2018 or if not then subsisting, entered into since the end of the financial year ended 31 December 2017.

NON-SPONSOR FEES

With reference to Rule 1204(21) of the Catalist Rules, there were no non-sponsor fees paid/payable to the Company's Sponsor, SAC Capital Private Limited, for the financial year ended 31 December 2018.

**CORPORATE
GOVERNANCE REPORT**
(continued)

ADDITIONAL INFORMATION ON DIRECTORS NOMINATED FOR RE-ELECTION – APPENDIX 7F OF THE CATALIST RULES

Pursuant to Rule 720(5) of the Catalist Rules, the information as set out in Appendix 7F of the Catalist Rules relating to Ms Koh Lee Hwee, Mr Tan Soo Kiang and Mr Tan Keh Yan, Peter, being the Directors who are retiring in accordance with Resolution 89 of the Company's Constitution at the forthcoming AGM, is set out below:

| Name of Directors | Ms Koh Lee Hwee | Mr Tan Soo Kiang | Mr Tan Keh Yan, Peter |
|---|---|---|---|
| Date of appointment | 10 April 2008 | 12 July 2016 | 16 April 2012 |
| Date of last re-appointment (if applicable) | 26 April 2017 | 26 April 2017 | 27 April 2016 |
| Age | 52 | 68 | 70 |
| Country of principal residence | Singapore | Singapore | Singapore |
| The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process) | The re-election of Ms Koh Lee Hwee as a Director of the Company was recommended by the NC, and the Board has accepted the recommendation, after taking into consideration Ms Koh Lee Hwee's qualifications, skills, expertise, past experiences and overall contribution since she was appointed as a Director of the Company. | The re-election of Mr Tan Soo Kiang as a Director of the Company was recommended by the NC, and the Board has accepted the recommendation, after taking into consideration Mr Tan Soo Kiang's qualifications, skills, expertise, past experiences and overall contribution since he was appointed as a Director of the Company. | The re-election of Mr Tan Keh Yan, Peter as a Director of the Company was recommended by the NC, and the Board has accepted the recommendation, after taking into consideration Mr Tan Keh Yan, Peter's qualifications, skills, expertise, past experiences and overall contribution since he was appointed as a Director of the Company. |
| Whether appointment is executive, and if so, the area of responsibility | No | No | No |
| Job Title | - Non-Executive and Non-Independent Director - Nominating Committee (member) | - Independent Director - Nominating Committee (member) - Remuneration Committee (member) - Audit Committee (member) | - Lead Independent Director - Audit Committee (Chairman) - Nominating Committee (member) - Remuneration Committee (member) |
| Professional qualifications | Bachelor of Arts, National University of Singapore | Bachelor of Law (Honours), University of Singapore | Bachelor of Science (Honours), University of Singapore Master of Business Administration, University of California, Los Angeles |
| Working experience and occupation(s) during the past 10 years | August 2015 to present: Aspial Corporation Limited – Executive Director January 2015 to August 2015: Maxi-Cash Financial Services Corporation Ltd. – Executive Director November 2011 to January 2015: Maxi-Cash Financial Services Corporation Ltd. – Chief Executive Officer and Executive Director January 2005 to October 2011: Aspial Corporation Limited – Executive Director and Vice President (Manufacturing) | 1992 to 2015: Advocate & Solicitor with Messrs Wee Swee Teow & Company | July 2005 to present: Asia Enterprises Holding Limited – Independent Director December 2009 to present: Sin Heng Heavy Machinery Limited – Independent Director |

**CORPORATE
GOVERNANCE REPORT**
(continued)

ADDITIONAL INFORMATION ON DIRECTORS NOMINATED FOR RE-ELECTION – APPENDIX 7F OF THE CATALIST RULES (continued)

| Name of Directors | Ms Koh Lee Hwee | Mr Tan Soo Kiang | Mr Tan Keh Yan, Peter |
|--|--|--|---|
| Shareholding interest in the listed issuer and its subsidiaries | <u>The Company</u> Direct Interest - 14,288,888 shares Indirect Interest - 734,687,805 shares <u>Subsidiaries of the Group</u> Nil | Nil | Nil |
| Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries | Mr Koh Wee Seng, Ms Koh Lee Hwee and Ms Ko Lee Meng are siblings. | No | No |
| Conflict of interest (including any competing business) | Nil | Nil | Nil |
| Undertaking (in the format set out in Appendix 7H) under Rule 720(1) of the Catalist Rules has been submitted to the listed issuer | Yes | Yes | Yes |
| Other Principal Commitments* Including Directorships# | | | |
| * "Principal Commitments" has the same meaning as defined in the Code. | | | |
| Past (for the last 5 years) | Past Directorships: - WCL-King (VIC) Pty Ltd - AF Corporation Pte. Ltd. - Belgium-Singapore Diamond Corporation Pte. Ltd. - World Class Capital (LN) Pte. Ltd. - World Class Capital Pte. Ltd. - World Class Property (Central) Pte. Ltd. - World Class Property (Dunearn) Pte. Ltd. - World Class Property (Eastcoast) Pte. Ltd. - World Class Property (North) Pte. Ltd. | Past Directorships: - UE E&C Ltd. - Singapore Pools Pte. Ltd. - COGES Asia Pte. Ltd. | Past Directorships: Nil |
| Present | Present Directorships: - Aspial Corporation Limited - Goldheart Jewelry Pte Ltd - Aspial International Pte Ltd - Aspial-Lee Hwa Jewellery Pte Ltd - Gold Purple Pte Ltd - Aspial-Lee Hwa Jewellery Singapore Pte Ltd - BU2 Services Pte Ltd - Aspial Property Investment Pte Ltd | Present Directorships: - Pertama Holdings Pte. Ltd. - All Elite Security Pte. Ltd. - iShine Cloud Ltd. | Present Directorships: - Asia Enterprises Holding Limited - Sin Heng Heavy Machinery Limited |

**CORPORATE
GOVERNANCE REPORT**
(continued)

ADDITIONAL INFORMATION ON DIRECTORS NOMINATED FOR RE-ELECTION – APPENDIX 7F OF THE CATALIST RULES (continued)

| Name of Directors | Ms Koh Lee Hwee | Mr Tan Soo Kiang | Mr Tan Keh Yan, Peter |
|-------------------|--|--|-----------------------|
| Present | <ul style="list-style-type: none"> - Aspial Investment Holding Pte Ltd - Aspial Treasury Pte Ltd - Aspial Capital Investment Pte Ltd - Aspial Capital (Ubi) Pte Ltd - Niessing Group Pte Ltd - AWMF Investment Corporation - ACL International Services Sdn Bhd - World Class Land Pte Ltd - Dynamic Project Management Services Pte Ltd - World Class Property Pte Ltd - World Class Investments Pte Ltd - Advance Property Pte Ltd - Headway Construction Pte Ltd - World Class Property (Telok Kurau) Pte Ltd - World Class Developments Pte Ltd - World Class Developments (Bedok) Pte Ltd - World Class Developments (Central) Pte Ltd - World Class Developments (City Central) Pte Ltd - World Class Developments (North) Pte Ltd - Citigems Pte Ltd - Maxi-Cash Group Pte Ltd - Maxi-Cash (North) Pte Ltd - Maxi-Cash (East) Pte Ltd - Maxi-Cash (West) Pte Ltd - Maxi-Cash (Central) Pte Ltd - Gold N Gems Pte Ltd - Maxi-Cash Jewellery Group Pte Ltd - Maxi-Cash (Clementi) Pte Ltd - Maxi-Cash Capital Pte Ltd - Maxi-Cash Ventures Pte Ltd - Maxi-Cash Assets Pte Ltd - Maxi-Cash (Central 2) Pte Ltd - Maxi-Cash (North East) Pte Ltd - Maxi-Cash (East 2) Pte Ltd - Maxi-Cash (North East 2) Pte Ltd - Maxi-Cash Property Pte Ltd - Maxi-Cash Investment Holding Pte Ltd - Maxi Financial Pte Ltd | <p>Principal Commitments:</p> <ul style="list-style-type: none"> - Chairman of Institutional Discipline Advisory Committee under Prisons Regulations - Board member of St Andrew's Mission Hospital - Chairman of St Andrew's Autism Centre and Autism School - Chairman of St Andrew's Junior College Board of Governors - Supervisor of St Andrew's Secondary School and Deputy Chairman of Board of Governors | Nil |

**CORPORATE
GOVERNANCE REPORT**
(continued)

ADDITIONAL INFORMATION ON DIRECTORS NOMINATED FOR RE-ELECTION – APPENDIX 7F OF THE CATALIST RULES (continued)

| Name of Directors | Ms Koh Lee Hwee | Mr Tan Soo Kiang | Mr Tan Keh Yan, Peter |
|-------------------|--|------------------|-----------------------|
| | <ul style="list-style-type: none"> - Maxi-Cash International Pte Ltd - Maxi-Cash Capital Management Pte Ltd - Maxi Cash (Malaysia) Sdn Bhd - LuxeSTYLE (Malaysia) Sdn Bhd - Maxi Cash (Penang) Sdn Bhd - Maxi Cash (Southern) Sdn Bhd - Max Cash (George Town) Sdn Bhd - Maxi Cash (S1) Sdn Bhd - Maxi-Cash (Australia) Pty Ltd - Maxi-Cash Melbourne (VIC) Pty Ltd - LuxeSTYLE (Australia) Pty Ltd - World Class Global Limited - Dynamic Ideas Pty Ltd - PHC Hotels Sdn. Bhd. - Penang Parade Hotels Sdn. Bhd. - WCL (Bertam L) Sdn. Bhd. - WCL (Bertam R) Sdn. Bhd. - WCL (CNS) CBD Pty Ltd - WCL (Macallum) Sdn. Bhd. - WCL (Magazine) Sdn. Bhd. - WCL (Noordin St) Sdn. Bhd. - WCL (QLD) Albert St Pty Ltd - WCL (QLD) Holdings Pty Ltd - WCL (QLD) Margaret St Pty Ltd - WCL-A Beckett (VIC) Pty Ltd - WCL-Cairns (QLD) Pty Ltd - WCL-Central Park (QLD) Pty Ltd - WCL-Southbank (VIC) Pty Ltd - World Class Land (Australia) Pty Ltd - World Class Land (Georgetown) Holdings Sdn. Bhd. - World Class Land (Georgetown) Sdn. Bhd. - World Class Land (Malaysia) Sdn. Bhd. - World Class Land (Penang) Sdn. Bhd. - MLHS Holdings Pte Ltd - DN Holdings Pte Ltd - DN Property Investments Pte Ltd - DN Global Pte Ltd - Koda's Café Pte Ltd - DIJAZ Investment Pte Ltd | | |

**CORPORATE
GOVERNANCE REPORT**
(continued)

ADDITIONAL INFORMATION ON DIRECTORS NOMINATED FOR RE-ELECTION – APPENDIX 7F OF THE CATALIST RULES (continued)

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

**CORPORATE
GOVERNANCE REPORT**
(continued)

ADDITIONAL INFORMATION ON DIRECTORS NOMINATED FOR RE-ELECTION – APPENDIX 7F OF THE CATALIST RULES (continued)

| Name of Directors | Ms Koh Lee Hwee | Mr Tan Soo Kiang | Mr Tan Keh Yan, Peter |
|--|-----------------|------------------|-----------------------|
| (f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part? | No | No | No |
| (g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust? | No | No | No |
| (h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust? | No | No | No |
| (i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity? | No | No | No |
| (j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :— | | | |
| (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or | No | No | No |
| (ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or | No | No | No |

**CORPORATE
GOVERNANCE REPORT**
(continued)

ADDITIONAL INFORMATION ON DIRECTORS NOMINATED FOR RE-ELECTION – APPENDIX 7F OF THE CATALIST RULES (continued)

| Name of Directors | Ms Koh Lee Hwee | Mr Tan Soo Kiang | Mr Tan Keh Yan, Peter |
|--|---|---|---|
| (iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or | No | No | No |
| (iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust? | No | No | No |
| (k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere? | No | No | No |
| Any prior experience as a director of an issuer listed on the Exchange? | This relates to re-appointment of Director. | This relates to re-appointment of Director. | This relates to re-appointment of Director. |
| If yes, please provide details of prior experience. | NA | NA | NA |
| If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. | NA | NA | NA |
| Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable). | NA | NA | NA |

FINANCIAL REPORT CONTENTS

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DIRECTORS' STATEMENT

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of Maxi-Cash Financial Services Corporation Ltd. (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 December 2018.

Opinion of the directors

In the opinion of the directors,

- (i) the consolidated financial statements of the Group and the statement of financial position 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 2018 and of 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:

Koh Wee Seng
Ng Leok Cheng
Koh Lee Hwee
Ko Lee Meng
Tan Keh Yan, Peter
Lee Sai Sing
Goh Bee Leong
Tan Soo Kiang

In accordance with Regulation 89 of the Company’s Constitution, Koh Lee Hwee, Tan Soo Kiang and Tan Keh Yan, Peter, retire and being eligible, offer themselves for re-election.

Arrangements to enable directors to acquire shares or 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**
(continued)

Directors' interests in shares or 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 the shares of the Company and related corporations (other than wholly-owned subsidiaries) as stated below:

| | Held by directors | | | Other shareholdings in which directors are deemed to have an interest | | |
|--|-------------------|---------------------|--------------------|---|---------------------|--------------------|
| | 1 January 2018 | 31 December 2018 | 21 January 2019 | 1 January 2018 | 31 December 2018 | 21 January 2019 |
| The Company | | | | | | |
| Maxi-Cash Financial Services Corporation Ltd. | | | | | | |
| (Ordinary shares) | | | | | | |
| Koh Wee Seng | 90,967,613 | 96,181,017 | 96,181,017 | 648,729,474 | 727,571,074 | 727,571,074 |
| Koh Lee Hwee | 2,153,888 | 14,288,888 | 14,288,888 | 653,555,978 | 734,687,805 | 734,687,805 |
| Ko Lee Meng | 2,813,326 | 2,813,326 | 2,813,326 | 649,988,202 | 728,765,805 | 728,765,805 |
| Ng Leok Cheng | – | 1,092,000 | 1,092,000 | – | – | – |
| Lee Sai Sing | 623,833 | 720,526 | 1,200,550 | – | – | – |
| Immediate holding company | | | | | | |
| Aspial Corporation Limited | | | | | | |
| (Ordinary shares) | | | | | | |
| Koh Wee Seng | 373,463,357 | 373,463,357 | 373,463,357 | 1,142,907,178 | 1,142,907,178 | 1,142,907,178 |
| Koh Lee Hwee | 30,890,888 | 30,890,888 | 30,890,888 | 1,156,999,571 | 1,156,999,571 | 1,156,999,571 |
| Ko Lee Meng | 33,639,865 | 33,639,865 | 33,639,865 | 1,138,979,974 | 1,138,979,974 | 1,138,979,974 |
| Ultimate holding company | | | | | | |
| MLHS Holdings Pte Ltd | | | | | | |
| (Ordinary shares) | | | | | | |
| Koh Wee Seng | 1,410,000 | 1,410,000 | 1,410,000 | – | – | – |
| Koh Lee Hwee | 607,500 | 607,500 | 727,500 | – | – | – |
| Ko Lee Meng | 772,500 | 772,500 | 772,500 | – | – | – |
| Related company | | | | | | |
| World Class Land Pte Ltd | | | | | | |
| (Ordinary shares) | | | | | | |
| Koh Wee Seng | 250,000 | 250,000 | 250,000 | 4,500,000 | 4,500,000 | 4,500,000 |
| Koh Lee Hwee | – | – | – | 4,500,000 | 4,500,000 | 4,500,000 |
| Ko Lee Meng | – | – | – | 4,500,000 | 4,500,000 | 4,500,000 |
| Related company | | | | | | |
| World Class Global Limited | | | | | | |
| (Ordinary shares) | | | | | | |
| Koh Wee Seng | 22,750,000 | 22,750,000 | 22,750,000 | 742,828,700 | 742,828,700 | 742,828,700 |
| Koh Lee Hwee | – | – | – | 742,828,700 | 742,828,700 | 742,828,700 |
| Ko Lee Meng | – | – | – | 742,828,700 | 742,828,700 | 742,828,700 |
| Ng Leok Cheng | 1,000,000 | 1,000,000 | 1,000,000 | – | – | – |

By virtue of Section 7 of the Singapore Companies Act, Chapter 50, Koh Wee Seng, Koh Lee Hwee and Ko Lee Meng are deemed to have an interest in the shares of the Company and its subsidiaries to the extent held by Aspial Corporation Limited and MLHS Holdings Pte Ltd.

*DIRECTORS'
STATEMENT
(continued)*

Directors' interests in shares or debentures (continued)

During FY2017, the Company had issued \$70,000,000 term notes under the Multicurrency Medium Term Note programme. As at the beginning of the financial year, Koh Lee Hwee, Ko Lee Meng and Ng Leok Cheng held term notes aggregating to \$750,000, \$1,000,000 and \$250,000 respectively. As at the end of the financial year, Koh Wee Seng, Koh Lee Hwee, Ko Lee Meng and Ng Leok Cheng held term notes aggregating to \$1,250,000, \$750,000, \$1,000,000 and \$250,000 respectively. The term notes bear a fixed interest rate of 5.50% and are due in 2020. There is no change in the term notes and bonds held by the directors as at 21 January 2019.

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 companies, either at the beginning of the financial year, or at the end of the financial year.

Options

No options were issued by the Company during the financial year. As at 31 December 2018, there are no options on the unissued shares of the Company or any other body corporate which were outstanding.

Audit Committee

The Audit Committee performed the functions specified in the Singapore Companies Act, Chapter 50. The functions performed are detailed in the Corporate Governance Report.

Auditor

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

On behalf of the Board of Directors:

Koh Wee Seng
Director

Ng Leok Cheng
Director

Singapore
29 March 2019

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF MAXI-CASH FINANCIAL SERVICES CORPORATION LTD

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Maxi-Cash Financial Services Corporation Ltd. (the “**Company**”) and its subsidiaries (collectively, the “**Group**”), which comprise the statements of financial position of the Group and the Company as at 31 December 2018, the statements of changes in equity of the Group and the Company and the consolidated statement of comprehensive income and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group, the statement of financial position 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 (International) (“**SFRS(I)**”) so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2018 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.

Allowance for expected credit losses on pawnshop loans and interest receivables on pawnshop loans

Trade receivables are significant to the Group and include pawnshop loans and interest receivables on pawnshop loans. The collectability of trade receivables is a key element of the Group's working capital management.

The Group adopted SFRS(I) 9 Financial Instruments on 1 January 2018 and uses a provision matrix to estimate the allowance for expected credit losses (“**ECLs**”) on pawnshop loans and interest receivables on pawnshop loans. The key inputs of the Group's ECLs model are the probability of default and loss given default. The Group has estimated the probability of default being the forfeiture of the customers' pledges based on historical non-redemption data of its pawnshop outlets. The Group has estimated the loss given default as the amount of loss exposure at default after considering the expected realisable value of the customers' pledges.

Significant judgement and estimation is involved in using the historical non-redemption data to derive the probability of default, estimating the expected realisable value of customers' pledges as the pawnshop loans age as well as considering any forward-looking economic information. Accordingly, we have identified the Group's ECLs assessment on pawnshop loans and interest receivables on pawnshop loans from the Group's pawnbroking segment as a key audit matter.

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF MAXI-CASH FINANCIAL SERVICES CORPORATION LTD
(continued)

Key audit matters (continued)

Allowance for expected credit losses on pawnshop loans and interest receivables on pawnshop loans (continued)

As part of our audit, we obtained an understanding of the Group's implementation of SFRS(I) 9 and tested the reasonableness of the key inputs and assumptions used by the Group in the ECLs model which is largely dependent on the Group's historical loss experience and loan-to-valuation data. We reviewed and tested the overall process and key controls relating to the collection of non-redemption data used in the ECLs model including checking the arithmetic accuracy of the probability of default. We also analysed historical trend of expected realisable value of the customers' pledges and considered forward-looking macroeconomic factors that may affect the recoverability of the pawnshop loans and related interest receivables. Furthermore, we assessed the adequacy of the disclosures related to trade receivables in Note 17 to the financial statements.

Existence of pledges, cash and inventories

We focused on pledges, cash and inventories as their total carrying amounts are material to the financial statements, and there is a higher inherent risk of theft and pilferage.

As part of our audit, we obtained an understanding of the internal controls with respect to the physical safeguards over pledges, cash and inventories. On a sample basis, we attended and observed surprise outlet audits (which include the verification of pledges, cash and inventories counts), daily cash counts and inventory cycle counts at selected outlets. We also attended the year-end inventory count and cash count conducted at the head office. To check the existence of bank balances, we obtained bank confirmations and reviewed management's monitoring of the cash balances. Furthermore, we assessed the adequacy of the disclosures related to cash and bank balances, trade receivables (which comprise mainly pawnshop loans related to pledges held as collateral) and inventories in Notes 20, 17 and 16 respectively to the financial statements.

Other information

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

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

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

Responsibilities of management and directors for the financial statements

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

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

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

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.

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF MAXI-CASH FINANCIAL SERVICES CORPORATION LTD
(continued)

Auditor's responsibilities for the audit of the financial statements (continued)

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

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

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

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

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

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 Ho Shyan Yan.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore
29 March 2019

**CONSOLIDATED STATEMENT OF
COMPREHENSIVE INCOME**
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018

| | Note | 2018 \$'000 | 2017 \$'000 |
|---|------|----------------|----------------|
| Revenue | 4 | 203,651 | 192,872 |
| Material costs | | (130,201) | (130,943) |
| Employee benefits | 5 | (19,644) | (16,959) |
| Depreciation and amortisation | | (2,116) | (1,604) |
| Finance costs | 6 | (11,022) | (7,477) |
| Other operating expenses | | (33,218) | (24,909) |
| Interest income from investment securities | | 2,843 | 1,963 |
| Rental income | | 261 | 373 |
| Other income | 7 | 1,653 | 1,856 |
| Share of results of joint venture | | (141) | (215) |
| Profit before tax | 8 | 12,066 | 14,957 |
| Income tax expense | 9(a) | (1,581) | (1,595) |
| Profit for the year | | <u>10,485</u> | <u>13,362</u> |
| Other comprehensive income | | | |
| <i>Items that will not be reclassified to profit or loss</i> | | | |
| Net fair value changes on equity instruments at fair value through other comprehensive income as at the end of the reporting period | | (1,342) | - |
| Net fair value changes on equity instruments at fair value through other comprehensive income upon disposal during the reporting period | | (992) | - |
| <i>Items that may be reclassified subsequently to profit or loss</i> | | | |
| Net fair value changes on debt instruments at fair value through other comprehensive income | | (702) | - |
| Net fair value changes of available-for-sale financial assets | | - | 305 |
| Foreign currency translation | | 6 | - |
| Other comprehensive income for the year, net of tax | | <u>(3,030)</u> | <u>305</u> |
| Total comprehensive income for the year | | <u>7,455</u> | <u>13,667</u> |
| Profit for the year attributable to: | | | |
| Owners of the Company | | 10,382 | 13,255 |
| Non-controlling interests | | 103 | 107 |
| | | <u>10,485</u> | <u>13,362</u> |
| Total comprehensive income attributable to: | | | |
| Owners of the Company | | 7,352 | 13,560 |
| Non-controlling interests | | 103 | 107 |
| | | <u>7,455</u> | <u>13,667</u> |
| Earnings per share (cents) | | | |
| Basic and diluted | 10 | <u>1.03</u> | <u>1.63</u> |

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

**STATEMENTS OF
FINANCIAL POSITION**
AS AT 31 DECEMBER 2018

| Note | Group | | | Company | | | |
|---|----------------------------------|----------------------------------|--------------------------------|----------------------------------|----------------------------------|--------------------------------|---------------|
| | 31 December 2018 \$'000 | 31 December 2017 \$'000 | 1 January 2017 \$'000 | 31 December 2018 \$'000 | 31 December 2017 \$'000 | 1 January 2017 \$'000 | |
| Non-current assets | | | | | | | |
| Property, plant and equipment | 11 | 23,150 | 16,191 | 4,162 | 158 | 178 | 69 |
| Trade and other receivables | 17 | 15,123 | 45,891 | 1,714 | – | 16 | – |
| Investment in subsidiaries | 12 | – | – | – | 47,928 | 46,100 | 45,000 |
| Investment in joint venture | 13 | 141 | 282 | – | 500 | 500 | – |
| Investment securities | 15 | 24,249 | 34,619 | – | – | – | – |
| Prepaid rent | 18 | 1 | – | – | – | – | – |
| Deferred tax assets | 9(c) | 685 | 295 | 363 | – | 110 | 67 |
| | | <u>63,349</u> | <u>97,278</u> | <u>6,239</u> | <u>48,586</u> | <u>46,904</u> | <u>45,136</u> |
| Current assets | | | | | | | |
| Inventories | 16 | 61,469 | 51,807 | 43,211 | – | – | – |
| Trade and other receivables | 17 | 303,543 | 273,361 | 246,278 | 29 | 12 | 538 |
| Prepaid rent | 18 | 4 | – | 42 | – | – | – |
| Prepayments | | 1,726 | 2,325 | 852 | 421 | 699 | 20 |
| Due from subsidiaries (non-trade) | 19 | – | – | – | 161,889 | 142,568 | 43,165 |
| Due from a related company (trade) | 19 | – | – | 97 | – | – | 7 |
| Due from a related company (non-trade) | 19 | 1 | – | – | – | – | – |
| Due from a joint venture (non-trade) | 19 | 5,215 | 2,590 | – | 5,215 | 2,590 | – |
| Investment securities | 15 | 2,466 | 1,486 | – | – | – | – |
| Derivative financial instruments | 14 | 1,058 | – | – | – | – | – |
| Cash and bank balances | 20 | 21,845 | 17,694 | 10,542 | 941 | 740 | 1,502 |
| | | <u>397,327</u> | <u>349,263</u> | <u>301,022</u> | <u>168,495</u> | <u>146,609</u> | <u>45,232</u> |
| Total assets | | <u>460,676</u> | <u>446,541</u> | <u>307,261</u> | <u>217,081</u> | <u>193,513</u> | <u>90,368</u> |
| Current liabilities | | | | | | | |
| Trade and other payables | 21 | 9,089 | 6,769 | 5,576 | 2,776 | 2,997 | 1,999 |
| Due to immediate holding company (non-trade) | 19 | – | – | 11 | – | – | 7 |
| Due to related companies (non-trade) | 19 | 706 | 42 | 29,570 | – | 42 | – |
| Dividends payables | | 3,105 | – | – | 3,105 | – | – |
| Provision for taxation | | 1,986 | 1,843 | 1,782 | 50 | – | – |
| Interest-bearing loans | 22 | 222,668 | 230,375 | 173,550 | – | – | – |
| | | <u>237,554</u> | <u>239,029</u> | <u>210,489</u> | <u>5,931</u> | <u>3,039</u> | <u>2,006</u> |
| Net current assets | | <u>159,773</u> | <u>110,234</u> | <u>90,533</u> | <u>162,564</u> | <u>143,570</u> | <u>43,226</u> |
| Non-current liabilities | | | | | | | |
| Other payables | 21 | 74 | 239 | 56 | 16 | 74 | – |
| Interest-bearing loans | 22 | 12,644 | 7,624 | – | – | – | – |
| Term notes | 23 | 69,000 | 70,000 | – | 70,000 | 70,000 | – |
| Deferred tax liabilities | 9(c) | 257 | 307 | 94 | – | – | – |
| | | <u>81,975</u> | <u>78,170</u> | <u>150</u> | <u>70,016</u> | <u>70,074</u> | <u>–</u> |
| Total liabilities | | <u>319,529</u> | <u>317,199</u> | <u>210,639</u> | <u>75,947</u> | <u>73,113</u> | <u>2,006</u> |
| Net assets | | <u>141,147</u> | <u>129,342</u> | <u>96,622</u> | <u>141,134</u> | <u>120,400</u> | <u>88,362</u> |
| Equity attributable to owners of the Company | | | | | | | |
| Share capital | 24(a) | 137,286 | 118,367 | 87,439 | 137,286 | 118,367 | 87,439 |
| Treasury shares | 24(b) | (15) | (165) | – | (15) | (165) | – |
| Other reserves | 24(c) | (3,257) | 305 | – | (23) | – | – |
| Revenue reserves | | 6,113 | 9,918 | 8,373 | 3,886 | 2,198 | 923 |
| | | <u>140,127</u> | <u>128,425</u> | <u>95,812</u> | <u>141,134</u> | <u>120,400</u> | <u>88,362</u> |
| Non-controlling interests | | 1,020 | 917 | 810 | – | – | – |
| Total equity | | <u>141,147</u> | <u>129,342</u> | <u>96,622</u> | <u>141,134</u> | <u>120,400</u> | <u>88,362</u> |
| Total equity and liabilities | | <u>460,676</u> | <u>446,541</u> | <u>307,261</u> | <u>217,081</u> | <u>193,513</u> | <u>90,368</u> |

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 2018

| Note | Attributable to owners of the Company | | | | | | |
|---|---------------------------------------|-----------------|----------------|------------------|--|---------------------------|--------------|
| | Share capital | Treasury shares | Other reserves | Revenue reserves | Equity attributable to owners of the Company | Non-controlling interests | Total equity |
| | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| Group | | | | | | | |
| At 1 January 2017 | 87,439 | - | - | 8,373 | 95,812 | 810 | 96,622 |
| Profit for the year | - | - | - | 13,255 | 13,255 | 107 | 13,362 |
| Other comprehensive income | | | | | | | |
| Net gain on fair value changes of available-for-sale financial assets | - | - | 305 | - | 305 | - | 305 |
| Other comprehensive income for the year, net of tax | - | - | 305 | - | 305 | - | 305 |
| Total comprehensive income for the year | - | - | 305 | 13,255 | 13,560 | 107 | 13,667 |
| Contributions by and distributions to owners | | | | | | | |
| Dividends on ordinary shares – Cash | - | - | - | (1,245) | (1,245) | - | (1,245) |
| Dividends on ordinary shares – Scrip | - | - | - | (10,465) | (10,465) | - | (10,465) |
| Ordinary shares issued under scrip dividend | 10,465 | - | - | - | 10,465 | - | 10,465 |
| Ordinary shares issued under rights issue | 20,613 | - | - | - | 20,613 | - | 20,613 |
| Share issuance expenses | (150) | - | - | - | (150) | - | (150) |
| Purchase of treasury shares | - | (165) | - | - | (165) | - | (165) |
| Total contributions by and distributions to owners | 30,928 | (165) | - | (11,710) | 19,053 | - | 19,053 |
| At 31 December 2017 and 1 January 2018 | 118,367 | (165) | 305 | 9,918 | 128,425 | 917 | 129,342 |

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 2018
(continued)

| Note | Attributable to owners of the Company | | | | | | |
|---|---------------------------------------|-----------------|----------------|------------------|--|---------------------------|--------------|
| | Share capital | Treasury shares | Other reserves | Revenue reserves | Equity attributable to owners of the Company | Non-controlling interests | Total equity |
| | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| Group | | | | | | | |
| At 1 January 2018 | 118,367 | (165) | 305 | 9,918 | 128,425 | 917 | 129,342 |
| Profit for the year | - | - | - | 10,382 | 10,382 | 103 | 10,485 |
| <u>Other comprehensive income</u> | | | | | | | |
| Foreign currency translation | - | - | 6 | - | 6 | - | 6 |
| Net fair value changes in debt instruments at fair value through other comprehensive income ("FVOCI") | - | - | (702) | - | (702) | - | (702) |
| Net fair value changes in equity instruments at FVOCI | - | - | (2,334) | - | (2,334) | - | (2,334) |
| Other comprehensive income for the year, net of tax | - | - | (3,030) | - | (3,030) | - | (3,030) |
| Total comprehensive income for the year | - | - | (3,030) | 10,382 | 7,352 | 103 | 7,455 |
| <u>Contributions by and distributions to owners</u> | | | | | | | |
| Dividends on ordinary shares – Cash | - | - | - | (8,078) | (8,078) | - | (8,078) |
| Dividends on ordinary shares – Scrip | - | - | - | (5,117) | (5,117) | - | (5,117) |
| Ordinary shares issued under scrip dividend | 5,117 | - | - | - | 5,117 | - | 5,117 |
| Ordinary shares issued under rights issue | 13,940 | - | - | - | 13,940 | - | 13,940 |
| Share issuance expenses | (138) | - | - | - | (138) | - | (138) |
| Purchase of treasury shares | - | (42) | - | - | (42) | - | (42) |
| Treasury shares reissued pursuant to Maxi-Cash Performance Share Plan | - | 192 | (23) | - | 169 | - | 169 |
| Total contributions by and distributions to owners | 18,919 | 150 | (23) | (13,195) | 5,851 | - | 5,851 |
| <u>Changes in ownership interests in subsidiaries</u> | | | | | | | |
| Reserve on acquisition of a subsidiary | - | - | (1,501) | - | (1,501) | - | (1,501) |
| Total changes in ownership interests in subsidiaries | - | - | (1,501) | - | (1,501) | - | (1,501) |
| Total transactions with owners in their capacity as owners | 137,286 | (15) | (4,249) | 7,105 | 140,127 | 1,020 | 141,147 |
| <u>Others</u> | | | | | | | |
| Transfer of fair value reserves of equity instruments at FVOCI upon disposal | - | - | 992 | (992) | - | - | - |
| Total others | - | - | 992 | (992) | - | - | - |
| At 31 December 2018 | 137,286 | (15) | (3,257) | 6,113 | 140,127 | 1,020 | 141,147 |

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 2018
(continued)

| Note | Share capital \$'000 | Treasury shares \$'000 | Other reserves \$'000 | Revenue reserves \$'000 | Total \$'000 |
|---|----------------------------|------------------------------|-----------------------------|-------------------------------|-----------------|
| Company | | | | | |
| At 1 January 2017 | 87,439 | – | – | 923 | 88,362 |
| Profit for the year | – | – | – | 12,985 | 12,985 |
| Total comprehensive income for the year | – | – | – | 12,985 | 12,985 |
| <u>Contributions by and distributions to owners</u> | | | | | |
| Dividends on ordinary shares – Cash | – | – | – | (1,245) | (1,245) |
| Dividends on ordinary shares – Scrip | – | – | – | (10,465) | (10,465) |
| Ordinary shares issued under scrip dividend | 24(a) 10,465 | – | – | – | 10,465 |
| Ordinary shares issued under rights issue | 24(a) 20,613 | – | – | – | 20,613 |
| Share issuance expenses | 24(a) (150) | – | – | – | (150) |
| Purchase of treasury shares | 24(b) – | (165) | – | – | (165) |
| Total contributions by and distributions to owners | 30,928 | (165) | – | (11,710) | 19,053 |
| At 31 December 2017 | 118,367 | (165) | – | 2,198 | 120,400 |
| At 1 January 2018 | 118,367 | (165) | – | 2,198 | 120,400 |
| Profit for the year | – | – | – | 14,883 | 14,883 |
| Total comprehensive income for the year | – | – | – | 14,883 | 14,883 |
| <u>Contributions by and distributions to owners</u> | | | | | |
| Dividends on ordinary shares – Cash | – | – | – | (8,078) | (8,078) |
| Dividends on ordinary shares – Scrip | – | – | – | (5,117) | (5,117) |
| Ordinary shares issued under scrip dividend | 24(a) 5,117 | – | – | – | 5,117 |
| Ordinary shares issued under rights issue | 24(a) 13,940 | – | – | – | 13,940 |
| Share issuance expenses | 24(a) (138) | – | – | – | (138) |
| Purchase of treasury shares | 24(b) – | (42) | – | – | (42) |
| Treasury shares reissued pursuant to Maxi-Cash Performance Share Plan | 24(b)(c) – | 192 | (23) | – | 169 |
| Total contributions by and distributions to owners | 18,919 | 150 | (23) | (13,195) | 5,851 |
| At 31 December 2018 | 137,286 | (15) | (23) | 3,886 | 141,134 |

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 2018

| | Note | 2018 \$'000 | 2017 \$'000 |
|--|------|----------------|-----------------|
| Operating activities | | | |
| Profit before tax | | 12,066 | 14,957 |
| Adjustments for: | | | |
| Write back of allowance for doubtful receivables, net | | (26) | (107) |
| Depreciation of property, plant and equipment | 11 | 2,113 | 1,562 |
| Write-off of inventories | 16 | – | 4 |
| Interest expense | 6 | 10,794 | 7,334 |
| Interest income from investment securities | | (2,843) | (1,963) |
| Amortisation of prepaid commitment fee | 6 | 283 | 155 |
| Amortisation of premium on term notes | 6 | (55) | (12) |
| Financial losses on pledged items not fully covered by insurance | | 13 | 25 |
| Loss on disposal of property, plant and equipment | 8 | 129 | 530 |
| Loss/(gain) on disposal of investment securities | 7 | 187 | (785) |
| Net fair value gain on derivatives | 14 | (1,058) | – |
| Amortisation of prepaid rent | 18 | 3 | 42 |
| Gain on purchase of term notes | | (4) | – |
| Unrealised foreign exchange differences | | 3,813 | (470) |
| Share of results of joint venture | | 141 | 215 |
| Operating cash flows before changes in working capital | | 25,556 | 21,487 |
| <i>Changes in working capital</i> | | | |
| Increase in inventories | | (9,611) | (8,600) |
| Increase in trade and other receivables | | (1,768) | (70,260) |
| Decrease/(increase) in prepayments | | 439 | (759) |
| Decrease in due from a related company (trade) | | – | 97 |
| Increase in trade and other payables | | 5,196 | 1,253 |
| Total changes in working capital | | (5,744) | (78,269) |
| Cash flows from/(used in) operations | | 19,812 | (56,782) |
| Interest paid | | (10,794) | (7,334) |
| Interest received | | 63 | – |
| Income taxes refunded | | 35 | 30 |
| Income taxes paid | | (1,495) | (1,346) |
| Net cash flows from/(used in) operating activities | | 7,621 | (65,432) |
| Investing activities | | | |
| Purchase of property, plant and equipment | 11 | (9,170) | (14,121) |
| Interest received | | 2,380 | 1,514 |
| Acquisition of a subsidiary | 12 | (1,610) | – |
| Purchase of investment securities | | (42,830) | (125,800) |
| Investment in joint venture | | – | (500) |
| Proceeds from disposal of plant and equipment | | 14 | – |
| Due from a joint venture (non-trade) | | (2,625) | (2,590) |
| Proceeds from disposal of investment securities | | 48,644 | 90,847 |
| Net cash flows used in investing activities | | (5,197) | (50,650) |

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 2018
(continued)

| | Note | 2018 | 2017 |
|---|-------------|---------------|----------------|
| | | \$'000 | \$'000 |
| Financing activities | | | |
| Proceeds from issuance of term notes | 23 | – | 70,140 |
| Purchase of term notes | 23 | (996) | – |
| (Repayment)/proceeds from short-term bank borrowings, net | | (7,895) | 56,525 |
| Proceeds from term loans | | 5,678 | 8,000 |
| Repayment of term loans | | (470) | (76) |
| Purchase of treasury shares | 24(b) | (42) | (165) |
| Repayment of advances from immediate holding company (non-trade), net | | – | (11) |
| Term notes commitment fee paid | | – | (869) |
| Repayment of advances from related companies (non-trade), net | | (213) | (29,528) |
| Decrease in due from a related company (non-trade) | | 27 | – |
| Proceeds from rights issue, net | 24(a) | 13,802 | 20,463 |
| Dividends paid on ordinary shares | | (8,078) | (1,245) |
| Net cash flows generated from financial activities | | <u>1,813</u> | <u>123,234</u> |
| Net increase in cash and cash equivalents | | 4,237 | 7,152 |
| Effect of exchange rate changes on cash and cash equivalents | | (86) | – |
| Cash and cash equivalents at the beginning of the financial year | | <u>17,694</u> | <u>10,542</u> |
| Cash and cash equivalents at the end of the financial year | 20 | <u>21,845</u> | <u>17,694</u> |

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 2018

1. Corporate information

Maxi-Cash Financial Services Corporation Ltd. (the “**Company**”) is a limited liability Company incorporated and domiciled in Singapore and is listed on the Catalist Board of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).

The Company’s immediate and ultimate holding companies are Aspial Corporation Limited and MLHS Holdings Pte Ltd, respectively, both incorporated in Singapore.

The Company’s registered office is located at 80 Raffles Place, #32-01 UOB Plaza 1, Singapore 048624 and its principal place of business is located at 55 Ubi Avenue 1, #07-11, Ubi 55, Singapore 408935.

The principal activity of the Company is investment holding and provision of management services. The principal activities of the subsidiaries are disclosed in Note 12 to the financial statements.

2. Summary of significant accounting policies

2.1 Basis of preparation

The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards (International) (“**SFRS(I)**”).

For all periods up to and including the year ended 31 December 2017, the Group prepared its financial statements in accordance with Financial Reporting Standards in Singapore (FRS). These financial statements for the year ended 31 December 2018 are the first the Group has prepared in accordance with SFRS(I). Refer to Note 2.2 for information on how the Group adopted SFRS(I).

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

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

2.2 First-time adoption of Singapore Financial Reporting Standards (International)

These financial statements for the year ended 31 December 2018 are the first the Group and the Company have prepared in accordance with SFRS(I). Accordingly, the Group and the Company have prepared financial statements that comply with SFRS(I) applicable as at 31 December 2018, together with the comparative period data for the year ended 31 December 2017, as described in the summary of significant accounting policies. On preparing the financial statements, the Group’s and the Company’s opening balance sheets were prepared as at 1 January 2017, the Group and the Company’s date of transition to SFRS(I).

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

Exemptions applied on adoption of SFRS(I)

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

- SFRS(I) 3 Business Combinations has not been applied to either acquisitions of subsidiaries that are considered businesses under SFRS(I), or acquisitions of interests in associates and joint ventures that occurred before 1 January 2017. The carrying amounts of assets and liabilities at the date of transition to SFRS(I) is the same as previously reported under FRS.
- The comparative information do not comply with SFRS(I) 9 Financial Instruments or SFRS(I) 7 Financial Instruments: Disclosures to the extent the disclosures relate to items within the scope of SFRS(I) 9.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

2. Summary of significant accounting policies (continued)

2.2 First-time adoption of Singapore Financial Reporting Standards (International) (continued)

New accounting standards effective on 1 January 2018

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

SFRS(I) 9 Financial Instruments

On 1 January 2018, the Group adopted SFRS(I) 9 Financial instruments, which is effective for annual periods beginning on or after 1 January 2018.

The changes arising from the adoption of SFRS(I) 9 have been applied retrospectively.

The Group has elected to apply the exemption in SFRS(I) 1 and has not restated comparative information in the year of initial application. There was no material impact arising from SFRS(I) 9 adoption, and therefore, no adjustments was included in the opening retained earnings at the date of initial application, 1 January 2018. The comparative information was prepared in accordance with the requirements of FRS 39.

Classification and measurement

The Group's trade receivables include receivables arising from pawnbroking business and secured lending. The Group's intention is to hold these receivables to collect the contractual cash flows. Consequently, upon adoption of SFRS(I) 9, these has been classified as measured at amortised cost.

SFRS(I) 9 requires debt instruments to be measured either at amortised cost, FVOCI or fair value through profit or loss ("FVPL").

Classification of debt instruments depends on the entity's business model for managing the financial assets and whether the contractual cash flows represent solely payments of principal and interest ("SPPI"). An entity's business model is how an entity manages its financial assets in order to generate cash flows and create value for the entity either from collecting contractual cash flows, selling financial assets or both. If a debt instrument is held to collect contractual cash flows, it is measured at amortised cost if it also meets the SPPI requirement. Debt instruments that meet the SPPI requirement that are held both to collect the assets' contractual cash flows and to sell the assets are measured at FVOCI. Financial assets are measured at FVPL if they do not meet the criteria of FVOCI or amortised cost.

The assessment of the business model and whether the financial assets meet the SPPI requirements was made as of 1 January 2018, and if applicable, then applied retrospectively to those financial assets that were not derecognised before 1 January 2018.

The Group has a mixed business model. Debt instruments that were measured at amortised cost previously are held to collect contractual cash flows, and accordingly measured at amortised cost under SFRS(I) 9. For debt instruments that were measured at FVOCI previously, the Group's business model is to hold the debt instrument to collect contractual cash flows and sell, and accordingly measured at FVOCI when it applies SFRS(I) 9. Debt instruments that were classified as loans and receivables that were previously measured at amortised cost that did not meet the SPPI requirements have been remeasured to FVPL under SFRS(I) 9. Accordingly, the amount due from joint venture of \$2,590,000 as at 31 December 2017 as disclosed under FRS 39 measured at amortised cost is now remeasured at FVPL under SFRS(I) 9 as at 1 January 2018 for the same amount of \$2,590,000. There is no significant impact arising from measurement of these instruments upon adoption of SFRS(I) 9.

Debt instruments that were classified as available-for-sale financial assets that were previously measured at FVOCI that did not meet the SPPI requirements have been remeasured to FVPL under SFRS(I) 9. Accordingly, the available-for-sale financial asset of \$10,364,000 as disclosed in the previous financial statements 31 December 2017 under FRS 39 measured at FVOCI is now remeasured at FVPL under SFRS(I) 9 as at 1 January 2018 for the same amount of \$10,364,000. As at 31 December 2018, the debt instrument is measured at FVPL with carrying amount of \$9,625,000.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

2. Summary of significant accounting policies (continued)

2.2 First-time adoption of Singapore Financial Reporting Standards (International) (continued)

SFRS(I) 9 Financial Instruments (continued)

Classification and measurement (continued)

SFRS(I) 9 requires all equity instruments to be carried at fair value through profit or loss, however an entity may make an irrevocable election at initial recognition for particular investments in equity instruments that would otherwise be measured at fair value through profit or loss to present subsequent changes in fair value in other comprehensive income.

The Group elected to measure its currently held equity instruments at FVOCI. Upon disposal of these equity instruments, cumulative fair value changes previously recognised in FVOCI will be transferred to retained earnings.

Impairment

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

Upon adoption of SFRS(I) 9 and application of the expected credit loss model, the Group has assessed that there is no significant impact upon adoption of SFRS(I) 9 due to the following reasons:

Secured lending receivables (Note 17)

Secured lending receivables are secured by way of collateralised real estate held by the investment trustee. Although the collateral does not influence whether the financial instrument has a low credit risk, the expected cash flows in the assessment of net lifetime expected credit losses will include cash flows from the sale of collateral held.

Pawnshop loans (Note 17)

Collateralised nature of the pawnshop loans whereby the quantum of loans granted to customers is based on a fraction of the value of the collaterals pledged to the Group. Although the collateral does not influence whether the financial instrument has a low credit risk, the expected cash flows in the assessment of net lifetime expected credit losses will include cash flows from the sale of collateral held.

Interest receivables on pawnshop loans (Note 17)

When customer default occurs, the Group has no reasonable expectations of recovering the interest receivable and therefore, the Group writes off the interest receivable portion of the financial assets. However, this loss is expected to be recoverable when the forfeited pledges are subsequently sold to customers under the Group's retail and trading of jewellery and branded merchandise business segment (Note 28).

Quoted debt instruments (Note 15)

For those quoted debt instruments that are assessed to be of low credit risk and externally rated, the Group applied the low credit operational simplification and determined that no significant increase in credit risk has occurred. There is no significant impact arising from estimation of loss allowance based on 12-month probability of default and loss given default, which would result in impairment losses to be recognised in profit or loss.

For those quoted debt instruments that are assessed to be of high credit risk and externally rated, the Group applied the lifetime ECLs approach and noted that there is no significant impact arising from estimation of loss allowance as the Group does not have a significant portion of quoted debt instruments with high credit risk.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

2. Summary of significant accounting policies (continued)

2.2 First-time adoption of Singapore Financial Reporting Standards (International) (continued)

Tax adjustments and other adjustments

The Group does not expect any material tax adjustments and other adjustments other than mentioned below:

| | Group 2017 |
|---|-----------------------|
| | \$'000 |
| Revenue – interest income from pawnbroking | 39,225 |
| Interest income not recognised due to forfeiture of pledges | (4,480) |
| As previously reported (Note 4) | 34,745 |
| Adoption of new standards | 4,480 |
| 2017 revenue – interest income as reported (Note 4) | 39,225 |

As shown in the table above, the adoption of SFRS(I) 9 on recognition of interest income from pawnbroking services did not impact the profit before tax for 31 December 2017 as the Group had not recognised interest income since it was not probable that economic benefits will flow to the Group due to forfeiture of pledges by the pawnshop customers. The interest income from pawnbroking services have been restated to recognise interest income and a corresponding write-off of interest receivables under other operating expenses.

SFRS(I) 15 Revenue from Contracts with Customers

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

The Group is in the business of investment holding, jewellery trading and retailing, pawn brokerage and money lending.

The Group's business segments of investment holding, pawnbroking, money lending and others are mainly scoped out of SFRS(I) 15 as these are under the scope of SFRS(I) 9 instead.

The Group's business segments of jewellery trading and retailing are under the scope of SFRS(I) 15. However, the Group does not provide customers with right of return, trade discounts or volume rebates and variable consideration and constraints under SFRS(I) 15 are not applicable to the Group. Management assessed the adoption of SFRS(I) 15 not to have any material impact on the financial statements.

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 |
|--|---|
| SFRS(I) 16 <i>Leases</i> | 1 January 2019 |
| SFRS(I) INT 23 <i>Uncertainty over Income Tax Treatments</i> | 1 January 2019 |
| Amendments to SFRS(I) 1-28 <i>Long-term Interests in Associates and Joint Ventures</i> | 1 January 2019 |
| Annual Improvements to SFRS(I)s 2015-2017 Cycle | 1 January 2019 |
| Amendments to SFRS(I) 10 and SFRS(I) 1-28 <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> | Date to be determined |

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

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

2. Summary of significant accounting policies (continued)

2.3 Standards issued but not yet effective (continued)

SFRS(I) 16 Leases

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

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

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

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

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

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

On the adoption of SFRS(I) 16, the Group expects to recognise right-of-use assets and lease liabilities for its leases previously classified as operating leases.

2.4 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.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

2. Summary of significant accounting policies (continued)

2.5 Business combination involving entities under common control

Business combinations involving entities under common control are accounted for by applying the pooling of interest method which involves the following:

- The assets and liabilities of the combining entities are reflected at their carrying amounts reported in the consolidated financial statements of the controlling holding company.
- No adjustments are made to reflect the fair values on the date of combination, or recognise any new assets or liabilities.
- No additional goodwill is recognised as a result of the combination.
- Any difference between the consideration paid/transferred and the equity 'acquired' is reflected within the equity under other reserves.
- The statement of comprehensive income reflects the results of the combining entities prospectively from the date on which the business combination occurred.

2.6 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.

2.7 Foreign currency

The financial statements are presented in Singapore Dollars ("**SGD**"), which is also the Company's functional currency. Each entity in the Group determines its own functional currency to be SGD 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 SGD by the Company and its subsidiaries and are recorded on initial recognition 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 financial year. 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 financial year 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 2018
(continued)

2. Summary of significant accounting policies (continued)

2.8 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 losses.

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

| | | |
|--|---|----------------|
| Leasehold properties | – | 59 to 63 years |
| Renovations, electrical fittings, furniture and fittings | – | 3 – 5 years |
| Air-conditioners, office and security equipment | – | 3 – 5 years |
| Showroom tools and machinery | – | 5 years |
| Computers | – | 3 years |
| Motor vehicles | – | 3 – 7 years |

Work-in-progress is not depreciated until it is ready for its intended 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 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 derecognised 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 derecognised.

2.9 Impairment of non-financial assets

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

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.

2.10 Subsidiaries

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

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

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

2. Summary of significant accounting policies (continued)

2.11 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.

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 2.12.

2.12 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 account 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 represents 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 statement of financial position 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 venture, 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 in line with those of the Group.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

2. Summary of significant accounting policies (continued)

2.13 Financial instruments

(a) *Financial assets*

Initial recognition and measurement

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

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

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

Subsequent measurement

Investments in debt instruments

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

(i) **Amortised cost**

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

(ii) **Fair value through other comprehensive income**

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

(iii) **Fair value through profit or loss**

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

Investments in equity instruments

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

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

2. Summary of significant accounting policies (continued)

2.13 Financial instruments (continued)

(a) *Financial assets (continued)*

Derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. Changes in fair value of derivatives are recognised in profit or loss.

Derecognition

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income for debt instruments is recognised in profit or loss. For derecognition of equity instruments, cumulative fair value changes previously recognised in FVOCI will be transferred to retained earnings.

(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 derecognised, and through the amortisation process.

De-recognition

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

2.14 Impairment of financial assets

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

The Group's estimation varies with respect to its various types of financial assets as follows:

Pawnshop loans and interest receivables on pawnshop loans

The Group uses the general approach and estimates for lifetime ECLs on the financial assets. ECLs are based on the difference between the contractual cash flows due in accordance with the contractual terms of the pawn tickets and all the cash flows that the Group expects to receive from the sale of collateral held or other credit enhancements that are integral to the contractual terms of the pawn tickets.

The Group considers the financial assets in default upon forfeiture of the collateral to the Group. When such default occurs, the Group has no reasonable expectations of recovering the interest receivable portion of the financial assets. Therefore, the Group writes off the interest receivable portion of the financial assets.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

2. Summary of significant accounting policies (continued)

2.14 Impairment of financial assets (continued)

Secured lending receivables

The Group uses the general approach and estimates for 12-months expected credit losses when there is no indication of significant deterioration in credit risk. When a significant increase in credit risk has occurred, the Group estimates the Lifetime ECLs for such financial assets.

Debt investment securities

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

For debt instruments at FVOCI, the Group applies the low credit risk simplification. At every reporting date, the Group evaluates whether the debt instrument is considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the external credit rating of the debt instrument.

Due from a joint venture

The Group uses the general approach and estimates for 12-months expected credit losses when there is no indication of significant deterioration in credit risk based on the financial performance of its related entities. When a significant increase in credit risk has occurred, the Group estimates the Lifetime ECLs for such financial assets.

2.15 Cash and cash equivalents

Cash and cash equivalents comprise cash at banks including fixed deposits and cash on hand.

2.16 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined by applying the specific identification method.

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

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

2.17 Provisions

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 economic 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 each financial year 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.

2.18 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 income, the government grant is recognised in profit or loss upon receipt of the grant. Grants related to income are presented under other income.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

2. Summary of significant accounting policies (continued)

2.19 Financial guarantees

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

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

2.20 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 consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.21 Employee benefits

(a) *Defined contribution plans*

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. In particular, the Singapore 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*

Employees' entitlement to annual leave is recognised as a liability when they are accrued to the employees. The undiscounted liability for leave expected to be settled wholly before twelve months after the end of the financial year is recognised for services rendered by employees up to the end of the financial year.

(c) *Employee share award plan*

The immediate holding company's shares can be awarded to certain employees and directors of the Group. Share award expense is recognised as an expense in the same period in which the related service is performed. The fair value of the share award expense is determined based on the market value of the shares at the distribution dates.

2.22 Leases

(a) *As lessee*

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

(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).

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

2. Summary of significant accounting policies (continued)

2.23 Revenue

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

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

(a) *Sale of goods*

Revenue from sale of jewellery and branded merchandise is recognised upon satisfaction of identified performance obligation, which generally coincides with delivery and acceptance of promised goods sold, net of discounts, returns and applicable goods and services tax. 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) *Interest income*

Interest income is recognised using the effective interest method.

(c) *Rental income from operating leases*

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

(d) *Distribution income*

Distribution income are recognised when the Group's right to receive payment is established.

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 authority. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the end of the financial year, in Singapore 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 financial year between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

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

- Where the deferred tax liability 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 taxable temporary differences associated with investments in subsidiaries, 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.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

2. Summary of significant accounting policies (continued)

2.24 Taxes (continued)

(b) *Deferred tax (continued)*

Deferred tax assets are recognised for all deductible temporary differences, the 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, 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 financial year 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 financial year 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 financial year.

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.

(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 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.

2.26 Treasury shares

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

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

2. Summary of significant accounting policies (continued)

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 statement of financial position of the Group.

3. Significant accounting judgments and estimates

The preparation of the Group's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each financial year. 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.

3.1 Judgments made in applying accounting policies

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

Income taxes

The Group has exposure to income taxes in countries where the Group operates. Significant judgment is involved in determining the Group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. The carrying amount of the Group's provision for taxation and deferred tax liabilities at the end of the financial year was \$1,986,000 (31 December 2017: \$1,843,000, 1 January 2017: \$1,782,000) and \$257,000 (31 December 2017: \$307,000, 1 January 2017: \$94,000) respectively.

Deferred tax assets are recognised for all deductible temporary differences and unutilised tax credits and losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and tax credits/losses can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying amount of the Group's deferred tax assets at the end of the financial year was \$685,000 (31 December 2017: \$295,000, 1 January 2017: \$363,000).

Classification and measurement of equity instruments as fair value through other comprehensive income

The Group intends to hold its equity instruments for an indefinite period and it may be sold in response to liquidity needs or in response to changes in the market conditions. Therefore, management has concluded that these equity instruments are not held for trading and can be classified and measured at FVOCI.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

3. Significant accounting judgments and estimates (continued)

3.2 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the financial year 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.

(a) *Allowance for expected credit losses on pawnshop loans and interest receivables on pawnshop loans*

The Group uses a provision matrix to estimate the allowance for ECLs on pawnshop loans and interest receivables on pawnshop loans. The Group has estimated the probability of default being the forfeiture of the customers' pledges based on historical non-redemption data of individual pawnshop outlets. The Group has estimated the loss given default based on the expected realisable value of the customers' pledges. Significant judgement and estimation is involved in using the historical non-redemption data to derive the probability of default as the pawnshop loans age as well as considering any forward-looking economic information. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The carrying amount of the Group's trade receivables which includes the pawnshop loans and interest receivables on pawnshop loans at the end of the financial year is disclosed in Note 17 to the financial statements.

(b) *Allowance for inventory obsolescence*

The Group periodically assesses the allowance for inventory obsolescence. When inventories are deemed obsolete or when the net realisable value falls below cost, the amount of obsolete inventories or fall in value is recognised as an impairment against the inventory balance. To determine whether there is objective evidence of impairment, the Group estimates future demand for the product. Any possible changes in these estimates could result in revision to the valuation of inventory. The carrying amount of the Group's inventories at the end of the financial year is disclosed in Note 16 to the financial statements.

4. Revenue

| | Group | |
|---|--------------|-------------|
| | 2018 | 2017 |
| | \$'000 | \$'000 |
| Sale of jewellery and branded merchandise (Revenue recognised at a point in time) | 153,597 | 151,769 |
| Interest income from pawnbroking services | 41,110 | 39,225 |
| Interest income and distribution income from secured lending | 8,944 | 1,878 |
| | 203,651 | 192,872 |

5. Employee benefits

| | Group | |
|--|--------------|-------------|
| | 2018 | 2017 |
| | \$'000 | \$'000 |
| Employee benefits expense: | | |
| - Salaries and bonuses | 17,419 | 15,059 |
| - Central Provident Fund contributions | 2,225 | 1,900 |
| | 19,644 | 16,959 |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

6. Finance costs

| | Group | |
|--|---------------|--------------|
| | 2018 | 2017 |
| | \$'000 | \$'000 |
| Interest expense on: | | |
| - Short-term bank borrowings | 6,680 | 5,018 |
| - Term loans | 264 | 50 |
| - Term notes | 3,850 | 2,129 |
| - Advances from a related company | - | 137 |
| | <u>10,794</u> | <u>7,334</u> |
| Amortisation of prepaid commitment fee | 283 | 155 |
| Amortisation of premium on term notes | (55) | (12) |
| | <u>11,022</u> | <u>7,477</u> |

7. Other income

| | Group | |
|---|--------------|--------------|
| | 2018 | 2017 |
| | \$'000 | \$'000 |
| Net foreign exchange gain | - | 539 |
| Net gain on disposal of investment securities | - | 785 |
| Net fair value gain on derivative financial instruments | 1,058 | - |
| Government grants and other miscellaneous income | 595 | 532 |
| | <u>1,653</u> | <u>1,856</u> |

8. Profit before tax

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

| | Group | |
|--|--------------|--------------|
| | 2018 | 2017 |
| | \$'000 | \$'000 |
| Audit fees to auditors of the Company | 299 | 286 |
| Non-audit fees to auditors of the Company | 74 | - |
| Write-back of doubtful receivables, net | (26) | (107) |
| Amortisation of prepaid rent | 3 | 42 |
| Depreciation of property, plant and equipment | 2,113 | 1,562 |
| Operating leases | 11,675 | 10,590 |
| - Fixed rental expense on operating leases | 11,536 | 10,448 |
| - Contingent rental expense on operating leases | 139 | 142 |
| Loss on disposal of property, plant and equipment | 129 | 530 |
| Net loss on disposal of investment securities | 187 | - |
| Net foreign exchange loss | 5,854 | - |
| Interest receivables on pawnshop loans written off | 4,427 | 4,480 |
| Write-off of inventories | - | 4 |
| Financial losses on pledged items not fully covered by insurance | 13 | 25 |
| Branding and marketing related costs | <u>1,605</u> | <u>2,346</u> |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

9. **Income tax expense**

(a) **Major components of income tax expense**

The major components of income tax expense for the years ended 31 December 2018 and 2017 are:

| | Group | |
|--|--------------|--------------|
| | 2018 | 2017 |
| | \$'000 | \$'000 |
| <i>Consolidated statement of comprehensive income:</i> | | |
| <i>Current income tax</i> | | |
| Current income taxation | 1,693 | 1,661 |
| Over provision in respect of previous years | (12) | (18) |
| Withholding tax | 7 | – |
| | <u>1,688</u> | <u>1,643</u> |
| <i>Deferred income tax</i> | | |
| Origination and reversal of temporary differences | (49) | 9 |
| Over provision in respect of previous years | (58) | (57) |
| Income tax expense recognised in profit or loss | <u>1,581</u> | <u>1,595</u> |
| <i>Deferred tax (credit)/expense related to other comprehensive income</i> | | |
| Net loss on fair value changes on equity instruments | (274) | – |
| Net loss on fair value changes on debt instruments | (144) | – |
| Net gain on fair value changes of available-for-sale financial assets | – | 63 |
| | <u>(418)</u> | <u>63</u> |

(b) **Relationship between tax expense and profit before tax**

The reconciliations between tax expense and the product of profit before tax multiplied by the applicable corporate tax rate for the years ended 31 December 2018 and 2017 are as follows:

| | Group | |
|---|---------------|---------------|
| | 2018 | 2017 |
| | \$'000 | \$'000 |
| Profit before tax | <u>12,066</u> | <u>14,957</u> |
| Tax calculated at a tax rate of 17% (2017: 17%) | 2,051 | 2,543 |
| Adjustments: | | |
| Expenses not deductible for tax purposes | 113 | 152 |
| Income not subject to tax | (61) | (158) |
| Deferred tax assets not recognised | 243 | – |
| Effect of partial tax exemption and tax relief | (535) | (840) |
| Over provision in respect of previous years | (70) | (75) |
| Withholding tax | 7 | – |
| Disposal of equity instruments carried at FVOCI, which are not recycled to profit or loss | (169) | – |
| Others | 2 | (27) |
| Income tax expense recognised in profit or loss | <u>1,581</u> | <u>1,595</u> |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

9. Income tax expense (continued)

(c) *Deferred income tax*

| | Group | | Company | |
|--|------------|-------------|----------|------------|
| | 2018 | 2017 | 2018 | 2017 |
| | \$'000 | \$'000 | \$'000 | \$'000 |
| Balance at 1 January | (12) | 269 | 110 | 67 |
| Tax credited/(charged) to profit or loss | 22 | (218) | (110) | 43 |
| Tax credited/(charged) to other comprehensive income | 418 | (63) | – | – |
| Balance at 31 December | <u>428</u> | <u>(12)</u> | <u>–</u> | <u>110</u> |

Deferred income tax relates to the following:

| | Group | | | Company | | |
|--|------------------------|------------------------|----------------------|------------------------|------------------------|----------------------|
| | 31 December 2018 | 31 December 2017 | 1 January 2017 | 31 December 2018 | 31 December 2017 | 1 January 2017 |
| | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| <i>Deferred tax liabilities</i> | | | | | | |
| Difference in depreciation | 307 | 228 | 100 | – | – | – |
| Provisions | (20) | (14) | (6) | – | – | – |
| Unutilised tax losses and allowances | (30) | (38) | – | – | – | – |
| Revaluations to fair value: | | | | | | |
| - Available-for-sale financial assets | – | 63 | – | – | – | – |
| Unremitted interest income | – | 68 | – | – | – | – |
| | <u>257</u> | <u>307</u> | <u>94</u> | <u>–</u> | <u>–</u> | <u>–</u> |
| <i>Deferred tax assets</i> | | | | | | |
| Difference in depreciation | (69) | (69) | (133) | – | (1) | (7) |
| Provisions | (37) | (32) | (31) | – | (21) | (17) |
| Unutilised tax losses and allowances | (224) | (194) | (192) | – | (88) | (42) |
| Fair value change, net of debt and equity instruments in FVOCI | (355) | – | – | – | – | – |
| Others | – | – | (7) | – | – | (1) |
| | <u>(685)</u> | <u>(295)</u> | <u>(363)</u> | <u>–</u> | <u>(110)</u> | <u>(67)</u> |

The subsidiaries of the Group transferred tax losses of approximately \$501,000 (31 December 2017: \$1,564,000, 1 January 2017: \$3,682,000) to other subsidiaries within the Group and related companies under the group relief system, subject to compliance with the relevant rules and agreement of Inland Revenue Authority of Singapore.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

9. Income tax expense (continued)

(c) **Deferred income tax (continued)**

The Group has unutilised tax losses and unabsorbed capital allowances of approximately \$21,894,000 and \$6,866,000 that are available for offset against future taxable profits of the Company for which no deferred tax asset is recognised due to uncertainty of its recoverability. The use of these balances is subject to the agreement of the tax authority and compliance with the relevant provisions of the Singapore tax legislation. These unutilised tax losses and unabsorbed capital allowances arose from a subsidiary acquired during the year.

Tax consequences of proposed dividends

There are no income tax consequences (2017: Nil) attached to the dividends to the shareholders proposed by the Company but not recognised as a liability in the financial statements (Note 29).

10. Earnings per share

Basic earnings per share is calculated by dividing the profit for the year attributable to owners of the Company by the weighted average number of ordinary shares (excluding treasury shares) for basic earnings per share computation.

Diluted earnings per share is similar to basic earnings per share as there were no potential dilutive ordinary shares existing during the respective financial years.

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

| | Group | |
|--|----------------------|--------------------|
| | 2018 | 2017 |
| Profit for the year attributable to owners of the Company used in the computation of basic and diluted earnings per share (\$'000) | <u>10,382</u> | <u>13,255</u> |
| Weighted average number of ordinary shares (excluding treasury shares) for basic and diluted earnings per share computation | <u>1,012,594,117</u> | <u>810,759,226</u> |
| Earnings per share (cents) | | |
| – basic and diluted | <u>1.03</u> | <u>1.63</u> |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

11. Property, plant and equipment

| Group | Leasehold properties | Renovations, electrical fittings, furniture and fittings | Air- conditioners, office and security equipment | Showroom tools and machinery | Computers | Motor vehicles | Work-in- progress | Total |
|---|-------------------------|--|--|------------------------------------|-----------|-------------------|----------------------|---------|
| | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| Cost | | | | | | | | |
| At 1 January 2017 | – | 5,067 | 2,707 | 499 | 799 | 231 | 308 | 9,611 |
| Additions | 10,440 | 915 | 487 | 128 | 208 | – | 1,943 | 14,121 |
| Disposals | – | (1,591) | (298) | (16) | (30) | – | (64) | (1,999) |
| Transfer in/(out) | – | 1,884 | 19 | 1 | 229 | – | (2,133) | – |
| At 31 December 2017 and 1 January 2018 | 10,440 | 6,275 | 2,915 | 612 | 1,206 | 231 | 54 | 21,733 |
| Additions | 6,935 | 281 | 162 | 44 | 175 | 68 | 1,505 | 9,170 |
| Acquisition of a subsidiary | – | 37 | – | – | 8 | – | – | 45 |
| Disposals | – | (447) | (182) | (35) | (47) | (66) | (6) | (783) |
| Transfer in/(out) | – | 581 | 2 | – | 99 | – | (682) | – |
| At 31 December 2018 | 17,375 | 6,727 | 2,897 | 621 | 1,441 | 233 | 871 | 30,165 |
| Accumulated depreciation | | | | | | | | |
| At 1 January 2017 | – | 2,541 | 1,843 | 372 | 609 | 84 | – | 5,449 |
| Depreciation charge for the year | 62 | 919 | 317 | 77 | 154 | 33 | – | 1,562 |
| Disposals | – | (1,176) | (251) | (12) | (30) | – | – | (1,469) |
| At 31 December 2017 and 1 January 2018 | 62 | 2,284 | 1,909 | 437 | 733 | 117 | – | 5,542 |
| Depreciation charge for the year | 265 | 1,153 | 331 | 76 | 255 | 33 | – | 2,113 |
| Disposals | – | (336) | (167) | (31) | (45) | (61) | – | (640) |
| At 31 December 2018 | 327 | 3,101 | 2,073 | 482 | 943 | 89 | – | 7,015 |
| Net carrying amount | | | | | | | | |
| At 1 January 2017 | – | 2,526 | 864 | 127 | 190 | 147 | 308 | 4,162 |
| At 31 December 2017 | 10,378 | 3,991 | 1,006 | 175 | 473 | 114 | 54 | 16,191 |
| At 31 December 2018 | 17,048 | 3,626 | 824 | 139 | 498 | 144 | 871 | 23,150 |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

11. Property, plant and equipment (continued)

| Company | Renovations, electrical fittings, furniture and fittings | Air- conditioners, office and security equipment | Showroom tools and machinery | Computers | Work-in- progress | Total |
|--|--|--|------------------------------------|-----------|----------------------|--------|
| | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| Cost | | | | | | |
| At 1 January 2017 | 159 | 64 | 5 | 114 | 1 | 343 |
| Additions | 14 | 26 | – | 53 | 53 | 146 |
| Disposals | – | –* | – | – | – | – |
| Transfer in/(out) | 12 | – | – | – | (12) | – |
| At 31 December 2017 and 1 January 2018 | 185 | 90 | 5 | 167 | 42 | 489 |
| Additions | 3 | 5 | – | 28 | – | 36 |
| At 31 December 2018 | 188 | 95 | 5 | 195 | 42 | 525 |
| Accumulated depreciation | | | | | | |
| At 1 January 2017 | 132 | 47 | 5 | 90 | – | 274 |
| Depreciation charge for the year | 13 | 7 | – | 17 | – | 37 |
| Disposals | – | –* | – | – | – | – |
| At 31 December 2017 and 1 January 2018 | 145 | 54 | 5 | 107 | – | 311 |
| Depreciation charge for the year | 14 | 10 | – | 32 | – | 56 |
| At 31 December 2018 | 159 | 64 | 5 | 139 | – | 367 |
| Net carrying amount | | | | | | |
| At 1 January 2017 | 27 | 17 | – | 24 | 1 | 69 |
| At 31 December 2017 | 40 | 36 | – | 60 | 42 | 178 |
| At 31 December 2018 | 29 | 31 | – | 56 | 42 | 158 |

* Denotes amount less than \$1,000

A floating charge has been placed on plant and equipment of certain subsidiaries with a carrying amount aggregating \$4,570,000 (31 December 2017: \$5,099,000, 1 January 2017: \$2,986,000) as security for bank borrowings (Note 22).

As at 31 December 2018, leasehold properties with a carrying value of \$17,048,000 (31 December 2017: \$10,378,000, 1 January 2017: Nil) are pledged to banks as security for bank borrowings (Note 22).

12. Investment in subsidiaries

| | Company | | |
|--|---------------------|---------------------|-------------------|
| | 31 December 2018 | 31 December 2017 | 1 January 2017 |
| | \$'000 | \$'000 | \$'000 |
| Unquoted equity shares, at cost | | | |
| Balance at beginning of the year | 46,100 | 45,000 | 45,000 |
| Additions during the year | 1,828 | 1,100 | – |
| Balance at end of the year | 47,928 | 46,100 | 45,000 |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

12. Investment in subsidiaries (continued)

The Company had the following subsidiaries:

| | Name of Company | Country of incorporation and place of business | Principal activities | Proportion (%) of ownership interest | | |
|--------|---|--|--|--------------------------------------|------------------|----------------|
| | | | | 31 December 2018 | 31 December 2017 | 1 January 2017 |
| | <i>Held by the Company</i> | | | | | |
| (a) | Maxi-Cash Group Pte. Ltd. | Singapore | Investment holding and provision of management services | 100 | 100 | 100 |
| (a) | Gold N Gems Pte. Ltd. | Singapore | Trading and retailing of jewellery and branded merchandise | 100 | 100 | 100 |
| (a) | Maxi-Cash Jewellery Group Pte. Ltd. | Singapore | Trading and retailing of jewellery and branded merchandise | 100 | 100 | 100 |
| (a) | Maxi-Cash Property Pte. Ltd. | Singapore | Real estate activities | 100 | 100 | – |
| (a) | Maxi-Cash Investment Holding Pte. Ltd. | Singapore | Investment holding | 100 | 100 | – |
| (a) | Maxi-Cash Capital Management Pte. Ltd. | Singapore | Secured lending and investment holding | 100 | 100 | – |
| (a) | Maxi-Cash International Pte. Ltd. | Singapore | Investment holding and provision of management services | 100 | 100 | – |
| (a)(c) | Citigems Pte. Ltd. | Singapore | Jewellery retailing | 100 | – | – |
| | <i>Held by Maxi-Cash Group Pte. Ltd.</i> | | | | | |
| (a) | Maxi-Cash (North) Pte. Ltd. | Singapore | Pawn brokerage | 100 | 100 | 100 |
| (a) | Maxi-Cash (East) Pte. Ltd. | Singapore | Pawn brokerage | 100 | 100 | 100 |
| (a) | Maxi-Cash (Central) Pte. Ltd. | Singapore | Pawn brokerage | 100 | 100 | 100 |
| (a) | Maxi-Cash (West) Pte. Ltd. | Singapore | Pawn brokerage | 100 | 100 | 100 |
| (a) | Maxi-Cash (Clementi) Pte. Ltd. | Singapore | Pawn brokerage | 70 | 70 | 70 |
| (a) | Maxi-Cash Capital Pte. Ltd. | Singapore | Pawn brokerage | 100 | 100 | 100 |
| (a) | Maxi-Cash Assets Pte. Ltd. | Singapore | Pawn brokerage | 100 | 100 | 100 |
| (a) | Maxi-Cash Ventures Pte. Ltd. | Singapore | Pawn brokerage | 100 | 100 | 100 |
| (a) | Maxi-Cash (Central 2) Pte. Ltd. | Singapore | Pawn brokerage | 100 | 100 | 100 |
| (a) | Maxi-Cash (East 2) Pte. Ltd. | Singapore | Pawn brokerage | 100 | 100 | 100 |
| (a) | Maxi-Cash (North East) Pte. Ltd. | Singapore | Pawn brokerage | 100 | 100 | 100 |
| (a) | Maxi-Cash (North East 2) Pte. Ltd. | Singapore | Inactive | 100 | 100 | 100 |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

12. Investment in subsidiaries (continued)

The Company had the following subsidiaries (continued):

| | Name of Company | Country of incorporation and place of business | Principal activities | Proportion (%) of ownership interest | | |
|--|--|--|----------------------|--------------------------------------|------------------|----------------|
| | | | | 31 December 2018 | 31 December 2017 | 1 January 2017 |
| <i>Held by Maxi-Cash Capital Management Pte. Ltd.</i> | | | | | | |
| (a) | Maxi Financial Pte. Ltd. | Singapore | Inactive | 100 | 100 | – |
| <i>Held by Maxi-Cash International Pte. Ltd.</i> | | | | | | |
| (b) | Maxi Cash (Malaysia) Sdn. Bhd. | Malaysia | Inactive | 100 | 100 | – |
| (b) | Maxi-Cash (Australia) Pty. Ltd. | Australia | Inactive | 100 | – | – |
| <i>Held by Maxi Cash (Malaysia) Sdn. Bhd.</i> | | | | | | |
| (b) | Maxi Cash (Penang) Sdn. Bhd. | Malaysia | Inactive | 90 | 90 | – |
| (b) | Maxi Cash (Southern) Sdn. Bhd. | Malaysia | Inactive | 90 | 90 | – |
| (b) | LuxeSTYLE (Malaysia) Sdn. Bhd. | Malaysia | Inactive | 100 | – | – |
| <i>Held by Maxi Cash (Penang) Sdn. Bhd.</i> | | | | | | |
| (b) | Max Cash (George Town) Sdn. Bhd. | Malaysia | Inactive | 100 | 100 | – |
| <i>Held by Maxi Cash (Southern) Sdn. Bhd.</i> | | | | | | |
| (b) | Maxi Cash (S1) Sdn. Bhd. (Formerly known as Max Cash (S1) Sdn. Bhd.) | Malaysia | Inactive | 100 | 100 | – |
| <i>Held by Maxi-Cash (Australia) Pty. Ltd.</i> | | | | | | |
| (b) | Maxi-Cash Melbourne (VIC) Pty. Ltd. | Australia | Inactive | 100 | – | – |
| (b) | LuxeSTYLE (Australia) Pty. Ltd. | Australia | Inactive | 100 | – | – |
| (a) | Audited by Ernst & Young LLP, Singapore | | | | | |
| (b) | Newly incorporated and/or inactive and not required to be audited | | | | | |
| (c) | Acquired during the financial year ended 31 December 2018 | | | | | |

Acquisition of Citigems Pte. Ltd. under common control

On 1 April 2018, the Company acquired 100% equity interest in Citigems Pte. Ltd. (“**Citigems**”) for a cash consideration of \$1,828,000 from Aspial-Lee Hwa Jewellery Singapore Pte. Ltd. (“**ALHJS**”). Both the Company and ALHJS are ultimately controlled by the same party before and after the business combination within the Aspial Corporation Limited Group. The reason for the acquisition is to leverage on the branding of Citigems as part of the Group’s strategic plans of increasing its product offerings in the market.

The above acquisition is considered to be a business combination under common control and the acquired assets and liabilities transferred have been included in the consolidated financial statements at their carrying amounts. The consolidated financial statements include the financial position and financial performance of Citigems from the date of acquisition.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

12. Investment in subsidiaries (continued)

Acquisition of Citigems Pte. Ltd. under common control (continued)

The carrying value of the assets and liabilities of Citigems as at the acquisition date were:

| | Carrying value recognised on acquisition |
|--|---|
| | \$'000 |
| Property, plant and equipment | 45 |
| Trade and other receivables | 1,066 |
| Inventories | 52 |
| Due from the then-existing shareholders of the subsidiary | 1 |
| Prepayments | 130 |
| Cash and bank balances | 218 |
| | 1,512 |
| Trade and other payables | (1,185) |
| Total net assets at carrying value | 327 |
| Cash paid, representing total consideration transferred | (1,828) |
| Reserve on acquisition of a subsidiary (Note 24(c)) | (1,501) |
| Effect of the acquisition of Citigems on cash flows | |
| Cash paid | (1,828) |
| Less: Cash and cash equivalents of subsidiary acquired | 218 |
| Net cash outflow on acquisition | (1,610) |

From the acquisition date, Citigems contributed \$3,845,000 of revenue and a loss of \$555,000 to the Group's profit for the financial year ended 31 December 2018. If the business combination had taken place at the beginning of the year, the Group's revenue would have increased by approximately \$2,653,000 and profit before tax would have reduced by approximately \$888,000.

13. Investment in joint venture

The Company has 50% (31 December 2017: 50%, 1 January 2017: 50%) interest in the ownership and voting rights in Aspial Capital (Ubi) Pte. Ltd ("ACUPL") amounting to cost of investment of \$500,000 (31 December 2017: \$500,000, 1 January 2017: Nil).

ACUPL is incorporated in Singapore and is a strategic venture in the business of investment holding. The Company jointly controls ACUPL with a subsidiary of the immediate holding company under the contractual agreement which provides the Company with rights to the net assets of the joint venture and requires unanimous consent for all major decisions over the relevant activities.

Details of the joint venture are as follow:

| Name of Company | Country of incorporation and place of business | Principal activities | Proportion (%) of ownership interest | | |
|---|--|----------------------|--------------------------------------|---------------------|-------------------|
| | | | 31 December 2018 | 31 December 2017 | 1 January 2017 |
| (a) Aspial Capital (Ubi) Pte. Ltd. | Singapore | Investment holding | 50 | 50 | 50 |
| (a) Audited by Ernst & Young LLP, Singapore | | | | | |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

13. Investment in joint venture (continued)

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

Summarised statement of financial position

| | ACUPL | |
|---|---------------|---------------|
| | 2018 | 2017 |
| | \$'000 | \$'000 |
| Cash and cash equivalents | 13 | 279 |
| Other current assets | 351 | 62 |
| Current assets | 364 | 341 |
| Investment properties | 28,805 | 23,011 |
| Total assets | <u>29,169</u> | <u>23,352</u> |
| Other payables and provisions | 1,679 | 136 |
| Other current liabilities | 10,430 | 5,180 |
| Interest-bearing loans | 631 | 720 |
| Current liabilities | 12,740 | 6,036 |
| Interest-bearing loans | 16,147 | 16,753 |
| Total liabilities | <u>28,887</u> | <u>22,789</u> |
| Net assets | <u>282</u> | <u>563</u> |
| Proportion of Group's ownership | <u>50%</u> | <u>50%</u> |
| Group's share of net assets and carrying amount of the investment | <u>141</u> | <u>282</u> |

Summarised statement of comprehensive income

| | ACUPL | |
|--|--------------|--------------|
| | 2018 | 2017 |
| | \$'000 | \$'000 |
| Revenue | 82 | 325 |
| Other operating expenses | (303) | (627) |
| Finance costs | (61) | (128) |
| Loss before tax | (282) | (430) |
| Income tax expense | - | - |
| Loss for the year, representing other comprehensive income | <u>(282)</u> | <u>(430)</u> |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

14. Derivative financial instruments (continued)

| | Group 2018 \$'000 | Group 2018 \$'000 |
|---|---|----------------------------------|
| | Contract Notional Amount | Assets/ (Liabilities) |
| Forward currency contracts | 57,042 | 1,273 |
| - Assets | 14,177 | (215) |
| - Liabilities | | 1,058 |
| Add: | | |
| Due from a joint venture (non-trade) (Note 19) | | 5,215 |
| Fair value through profit or loss (Note 17) | | 9,625 |
| Total financial assets at fair value through profit or loss | | <u>15,898</u> |

During the year, the Group entered into foreign currency forward contracts mainly in Australian Dollar, maturing within the next 12 months to reduce its exposure to foreign currency risks on Australian Dollar receivables. Derivative financial liability has not been separately presented in the statement of financial position.

There are no comparatives to present for 31 December 2017 and 1 January 2017.

15. Investment securities

| | Group 2018 \$'000 |
|--|----------------------------------|
| Current: | |
| At fair value through other comprehensive income | |
| - Debt securities (quoted) | 2,466 |
| Add: | |
| Non-current: | |
| At fair value through other comprehensive income | |
| - Debt securities (quoted) | 11,536 |
| - Equity securities (quoted) | 12,713 |
| | <u>24,249</u> |
| Total financial assets measured at fair value through other comprehensive income | <u>26,715</u> |

The fair value of equity instruments designated at fair value through other comprehensive income at the date of derecognition amounted to \$31,515,000. The cumulative losses arising from disposal amounted to \$992,000 and were transferred from fair value adjustment reserve to retained earnings. The reason for disposal is to meet requirements for new investment opportunities in secured lending.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

15. Investment securities (continued)

Investments in equity instruments designated at fair value through other comprehensive income

The fair value of each of the investments in equity instruments designated at fair value through other comprehensive income at the end of the reporting period is as follows:

| | Group 2018 |
|---|-----------------------|
| | \$'000 |
| <u>At fair value through other comprehensive income</u> | |
| - Equity securities (quoted) | |
| Lippo Malls Indonesia Retail Trust | 2,762 |
| Olam International Ltd. | 2,205 |
| Ara Asset Management Limited | 721 |
| Wing Tai Properties Finance Limited | 3,779 |
| Frasers Property Treasury Limited | 3,009 |
| GLL IHT Pte. Ltd. | 237 |
| | 12,713 |

The Group has elected to measure these equity securities at FVOCI due to the Group's intention to hold these equity instruments for long-term appreciation.

| | Group | |
|---|-----------------------------|---------------------------|
| | 31 December 2017 | 1 January 2017 |
| | \$'000 | \$'000 |
| Current: | | |
| Available-for-sale financial assets | | |
| - Debt securities (quoted) | 1,486 | - |
| Add: | | |
| Non-current: | | |
| Available-for-sale financial assets | | |
| - Debt securities (quoted) | 14,822 | - |
| - Equity securities (quoted) | 19,797 | - |
| | 34,619 | - |
| Trade and other receivables (Note 17) | | |
| - Available-for-sale financial asset | 10,364 | - |
| Total available-for-sale financial assets | 46,469 | - |

Investment pledged as securities

A floating charge has been placed on investment securities with a carrying value of \$26,715,000 (31 December 2017: \$36,105,000, 1 January 2017: Nil) as security for bank borrowings (Note 22).

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

16. Inventories

| | Group | | |
|--|---------------------|---------------------|-------------------|
| | 31 December 2018 | 31 December 2017 | 1 January 2017 |
| | \$'000 | \$'000 | \$'000 |
| Consolidated statement of financial position: | | | |
| Finished goods, at cost | 61,469 | 51,807 | 43,211 |

| | Group | |
|--|---------|---------|
| | 2018 | 2017 |
| Consolidated statement of comprehensive income: | | |
| Inventories recognised as an expense: | | |
| - Material costs | 130,201 | 130,943 |
| - Write-off of inventories | - | 4 |

A floating charge has been placed on inventories with a carrying value of \$56,988,000 (31 December 2017: \$46,250,000, 1 January 2017: \$41,147,000) as security for bank borrowings (Note 22).

17. Trade and other receivables

| | Group | | | Company | | |
|--|------------------------|------------------------|----------------------|------------------------|------------------------|----------------------|
| | 31 December 2018 | 31 December 2017 | 1 January 2017 | 31 December 2018 | 31 December 2017 | 1 January 2017 |
| | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| Trade and other receivables (current): | | | | | | |
| Trade receivables | 301,852 | 272,094 | 245,109 | - | - | - |
| Other receivables | 426 | 473 | 56 | 11 | 11 | 11 |
| Deposits | 1,265 | 794 | 1,113 | 18 | 1 | 527 |
| | 303,543 | 273,361 | 246,278 | 29 | 12 | 538 |
| Trade and other receivables (non-current): | | | | | | |
| Trade receivables | 3,517 | 33,096 | - | - | - | - |
| Available-for-sale financial asset (Note 2.2) | - | 10,364 | - | - | - | - |
| Unquoted debt securities at fair value through profit or loss (Note 2.2) | 9,625 | - | - | - | - | - |
| Deposits | 1,981 | 2,431 | 1,714 | - | 16 | - |
| | 15,123 | 45,891 | 1,714 | - | 16 | - |
| Total trade and other receivables (current and non-current) | 318,666 | 319,252 | 247,992 | 29 | 28 | 538 |
| Add: | | | | | | |
| Due from subsidiaries (non-trade) | - | - | - | 161,889 | 142,568 | 43,165 |
| Due from a related company (trade) | - | - | 97 | - | - | 7 |
| Due from a related company (non-trade) | 1 | - | - | - | - | - |
| Due from a joint venture (non-trade) | - | 2,590 | - | - | 2,590 | - |
| Cash and bank balances | 21,845 | 17,694 | 10,542 | 941 | 740 | 1,502 |
| Less: | | | | | | |
| Available-for-sale financial asset | - | (10,364) | - | - | - | - |
| Unquoted debt securities at fair value through profit or loss | (9,625) | - | - | - | - | - |
| Total financial assets carried at amortised cost | 330,887 | 329,172 | 258,631 | 162,859 | 145,926 | 45,212 |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

17. Trade and other receivables (continued)

Trade receivables comprise of pawnshop loans, interest receivables on pawnshop loans, secured lending receivables, interest and distribution receivables on secured lending receivables and trade receivables from retail and trading of jewellery and branded merchandise.

Pawnshop loans are loans to customers extended under pawnbroking business which are interest-bearing, ranging between 1.0% to 1.5% for the first month and 1.5% for the subsequent 6 months (31 December 2017 and 1 January 2017: 1.0% to 1.5% for the first month and 1.5% for the subsequent 6 months). The quantum of loans granted to customers is based on a fraction of the value of the collaterals pledged to the Group.

Secured lending receivables are measured at amortised cost using the effective interest rate method which are interest bearing ranging between 5.0% to 22.5% (31 December 2017: 12.0% to 18.0%, 1 January 2017: Nil) per annum and are secured by way of collateralised real estate held by the investment trustee. These loans and receivables have remaining maturities ranging between 6 to 18 months.

Included in non-current financial assets held at fair value through profit or loss is an amount of \$9,625,000 (31 December 2017: non-current available-for-sale financial asset of \$10,364,000, 1 January 2017: Nil), extended through a fund which extends interest-bearing loans to borrowers and has provided a return of approximately 11% (31 December 2017: 10%, 1 January 2017: Nil) per annum for the financial year ended 31 December 2018. This financial asset is secured by way of collateralised real estate held by the fund, and has a remaining maturity of 29 months (31 December 2017: 41 months, 1 January 2017: Nil), with an option by the fund to extend the maturity by a further 12 months.

Other receivables comprise mainly of accrued interest receivable from investment in quoted debt securities.

Trade receivables from retail and trading of jewellery and branded merchandise are non-interest-bearing and are on cash or generally 30 days' terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

A floating charge has been placed on trade and other receivables with a carrying value of \$266,796,000 (31 December 2017: \$259,901,000, 1 January 2017: \$220,599,000) as security for bank borrowings (Note 22).

Trade and other receivables denominated in foreign currencies are as follows:

| | Group | | | Company | | |
|----------------------|-----------------------------|-----------------------------|---------------------------|-----------------------------|-----------------------------|---------------------------|
| | 31 December 2018 | 31 December 2017 | 1 January 2017 | 31 December 2018 | 31 December 2017 | 1 January 2017 |
| | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| United States Dollar | 203 | 5 | - | - | - | - |
| Australian Dollar | 51,471 | 59,229 | - | - | - | - |

Trade receivables that are impaired

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

| | Group | | Company | |
|-------------------------------------|-----------------------------|---------------------------|-----------------------------|---------------------------|
| | 31 December 2017 | 1 January 2017 | 31 December 2017 | 1 January 2017 |
| | \$'000 | \$'000 | \$'000 | \$'000 |
| Trade receivables – nominal amounts | 301 | 532 | - | - |
| Less: Allowance for impairment | (101) | (208) | - | - |
| | <u>200</u> | <u>324</u> | <u>-</u> | <u>-</u> |
| | 2017 | | 2017 | |
| Movement in allowance accounts: | | | | |
| At 1 January | (208) | | - | |
| Charge for the year | (4,480) | | - | |
| Write-back, net | 107 | | - | |
| Written off | 4,480 | | - | |
| At 31 December | <u>(101)</u> | | <u>-</u> | |

Trade receivables that are individually determined to be impaired at the end of the financial year relate to pawnshop loans where recoverability is assessed to be uncertain.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

17. Trade and other receivables (continued)

Expected credit losses

No expected credit losses have been recognised as at 1 January 2018 nor 31 December 2018.

| | Group 2018 |
|---------------------------------|-----------------------|
| | \$'000 |
| Movement in allowance accounts: | |
| At 1 January | (101) |
| Charge for the year | (4,427) |
| Write-back, net | 26 |
| Written off | 4,502 |
| At 31 December | – |

When customer default occurs, the Group has no reasonable expectations of recovering the interest receivable and therefore, the Group writes off the interest receivable portion of the financial assets. However, this loss is expected to be recoverable when the forfeited pledges are subsequently sold to customers under the Group's retail and trading of jewellery and branded merchandise business segment (Note 28).

18. Prepaid rent

| | Group | | | Company | | |
|---------------------------------|---------------------------------|---------------------------------|-------------------------------|---------------------------------|---------------------------------|-------------------------------|
| | 31 December 2018 | 31 December 2017 | 1 January 2017 | 31 December 2018 | 31 December 2017 | 1 January 2017 |
| | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| Cost | | | | | | |
| At 1 January | 150 | 150 | 185 | – | – | – |
| Additions | 8 | – | – | – | – | – |
| Write-off | (150) | – | (35) | – | – | – |
| At 31 December | 8 | 150 | 150 | – | – | – |
| Accumulated amortisation | | | | | | |
| At 1 January | 150 | 108 | 90 | – | – | – |
| Amortisation for the year | 3 | 42 | 53 | – | – | – |
| Write-off | (150) | – | (35) | – | – | – |
| At 31 December | 3 | 150 | 108 | – | – | – |
| Balance at 31 December | 5 | – | 42 | – | – | – |
| Current portion | 4 | – | 42 | – | – | – |
| Non-current portion | 1 | – | – | – | – | – |
| | 5 | – | 42 | – | – | – |

Prepaid rent relates to payments for assignments of operating leases. It is amortised over the balance lease period if new leases are entered into upon the assignments or the expected balance lease period of the leases if no new leases are entered into upon the assignments.

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

19. Due from subsidiaries (non-trade)
Due from a related company (trade)
Due from a related company (non-trade)
Due from a joint venture (non-trade)
Due to immediate holding company (non-trade)
Due to related companies (non-trade)

The amounts due from subsidiaries are non-trade related, unsecured, receivable on demand and are to be settled in cash. These amounts are interest-free except for amounts due from subsidiaries of \$82,250,000 (31 December 2017: \$60,408,000, 1 January 2017: Nil) which bear interest at rates ranging from 3.52% to 6.39% (31 December 2017: 2.78% to 6.39%, 1 January 2017: Nil) per annum.

The amounts due from related companies and joint venture are unsecured, interest-free, receivable on demand and are to be settled in cash.

The amounts due to immediate holding and related companies are unsecured, interest-free, repayable on demand and are to be settled in cash.

20. Cash and bank balances

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise the following:

| | Group | | | Company | | |
|---------------------------|---------------------------------|---------------------------------|-------------------------------|---------------------------------|---------------------------------|-------------------------------|
| | 31 December 2018 | 31 December 2017 | 1 January 2017 | 31 December 2018 | 31 December 2017 | 1 January 2017 |
| | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| Cash at banks and on hand | 21,845 | 17,694 | 10,542 | 941 | 740 | 1,502 |

A floating charge has been placed on cash and bank balances with a carrying value of \$10,800,000 (31 December 2017: \$11,104,000, 1 January 2017: \$5,878,000) as security for bank borrowings (Note 22).

Cash and bank balances denominated in foreign currencies are as follows:

| | Group | | | Company | | |
|----------------------|---------------------------------|---------------------------------|-------------------------------|---------------------------------|---------------------------------|-------------------------------|
| | 31 December 2018 | 31 December 2017 | 1 January 2017 | 31 December 2018 | 31 December 2017 | 1 January 2017 |
| | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| United States Dollar | - | 368 | - | - | - | - |
| Australian Dollar | 2,004 | 413 | - | - | - | - |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

21. Trade and other payables

| | Group | | | Company | | |
|---|------------------------|------------------------|----------------------|------------------------|------------------------|----------------------|
| | 31 December 2018 | 31 December 2017 | 1 January 2017 | 31 December 2018 | 31 December 2017 | 1 January 2017 |
| | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| Trade and other payables (current): | | | | | | |
| Trade payables | 462 | 293 | 693 | 138 | 125 | 128 |
| Other payables | 1,368 | 1,248 | 1,027 | 114 | 161 | 30 |
| Accrued operating expenses | | | | | | |
| - Payroll related | 3,325 | 3,054 | 2,647 | 1,383 | 1,588 | 1,374 |
| - Others | 3,174 | 2,096 | 1,204 | 1,141 | 1,123 | 467 |
| Deposits received | 760 | 78 | 5 | - | - | - |
| | <u>9,089</u> | <u>6,769</u> | <u>5,576</u> | <u>2,776</u> | <u>2,997</u> | <u>1,999</u> |
| Other payables (non-current): | | | | | | |
| Other payables | 74 | 206 | - | 16 | 74 | - |
| Deposits received | - | 33 | 56 | - | - | - |
| | <u>74</u> | <u>239</u> | <u>56</u> | <u>16</u> | <u>74</u> | <u>-</u> |
| Total trade and other payables (current and non-current) | 9,163 | 7,008 | 5,632 | 2,792 | 3,071 | 1,999 |
| Add: | | | | | | |
| Due to immediate holding company (non-trade) | - | - | 11 | - | - | 7 |
| Due to related companies (non-trade) | 706 | 42 | 29,570 | - | 42 | - |
| Interest-bearing loans | 235,312 | 237,999 | 173,550 | - | - | - |
| Term notes | 69,000 | 70,000 | - | 70,000 | 70,000 | - |
| Less: | | | | | | |
| Accrued operating expenses | | | | | | |
| - Payroll related | (312) | (273) | (220) | (92) | (126) | (103) |
| - Others | (73) | (128) | - | (73) | (128) | - |
| Total financial liabilities carried at amortised cost | <u>313,796</u> | <u>314,648</u> | <u>208,543</u> | <u>72,627</u> | <u>72,859</u> | <u>1,903</u> |

Trade and other payables are unsecured, non-interest bearing and repayment is based on agreed payment terms and conditions.

Trade and other payables denominated in foreign currencies are as follows:

| | Group | | | Company | | |
|----------------------|------------------------|------------------------|----------------------|------------------------|------------------------|----------------------|
| | 31 December 2018 | 31 December 2017 | 1 January 2017 | 31 December 2018 | 31 December 2017 | 1 January 2017 |
| | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| Hong Kong Dollar | 30 | 76 | 3 | - | - | - |
| Australian Dollar | 417 | 154 | - | 8 | - | - |
| United States Dollar | <u>60</u> | <u>22</u> | <u>13</u> | <u>14</u> | <u>-</u> | <u>-</u> |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

22. Interest-bearing loans

| Note | Group | | | Company | | |
|----------------------------|------------------------|------------------------|----------------------|------------------------|------------------------|----------------------|
| | 31 December 2018 | 31 December 2017 | 1 January 2017 | 31 December 2018 | 31 December 2017 | 1 January 2017 |
| | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| Secured borrowings | | | | | | |
| <i>Current</i> | | | | | | |
| Bank borrowings | 222,180 | 230,075 | 173,550 | - | - | - |
| Term loans | 488 | 300 | - | - | - | - |
| | <u>222,668</u> | <u>230,375</u> | <u>173,550</u> | <u>-</u> | <u>-</u> | <u>-</u> |
| <i>Non-current</i> | | | | | | |
| Term loans | 12,644 | 7,624 | - | - | - | - |
| | <u>235,312</u> | <u>237,999</u> | <u>173,550</u> | <u>-</u> | <u>-</u> | <u>-</u> |
| Add: | | | | | | |
| Term notes | 23 69,000 | 70,000 | - | 70,000 | 70,000 | - |
| Total loans and borrowings | <u>304,312</u> | <u>307,999</u> | <u>173,550</u> | <u>70,000</u> | <u>70,000</u> | <u>-</u> |

(a) **Details of securities granted for the secured borrowings are as follows:**

The bank borrowings are secured by way of a fixed and floating charge on all assets of certain subsidiaries and corporate guarantee by the Company and/or the immediate holding company.

The term loans of \$13,132,000 (31 December 2017: \$7,924,000, 1 January 2017: Nil) bear interest at rates ranging from 1.88% to 2.61% (31 December 2017: 1.85% to 1.98%, 1 January 2017: Nil) per annum and are secured by way of legal mortgage over the leasehold properties (Note 11). These loans are repayable in instalments and is expected to be fully repaid between year 2037 to 2038 (31 December 2017: 2037 to 2038, 1 January 2017: Nil).

(b) **Effective interest rate**

Weighted average effective interest rates per annum of total borrowings at the end of the financial year are as follows:

| | 31 December 2018 | 31 December 2017 | 1 January 2017 |
|-----------------|------------------------|------------------------|----------------------|
| Bank borrowings | 2.95% | 2.49% | 2.04% |
| Term loans | <u>2.11%</u> | <u>1.93%</u> | <u>-</u> |

23. Term notes

| Date issued | Interest rate | Maturity dates | Aggregate principal amount outstanding | | | | | |
|--------------------|---------------|----------------|--|------------------------|----------------------|------------------------|------------------------|----------------------|
| | | | Group | | | Company | | |
| | % | | 31 December 2018 | 31 December 2017 | 1 January 2017 | 31 December 2018 | 31 December 2017 | 1 January 2017 |
| | | | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| Non-current | | | | | | | | |
| 27 April 2017 | 5.50 | 27 April 2020 | 49,000 | 50,000 | - | 50,000 | 50,000 | - |
| 9 October 2017 | 5.50 | 27 April 2020 | 20,000 | 20,000 | - | 20,000 | 20,000 | - |
| Total term notes | | | <u>69,000</u> | <u>70,000</u> | <u>-</u> | <u>70,000</u> | <u>70,000</u> | <u>-</u> |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

23. Term notes (continued)

During 2017, the Company established a Multicurrency Medium Term Note programme (“**MTN Programme**”), under which the Company may issue notes from time to time. As at 31 December 2018, unsecured term notes issued by the Company under the MTN Programme amounted to \$69,000,000 (31 December 2017: \$70,000,000, 1 January 2017: Nil).

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

| | 31 December 2017 | Cash flows (used in)/ from financing activities | Non-cash changes | | 31 December 2018 |
|--|---------------------|---|--|--------------------------------------|---------------------|
| | | | Amortisation of premium on term notes | Gain on purchase of term notes | |
| | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| Trade and other payables – premium on term notes | 128 | – | (55) | – | 73 |
| Term notes | 70,000 | (996) | – | (4) | 69,000 |
| Interest-bearing loans | 230,075 | (7,895) | – | – | 222,180 |
| Term loans | 7,924 | 5,208 | – | – | 13,132 |
| Total | 308,127 | (3,683) | (55) | (4) | 304,385 |

| | 1 January 2017 | Cash flows generated from financing | Non-cash changes | | 31 December 2017 |
|--|-------------------|--|--|--|---------------------|
| | | | Amortisation of premium on term notes | | |
| | \$'000 | \$'000 | \$'000 | | \$'000 |
| Trade and other payables – premium on term notes | – | 140 | (12) | | 128 |
| Term notes | – | 70,000 | – | | 70,000 |
| Interest-bearing loans | 173,550 | 56,525 | – | | 230,075 |
| Term loans | – | 7,924 | – | | 7,924 |
| Total | 173,550 | 134,589 | (12) | | 308,127 |

24. Share capital, treasury shares and other reserves

(a) **Share capital**

| | Group and Company | | | |
|---|----------------------|----------------|--------------------|----------------|
| | 2018 | | 2017 | |
| | No. of shares | \$'000 | No. of shares | \$'000 |
| Issued and fully paid ordinary shares: | | | | |
| At 1 January | 911,576,048 | 118,367 | 727,530,373 | 87,439 |
| Ordinary shares issued under scrip dividend scheme ⁽²⁾⁽³⁾⁽⁴⁾ | 36,550,676 | 5,117 | 62,790,613 | 10,465 |
| Ordinary shares issued under rights issue ⁽¹⁾⁽⁵⁾ | 87,125,632 | 13,802 | 121,255,062 | 20,463 |
| Balance at 31 December | 1,035,252,356 | 137,286 | 911,576,048 | 118,367 |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

24. Share capital, treasury shares and other reserves (continued)

(a) **Share capital (continued)**

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions. The ordinary shares have no par value.

Notes

- (1) On 30 September 2018 and 12 January 2018, the Company issued 87,125,632 new shares at an issue price of \$0.160 for each rights share, on the basis of one (1) rights share for every ten (10) existing ordinary shares in the capital of the Company.
- (2) On 13 July 2018, the Company issued 36,550,676 new shares at an issue price of \$0.140 to eligible Shareholders who have elected to participate in the Company's scrip dividend scheme.
- (3) On 27 June 2017, the Company issued 38,066,653 new shares at an issue price of \$0.171 to eligible Shareholders who have elected to participate in the Company's scrip dividend scheme.
- (4) On 11 October 2017, the Company issued 24,723,960 new shares at an issue price of \$0.160 to eligible Shareholders who have elected to participate in the Company's scrip dividend scheme.
- (5) On 10 July 2017, the Company issued 121,255,062 new shares at an issue price of \$0.170 for each rights share, on the basis of one (1) rights share for every six (6) existing ordinary shares in the capital of the Company. Share issuance expenses of \$150,000 are deducted against share capital.

(b) **Treasury shares**

| | Group and Company | | | |
|--|--------------------------|--------|---------------|--------|
| | 2018 | | 2017 | |
| | No. of shares | \$'000 | No. of shares | \$'000 |
| At 1 January | 1,000,000 | 165 | – | – |
| Share buyback through open market ⁽¹⁾⁽³⁾ | 300,000 | 42 | 1,000,000 | 165 |
| Treasury shares reissued pursuant to Maxi-Cash Performance Share Plan ⁽²⁾ | (1,203,700) | (192) | – | – |
| Balance at 31 December | 96,300 | 15 | 1,000,000 | 165 |

Notes

- (1) On 14 August 2018, 17 August 2018 and 20 August 2018, the Company purchased an aggregate of 300,000 shares, which are held as treasury shares and presented as a component within shareholders' equity
- (2) On 31 August 2018, the Company transferred 1,203,700 treasury shares to eligible employees under Maxi-Cash Performance Share Plan.
- (3) On 7 December 2017, the Company purchased 1,000,000 shares in the Company through open market purchases. The total amount paid to acquire the shares was \$165,000 and this is presented as a component within shareholders' equity.

(c) **Other reserves**

| | Group | | Company | |
|--|--------------|-------------|----------------|-------------|
| | 2018 | 2017 | 2018 | 2017 |
| | \$'000 | \$'000 | \$'000 | \$'000 |
| Fair value adjustment reserve | (1,739) | 305 | – | – |
| Loss on reissuance of treasury shares | (23) | – | (23) | – |
| Foreign currency translation reserve | 6 | – | – | – |
| Reserve on acquisition of a subsidiary (Note 12) | (1,501) | – | – | – |
| | (3,257) | 305 | (23) | – |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

24. Share capital, treasury shares and other reserves (continued)

(c) **Other reserves (continued)**

Fair value adjustment reserve

Fair value adjustment reserve represents the cumulative fair value changes, net of tax, of financial assets until they are disposed of or impaired.

Loss on reissuance of treasury shares

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

Foreign currency translation reserve

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

Reserve on acquisition of a subsidiary

This represents reserve on acquisition of a subsidiary under common control (Note 12).

25. Related party transactions

(a) **Sale and purchase of goods and services**

In addition to the related party information disclosed elsewhere in the financial statements, the following significant transactions between the Group and related parties took place on terms agreed between the parties during the financial year:

| | Group | |
|---|--------|--------|
| | 2018 | 2017 |
| | \$'000 | \$'000 |
| Purchases from a related company | 6,155 | 1,824 |
| Sales to a related company | 6,413 | 6,790 |
| Corporate services charged by immediate holding company | 1,200 | 990 |
| Rental to a related company | 836 | 828 |
| Rental to a director related company | 608 | 594 |
| Interest expense to a related company | – | 137 |
| Corporate services charged by a related company | – | 39 |
| Acquisition of Citigems Pte. Ltd. | 1,828 | – |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

25. Related party transactions (continued)

(b) **Commitments with related parties**

As at the end of the financial year, the Group had lease commitments in respect of retail outlet premises with related parties. Lease terms do not contain restrictions on the Group's activities concerning dividends, additional debt or further leasing.

| | Group | |
|--|--------------|-------------|
| | 2018 | 2017 |
| | \$'000 | \$'000 |
| <i>Rental payable to a related company:</i> | | |
| Not later than one year | 837 | 837 |
| Later than one year but not later than five years | 604 | 1,439 |
| | 1,441 | 2,276 |
| <i>Rental payable to a director related company:</i> | | |
| Not later than one year | 609 | 518 |
| Later than one year but not later than five years | 446 | 605 |
| | 1,055 | 1,123 |

(c) **Compensation of key management personnel**

| | Group | |
|---|--------------|-------------|
| | 2018 | 2017 |
| | \$'000 | \$'000 |
| Short-term employee benefits | 1,797 | 2,171 |
| Central Provident Fund contributions | 79 | 77 |
| Total compensation paid to key management personnel | 1,876 | 2,248 |
| <i>Comprise amounts paid to:</i> | | |
| Directors of the Company | 1,139 | 1,413 |
| Other key management personnel | 737 | 835 |
| | 1,876 | 2,248 |

26. Commitments

(a) **Capital commitments**

Capital expenditure contracted for but not recognised in the financial statements are as follows:

| | Group | | |
|--|-----------------------------|-----------------------------|---------------------------|
| | 31 December 2018 | 31 December 2017 | 1 January 2017 |
| | \$'000 | \$'000 | \$'000 |
| Capital commitments of a joint venture in respect of property, plant and equipment | 10,440 | - | - |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

26. Commitments (continued)

(b) **Operating lease commitments - As lessor**

The Group entered into commercial property sublease of its existing lease agreements. These non-cancellable leases have remaining lease terms of less than three years.

Future minimum rentals receivable under non-cancellable operating leases are as follows:

| | Group | | |
|---|-----------------------------|-----------------------------|---------------------------|
| | 31 December 2018 | 31 December 2017 | 1 January 2017 |
| | \$'000 | \$'000 | \$'000 |
| Not later than one year | 88 | 202 | 228 |
| Later than one year but not later than five years | – | 66 | 214 |
| | <u>88</u> | <u>268</u> | <u>442</u> |

(c) **Operating lease commitments - As lessee**

As at the end of the financial year, the Group had lease commitments in respect of office and retail outlet premises. Certain of the leases contain an escalation clause and provides for contingent rentals based on a percentage of sales derived. Lease terms do not contain restrictions on the Group's activities concerning dividends, additional debt or further leasing.

Operating lease payments recognised as an expense in the consolidated statement of comprehensive income for the financial year ended 31 December 2018 amounted to \$11,675,000 (2017: \$10,590,000).

Future minimum rental payables under non-cancellable operating leases as the end of the financial year are as follows:

| | Group | | |
|---|-----------------------------|-----------------------------|---------------------------|
| | 31 December 2018 | 31 December 2017 | 1 January 2017 |
| | \$'000 | \$'000 | \$'000 |
| Not later than one year | 9,362 | 10,327 | 8,126 |
| Later than one year but not later than five years | 7,552 | 9,838 | 7,877 |
| | <u>16,914</u> | <u>20,165</u> | <u>16,003</u> |

27. Contingencies

Guarantees

The Company has provided guarantee to banks for loans of the joint venture, to the extent of its interest, amounting to \$8,389,000 (31 December 2017: \$8,736,000, 1 January 2017: Nil) at the end of the financial year.

The Company has provided corporate guarantees to banks for an aggregate of \$222,163,000 (31 December 2017: \$172,516,000, 1 January 2017: \$85,050,000) in respect of bank borrowings drawn down by certain subsidiaries (Note 12).

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

28. Segmental information

Business segments

The segment reporting format is determined to be business segments as the Group's risks and rates of return are affected predominantly by differences in the respective products and services. The operating businesses are organised and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and services and serves different markets.

The Group is organised into three main operating business segments, namely:

- (a) Pawnbroking;
- (b) Money lending; and
- (c) Retail and trading of jewellery and branded merchandise.

Other operations include rental of properties, provision of other support services, share of result of joint venture and investment holding.

Allocation basis and transfer pricing

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly provision for taxation, deferred tax liabilities and deferred tax assets.

Transfer prices between business segments are set on an arm's length basis in a manner similar to transactions with third parties. Segment revenue, expenses and results include transfers between business segments. These transfers are eliminated on consolidation.

Capital expenditure comprises additions to property, plant and equipment.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

28. Segmental information (continued)

| | Pawnbroking | Money lending | Retail and trading of jewellery and branded merchandise | Others | Elimination | Note | Total |
|-------------------------------------|-------------|------------------|---|---------|-------------|------|----------|
| | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | | \$'000 |
| 31 December 2018 | | | | | | | |
| Revenue | 41,110 | 8,944 | 153,597 | – | – | | 203,651 |
| Inter-segment revenue | 44,320 | – | 3 | – | (44,323) | A | – |
| Results | | | | | | | |
| Segment results | 15,078 | 3,014 | 2,850 | 13,948 | (14,504) | | 20,386 |
| Share of result of joint venture | – | – | – | (141) | – | | (141) |
| Interest income | – | 26 | – | 7,177 | (4,360) | | 2,843 |
| Finance costs | (5,509) | (4,137) | (595) | (5,141) | 4,360 | | (11,022) |
| Profit before tax | 9,569 | (1,097) | 2,255 | 15,843 | (14,504) | B | 12,066 |
| Segment assets | 300,675 | 56,522 | 67,955 | 218,840 | (184,142) | C | 459,850 |
| Investment in joint venture | – | – | – | 141 | – | | 141 |
| Unallocated assets | – | – | – | – | – | | 685 |
| Total assets | | | | | | | 460,676 |
| Segment liabilities | 263,084 | 56,781 | 58,129 | 127,501 | (184,237) | D | 321,258 |
| Unallocated liabilities | | | | | | | (1,729) |
| Total liabilities | | | | | | | 319,529 |
| Capital expenditure | 1,922 | – | 131 | 7,117 | – | | 9,170 |
| Depreciation and amortisation | 1,652 | – | 140 | 324 | – | | 2,116 |
| Other significant non-cash expenses | 116 | – | – | – | – | E | 116 |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

28. Segmental information (continued)

| | Pawnbroking | Money lending | Retail and trading of jewellery and branded merchandise | Others | Elimination | Note | Total |
|-------------------------------------|-------------|------------------|---|---------|-------------|------|---------|
| | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | | \$'000 |
| 31 December 2017 | | | | | | | |
| Revenue | 39,225 | 1,878 | 151,769 | – | – | | 192,872 |
| Inter-segment revenue | 47,192 | – | 18 | – | (47,210) | A | – |
| Results | | | | | | | |
| Segment results | 13,484 | 1,923 | 4,925 | 13,474 | (13,120) | | 20,686 |
| Share of result of joint venture | – | – | – | (215) | – | | (215) |
| Interest income | – | 1 | – | 3,163 | (1,201) | | 1,963 |
| Finance costs | (4,647) | (938) | (410) | (2,683) | 1,201 | | (7,477) |
| Profit before tax | 8,837 | 986 | 4,515 | 13,739 | (13,120) | B | 14,957 |
| Segment assets | 296,755 | 59,830 | 60,200 | 195,160 | (165,981) | C | 445,964 |
| Investment in joint venture | – | – | – | 282 | – | | 282 |
| Unallocated assets | – | – | – | – | – | | 295 |
| Total assets | | | | | | | 446,541 |
| Segment liabilities | 257,739 | 58,765 | 49,200 | 119,070 | (166,039) | D | 318,735 |
| Unallocated liabilities | | | | | | | (1,536) |
| Total liabilities | | | | | | | 317,199 |
| Capital expenditure | 3,308 | – | 225 | 10,588 | – | | 14,121 |
| Depreciation and amortisation | 1,439 | – | 66 | 99 | – | | 1,604 |
| Other significant non-cash expenses | 448 | – | 4 | – | – | E | 452 |
| 1 January 2017 | | | | | | | |
| Segment assets | 301,769 | – | 47,646 | 45,810 | (88,327) | C | 306,898 |
| Unallocated assets | | | | | | | 363 |
| Total assets | | | | | | | 307,261 |
| Segment liabilities | 259,265 | – | 35,228 | 2,519 | (88,249) | D | 208,763 |
| Unallocated liabilities | | | | | | | 1,876 |
| Total liabilities | | | | | | | 210,639 |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

28. Segmental information (continued)

Notes

A Inter-segment revenues are eliminated on consolidation.

B The following items are deducted from segment profit to arrive at "profit before tax" presented in the consolidated statements of comprehensive income:

| | 2018 | 2017 |
|---------------------------------|-------------|-------------|
| | \$'000 | \$'000 |
| Profit from inter-segment sales | (14,504) | (13,120) |

C The following items are deducted from segment assets to arrive at total assets reported in the consolidated statements of financial position:

| | Group | | |
|----------------------|-----------------------------|-----------------------------|---------------------------|
| | 31 December 2018 | 31 December 2017 | 1 January 2017 |
| | \$'000 | \$'000 | \$'000 |
| Inter-segment assets | (184,142) | (165,981) | (88,327) |

D The following items are deducted from segment liabilities to arrive at total liabilities reported in the consolidated statements of financial position:

| | Group | | |
|---------------------------|-----------------------------|-----------------------------|---------------------------|
| | 31 December 2018 | 31 December 2017 | 1 January 2017 |
| | \$'000 | \$'000 | \$'000 |
| Inter-segment liabilities | (184,237) | (166,039) | (88,249) |

E Other non-cash expenses consist of the following items, as presented in the respective notes to the financial statements:

| | 2018 | 2017 |
|--|-------------|-------------|
| | \$'000 | \$'000 |
| Write back for doubtful receivables, net | (26) | (107) |
| Loss on disposal of property, plant and equipment | 129 | 530 |
| Write-off of inventories | – | 4 |
| Financial losses on pledged items not fully covered by insurance | 13 | 25 |
| | 116 | 452 |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

28. Segmental information (continued)

Geographical segments

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

| | Revenue | | Non-current assets | | |
|-----------|----------------|----------------|--------------------|------------------|----------------|
| | 2018 | 2017 | 31 December 2018 | 31 December 2017 | 1 January 2017 |
| | \$'000 | \$'000 | \$'000 | | \$'000 |
| Singapore | 194,707 | 190,994 | 23,291 | 16,473 | 4,162 |
| Australia | 8,944 | 1,878 | – | – | – |
| | <u>203,651</u> | <u>192,872</u> | <u>23,291</u> | <u>16,473</u> | <u>4,162</u> |

Non-current assets information presented above consist of property, plant and equipment and investment in joint venture as presented in the consolidated statement of financial position.

29. Dividends

| | 2018 | 2017 |
|---|--------------|--------------|
| | \$'000 | \$'000 |
| Declared and paid during the financial year: | | |
| <i>Dividends on ordinary shares</i> | | |
| Final exempt (one-tier) dividend in respect of profits for 2017: 0.70 (2016: 1.0) cent per share | 6,984 | 7,275 |
| Interim exempt (one-tier) dividend in respect of profits for 2018: 0.60 (2017: 0.50) cent per share based on 997,701,680 shares after rights issue (2017: based on 886,852,088 shares after rights issue) | <u>6,211</u> | <u>4,435</u> |

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

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

| | | |
|---|--------------|--------------|
| Final exempt (one-tier) dividend in respect of profits for 2018: 0.35 (2017: 0.70) cent per share | <u>3,623</u> | <u>6,984</u> |
|---|--------------|--------------|

On 30 September 2018 and 12 January 2018, 87,125,632 rights shares were successfully allotted and issued by the Company. As a result of the allotment and issue of the rights shares, the number of issued and paid-up shares has increased from 910,576,048 shares (excluding 1,000,000 treasury shares) to 997,701,680 shares (excluding 1,000,000 treasury shares).

On 13 July 2018, the Company issued 36,550,676 new shares at an issue price of \$0.140 to eligible Shareholders who have elected to participate in the Company's scrip dividend scheme.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

30. Financial risk management objectives and policies

The Group and the Company are exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include liquidity risk, interest rate risk, foreign currency risk and credit risk. The board of directors reviews and agrees policies and procedures for the management of these risks, which are executed by the Assistant Finance Director. The Audit 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 derivatives shall be undertaken except for use as hedging instruments where appropriate and cost-efficient. The Group and the Company do not apply hedge accounting.

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

(a) 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 for its business. 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 and the Company monitor and maintain a level of cash and cash equivalents deemed adequate by the management to finance the Group's and the Company's operations and mitigate the effect of fluctuations in cash flows.

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 financial year based on contractual undiscounted repayment obligations.

| | 1 year or less | 1 to 5 years | Over 5 years | Total |
|--|---------------------------|-------------------------|-------------------------|----------------|
| | \$'000 | \$'000 | \$'000 | \$'000 |
| Group | | | | |
| 31 December 2018 | | | | |
| <i>Financial assets:</i> | | | | |
| Trade and other receivables | 315,852 | 16,261 | – | 332,113 |
| Due from a related company (non-trade) | 1 | – | – | 1 |
| Due from a joint venture (non-trade) | 5,215 | – | – | 5,215 |
| Investment securities | 2,466 | 11,536 | 12,713 | 26,715 |
| Cash and bank balances | 21,845 | – | – | 21,845 |
| Total undiscounted financial assets | 345,379 | 27,797 | 12,713 | 385,889 |
| <i>Financial liabilities:</i> | | | | |
| Trade and other payables | 9,017 | 246 | – | 9,263 |
| Due to related companies (non-trade) | 706 | – | – | 706 |
| Interest-bearing loans | 223,606 | 3,335 | 16,068 | 243,009 |
| Term notes | 3,207 | 70,930 | – | 74,137 |
| Total undiscounted financial liabilities | 236,536 | 74,511 | 16,068 | 327,115 |
| Total net undiscounted financial assets/(liabilities) | 108,843 | (46,714) | (3,355) | 58,774 |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

30. Financial risk management objectives and policies (continued)

(a) Liquidity risk (continued)

| | 1 year or less | 1 to 5 years | Over 5 years | Total |
|---|-------------------|---------------------------|-------------------------|--------------|
| | \$'000 | \$'000 | \$'000 | \$'000 |
| Group | | | | |
| 31 December 2017 | | | | |
| Financial assets: | | | | |
| Trade and other receivables | 274,430 | 57,626 | – | 332,056 |
| Due from a joint venture (non-trade) | 2,590 | – | – | 2,590 |
| Investment securities | 1,486 | 14,822 | 19,797 | 36,105 |
| Cash and bank balances | 17,694 | – | – | 17,694 |
| Total undiscounted financial assets | 296,200 | 72,448 | 19,797 | 388,445 |
| Financial liabilities: | | | | |
| Trade and other payables | 6,302 | 1,880 | – | 8,182 |
| Due to related companies (non-trade) | 42 | – | – | 42 |
| Interest-bearing loans | 231,017 | 1,800 | 7,517 | 240,334 |
| Term notes | 3,207 | 75,780 | – | 78,987 |
| Total undiscounted financial liabilities | 240,568 | 79,460 | 7,517 | 327,545 |
| Total net undiscounted financial assets/(liabilities) | 55,632 | (7,012) | 12,280 | 60,900 |
| | | 1 year or less | 1 to 5 years | Total |
| | | \$'000 | \$'000 | \$'000 |
| Group | | | | |
| 1 January 2017 | | | | |
| Financial assets: | | | | |
| Trade and other receivables | | 245,876 | 1,714 | 247,590 |
| Due from a related company (trade) | | 97 | – | 97 |
| Cash and bank balances | | 10,542 | – | 10,542 |
| Total undiscounted financial assets | | 256,515 | 1,714 | 258,229 |
| Financial liabilities: | | | | |
| Trade and other payables | | 5,189 | 56 | 5,245 |
| Interest-bearing loans | | 173,882 | – | 173,882 |
| Due to immediate holding company (non-trade) | | 11 | – | 11 |
| Due to related companies (non-trade) | | 29,570 | – | 29,570 |
| Total undiscounted financial liabilities | | 208,652 | 56 | 208,708 |
| Total net undiscounted financial assets | | 47,863 | 1,658 | 49,521 |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

30. Financial risk management objectives and policies (continued)

(a) Liquidity risk (continued)

| | 1 year or less | 1 to 5 years | Total |
|---|-------------------|-----------------|---------|
| | \$'000 | \$'000 | \$'000 |
| Company | | | |
| 31 December 2018 | | | |
| Financial assets: | | | |
| Trade and other receivables | 29 | – | 29 |
| Due from subsidiaries (non-trade) | 166,693 | – | 166,693 |
| Due from a joint venture (non-trade) | 5,215 | – | 5,215 |
| Cash and bank balances | 941 | – | 941 |
| Total undiscounted financial assets | 172,878 | – | 172,878 |
| Financial liabilities: | | | |
| Trade and other payables | 2,495 | – | 2,495 |
| Term notes | 3,207 | 71,930 | 75,137 |
| Total undiscounted financial liabilities | 5,702 | 71,930 | 77,632 |
| Total net undiscounted financial assets/(liabilities) | 167,176 | (71,930) | 95,246 |
| 31 December 2017 | | | |
| Financial assets: | | | |
| Trade and other receivables | 12 | 16 | 28 |
| Due from subsidiaries (non-trade) | 146,354 | – | 146,354 |
| Due from a joint venture (non-trade) | 2,590 | – | 2,590 |
| Cash and bank balances | 740 | – | 740 |
| Total undiscounted financial assets | 149,696 | 16 | 149,712 |
| Financial liabilities: | | | |
| Trade and other payables | 2,692 | – | 2,692 |
| Term notes | 3,207 | 75,780 | 78,987 |
| Due to related companies (non-trade) | 42 | – | 42 |
| Total undiscounted financial liabilities | 5,941 | 75,780 | 81,721 |
| Total net undiscounted financial assets/(liabilities) | 143,755 | (75,764) | 67,991 |
| 1 January 2017 | | | |
| Financial assets: | | | |
| Trade and other receivables | 538 | – | 538 |
| Due from subsidiaries (non-trade) | 43,165 | – | 43,165 |
| Due from a related company (trade) | 7 | – | 7 |
| Cash and bank balances | 1,502 | – | 1,502 |
| Total undiscounted financial assets | 45,212 | – | 45,212 |
| Financial liabilities: | | | |
| Trade and other payables | 1,768 | – | 1,768 |
| Due to immediate holding company (non-trade) | 7 | – | 7 |
| Total undiscounted financial liabilities | 1,775 | – | 1,775 |
| Total net undiscounted financial assets | 43,437 | – | 43,437 |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

30. Financial risk management objectives and policies (continued)

(b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates. The Group's and the Company's exposure to interest rate risk arises primarily from its term loans. Other than the term notes which are at fixed rates, the Group's loans are at floating rates which are contractually repriced at intervals of less than 6 months from the end of the reporting period.

The Group's policy is to manage interest cost by using a mix of fixed and floating rate debts. At the end of the reporting period, term notes of \$69,000,000 (2017: \$70,000,000) are at fixed rates of interest.

Sensitivity analysis for interest rate risk

At the end of the reporting period, if SGD interest rates had been 50 (2017: 50) basis points lower/higher with all other variables held constant, the Group's profit net of tax would have been \$54,000 (2017: \$33,000) higher/lower, arising mainly as a result of lower/higher interest expense on floating rate term loans.

(c) Foreign currency risk

The Group's money lending business has transactional currency exposures arising from investments that are denominated in a currency other than the respective functional currencies of the Group entities, primarily SGD. The foreign currencies in which these transactions are denominated are mainly Australian Dollars ("AUD").

The Group also holds cash and bank balances denominated in foreign currencies for working capital purposes.

As disclosed in Note 14, the Group entered into forward currency contracts during the financial year for reducing its exposure to foreign currency risks on Australian Dollar.

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Group's profit net of tax to a reasonably possible change in AUD exchange rates (against SGD), with all other variables held constant.

| | 2018 | 2017 |
|----------------------------------|------------------------------|------------------------------|
| | Profit net of tax | Profit net of tax |
| | \$'000 | \$'000 |
| | (lower)/ higher | (lower)/ higher |
| AUD - strengthened 5% (2017: 5%) | 709 | 2,974 |
| - weakened 5% (2017: 5%) | (709) | (2,974) |

(d) 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 exposure to credit risk arises primarily from trade receivables and quoted debt instruments. The Group minimises credit risk by requiring collateral and/or dealing with credit worthy counterparties.

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

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

30. Financial risk management objectives and policies (continued)

(d) **Credit risk (continued)**

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

- External credit rating;
- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower’s ability to meet its obligations;
- Actual or expected significant changes in the operating results of the borrower;
- Significant increases in credit risk on other financial instruments of the same borrower;
- Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements; and
- Significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the Group and changes in the operating results of the borrower.

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

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

- There is significant difficulty of the issuer or the borrower;
- A breach of contract, such as a default or past due event;
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; and
- There is a disappearance of an active market for that financial asset because of financial difficulty.

Financial assets are written off when there is no reasonable expectation of recovery. Where loans and receivables have been written off, the company continues to engage enforcement activity to attempt to recover the receivable due, where legally enforceable or practicable. Where recoveries are made, these are recognised in profit or loss.

The following are classes of financial assets that are exposed to credit risk:

Secured lending receivables (Note 17)

Secured lending receivables are secured by way of collateralised real estate held by the investment trustee. Although the collateral does not influence whether the financial instrument has a low credit risk, the expected cash flows in the assessment of net lifetime expected credit losses will include cash flows from the sale of collateral held.

Pawnshop loans (Note 17)

Collateralised nature of the pawnshop loans whereby the quantum of loans granted to customers is based on a fraction of the value of the collaterals pledged to the Group. Although the collateral does not influence whether the financial instrument has a low credit risk, the expected cash flows in the assessment of net lifetime expected credit losses will include cash flows from the sale of collateral held.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

30. Financial risk management objectives and policies (continued)

(d) Credit risk (continued)

Interest receivables on pawnshop loans (Note 17)

When customer default occurs, the Group has no reasonable expectations of recovering the interest receivable and therefore, the Group writes off the interest receivable portion of the financial assets. However, this loss is expected to be recoverable when the forfeited pledges are subsequently sold to customers under the Group's retail and trading of jewellery and branded merchandise business segment (Note 28).

Pawnshop loans and interest receivables on pawnshop loans expected credit losses

The Group uses a provision matrix to estimate the allowance for expected credit losses ("ECLs") on pawnshop loans and interest receivables on pawnshop loans. The key inputs of the Group's ECLs model are the probability of default and loss given default. The Group has estimated the probability of default being the forfeiture of the customers' pledges based on historical non-redemption data of its pawnshop outlets. The Group has estimated the loss given default as the amount of loss exposure at default after considering the expected realisable value of the customers' pledges.

Significant judgement and estimation is involved in using the historical non-redemption data to derive the probability of default as the pawnshop loans age as well as considering any forward-looking economic information.

Quoted debt instruments (Note 15)

For those quoted debt instruments that are assessed to be of low credit risk and externally rated, the Group applied the low credit operational simplification and determined that no significant increase in credit risk has occurred. There is no significant impact arising from estimation of loss allowance based on 12-month probability of default and loss given default, which would result in impairment losses to be recognised in profit or loss.

For those quoted debt instruments that are assessed to be of high credit risk and externally rated, the Group applied the lifetime ECLs approach and noted that there is no significant impact arising from estimation of loss allowance as the Group does not have a significant portion of quoted debt instruments with high credit risk.

Exposure to credit risk

At the end of the reporting period, the Group's and the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the balance sheets.

Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring significant counterparties of its trade receivables on an ongoing basis. At the end of the financial year, 100% (2017: 100%) of the Group's trade receivables in the money lending business segment were due from 8 entities (2017: 5 entities).

Financial assets that are neither past due nor impaired

Trade receivables that are neither past due nor impaired are pawnshop loans that have not defaulted. Cash and bank balances are placed with reputable financial institutions or companies with high credit ratings and no history of default. They are neither past due nor impaired.

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Note 17 (Trade and other receivables).

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

31. Fair value of assets and liabilities

(a) **Fair value hierarchy**

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

Level 1 – Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date,

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and

Level 3 – Unobservable inputs for the asset or liability.

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

(b) **Assets measured at fair value**

The following table shows an analysis of each class of assets measured at fair value at the end of the financial year:

| | Quoted prices in active markets for identical assets (Level 1) \$'000 | Significant observable inputs other than quoted prices (Level 2) \$'000 | Significant unobservable inputs (Level 3) \$'000 | Total \$'000 |
|--|--|---|--|-----------------|
| Group | | | | |
| 31 December 2018 | | | | |
| <i>Assets measured at fair value</i> | | | | |
| <u>Financial assets</u> | | | | |
| At fair value through other comprehensive income | | | | |
| - Debt securities (quoted) (Note 15) | 14,002 | – | – | 14,002 |
| - Equity securities (quoted) (Note 15) | 12,713 | – | – | 12,713 |
| At fair value through profit or loss | | | | |
| - Forward currency contracts (Note 14) | – | 1,058 | – | 1,058 |
| - Debt securities (unquoted) (Note 17) | – | – | 9,625 | 9,625 |
| - Due from a joint venture (non-trade) (Note 19) | – | – | 5,215 | 5,215 |
| | 26,715 | 1,058 | 14,840 | 42,613 |
| 31 December 2017 | | | | |
| <i>Assets measured at fair value</i> | | | | |
| <u>Financial assets</u> | | | | |
| Available-for-sale financial assets | | | | |
| - Debt securities (quoted) (Note 15) | 16,308 | – | – | 16,308 |
| - Equity securities (quoted) (Note 15) | 19,797 | – | – | 19,797 |
| - Debt securities (Unquoted) (Note 17) | – | – | 10,364 | 10,364 |
| | 36,105 | – | 10,364 | 46,469 |

There are no prior year comparatives and there are no transfers of assets or liabilities between Levels 1, 2 and 3.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

31. Fair value of assets and liabilities (continued)

(c) **Level 2 fair value measurements**

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

Derivatives

Forward currency contracts are valued using a valuation technique with market observations inputs. The most frequently applied valuation techniques include forward pricing, using present value calculations. The models incorporate various inputs including the foreign exchange spot and forward rates, and forward rate curves.

(d) **Level 3 fair value measurements**

(i) *Information about significant unobservable inputs used in Level 3 fair value measurements*

The following table shows the information about fair value measurements using significant unobservable inputs (Level 3).

| Description | Fair value at 31 December 2018 | Valuation techniques | Unobservable inputs | Range of unobservable inputs |
|--|---|-------------------------|------------------------|------------------------------------|
| | \$'000 | | | |
| Recurring fair value measurements | | | | |
| <i>Unquoted debt securities at fair value through profit or loss (Note 17)</i> | 9,625 | Net asset valuation | Note 1 | Not applicable |
| <i>Due from a joint venture (non-trade) (Note 19)</i> | 5,215 | Discounted cash flow | Note 2 | Not applicable |
| | \$'000 | | | |
| Recurring fair value measurements | | | | |
| <i>Available-for-sale unquoted debt securities (Note 17)</i> | 10,364 | Net asset valuation | Not applicable | Not applicable |

Note 1 - Unquoted debt securities at fair value through profit or loss

For secured lending extended through investment in a fund, the valuation of the units in the fund is performed on a monthly or quarterly basis by an independent professional investment manager. The investment manager provides management with quarterly investment reports, quarterly distribution statements, half yearly unaudited financial statements and annual audited accounts, audited by a reputable auditor.

The valuation of the investment by the fund in debt instruments, secured by real estate, is the responsibility of the investment manager. The net asset valuation, provided on a quarterly basis, is the value that approved transfers will be based on. The valuation based on reported net asset value of the fund (which comprise mainly monetary assets) is not publicly available as it is provided by the investment manager to the investors of the fund.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

31. Fair value of assets and liabilities (continued)

(d) **Level 3 fair value measurements (continued)**

(i) *Information about significant unobservable inputs used in Level 3 fair value measurements (continued)*

Note 2 - Due from a joint venture (non-trade)

The fair value is estimated by discounting expected future cash flows at market incremental lending rate for similar types of lending, borrowing or leasing arrangements at the end of the financial year.

(ii) *Movements in Level 3 assets measured at fair value*

| | Group 2018 | |
|--------------------------------|---|---|
| | \$'000 | |
| | Due from a joint venture | Unquoted debt securities |
| Opening balance 1 January 2018 | 2,590 | 10,364 |
| Purchase | – | 224 |
| Exchange differences | – | (963) |
| Additions | 2,625 | – |
| Closing balance | 5,215 | 9,625 |

(iii) *Valuation policies and procedures*

The Group's Assistant Finance Director oversees the Group's financial reporting valuation process and is responsible for setting and documenting the Group's valuation policies and procedures.

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

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

In selecting the appropriate valuation models and inputs to be adopted for each valuation that uses significant non-observable inputs, management has considered the reports and representations provided by the investment manager.

Significant changes in fair value measurements from period to period are evaluated for reasonableness. Key drivers of the changes are identified and assessed for reasonableness against relevant information from independent sources, or internal sources if necessary and appropriate.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

31. Fair value of assets and liabilities (continued)

(e) *Assets and liabilities not carried at fair value but for which fair value is disclosed*

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

| | <u>Fair value measurements at the end of the financial year using</u> | | |
|-------------------------------|---|--|------------------------|
| | <u>Quoted prices in active markets for identical assets (Level 1)</u> | <u>Significant unobservable inputs (Level 3)</u> | <u>Carrying amount</u> |
| | \$'000 | \$'000 | \$'000 |
| Group | | | |
| 31 December 2018 | | | |
| Assets: | | | |
| <i>Non-current:</i> | | | |
| Trade receivables | – | 3,793 | 3,517 |
| Other receivables | – | 1,936 | 1,981 |
| <hr/> | | | |
| Financial liabilities: | | | |
| <i>Non-current:</i> | | | |
| Term notes | 68,813 | – | 69,000 |
| <hr/> | | | |
| Company | | | |
| Financial liabilities: | | | |
| <i>Non-current:</i> | | | |
| Term notes | 68,813 | – | 69,000 |
| <hr/> | | | |
| Group | | | |
| 31 December 2017 | | | |
| Assets: | | | |
| <i>Non-current:</i> | | | |
| Trade receivables | – | 37,361 | 33,096 |
| Other receivables | – | 2,385 | 2,431 |
| <hr/> | | | |
| Financial liabilities: | | | |
| <i>Non-current:</i> | | | |
| Term notes | 69,838 | – | 70,000 |
| <hr/> | | | |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

31. Fair value of assets and liabilities (continued)

(e) *Assets and liabilities not carried at fair value but for which fair value is disclosed (continued)*

| | Fair value measurements at the end of the financial year using | | |
|-------------------------------|---|--|------------------------------|
| | Quoted prices in active markets for identical assets (Level 1) \$'000 | Significant unobservable inputs (Level 3) \$'000 | Carrying amount \$'000 |
| Company | | | |
| 31 December 2017 | | | |
| Assets: | | | |
| <i>Non-current:</i> | | | |
| Other receivables | – | 15 | 16 |
| <hr/> | | | |
| Financial liabilities: | | | |
| <i>Non-current:</i> | | | |
| Term notes | 69,838 | – | 70,000 |
| <hr/> | | | |
| Group | | | |
| 1 January 2017 | | | |
| Assets: | | | |
| <i>Non-current:</i> | | | |
| Other receivables | – | 1,683 | 1,714 |
| <hr/> | | | |

Determination of fair value

Trade and other receivables

The fair values as disclosed in the table above are estimated by discounting expected future cash flows at market incremental lending rate for similar types of lending, borrowing or leasing arrangements at the end of the financial year.

Term notes

The fair values as disclosed in the table above are determined directly by reference to the bid price quotation of the term notes at the end of the financial year.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

31. Fair value of assets and liabilities (continued)

- (f) *Fair value of financial instruments 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 reasonable approximation of fair value are as follows:

| | Carrying amount 31 December 2018 \$'000 | Fair value 31 December 2018 \$'000 | Carrying amount 31 December 2017 \$'000 | Fair value 31 December 2017 \$'000 | Carrying amount 1 January 2017 \$'000 | Fair value 1 January 2017 \$'000 |
|-------------------------------|--|---|--|---|--|---|
| Group | | | | | | |
| Financial assets: | | | | | | |
| <i>Non-current:</i> | | | | | | |
| Trade receivables | 3,517 | 3,793 | 33,096 | 37,361 | – | – |
| Other receivables | 1,981 | 1,936 | 2,431 | 2,385 | 1,714 | 1,683 |
| Financial liabilities: | | | | | | |
| <i>Non-current:</i> | | | | | | |
| Term notes | 69,000 | 68,813 | 70,000 | 69,838 | – | – |
| Company | | | | | | |
| Financial assets: | | | | | | |
| <i>Non-current:</i> | | | | | | |
| Other receivables | – | – | 16 | 15 | – | – |
| Financial liabilities: | | | | | | |
| <i>Non-current:</i> | | | | | | |
| Term notes | 69,000 | 68,813 | 70,000 | 69,838 | – | – |

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018
(continued)

32. Capital management

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

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 December 2018 and 2017.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, trade and other payables, due to related companies (non-trade), dividends payables, interest-bearing loans, term notes, less cash and bank balances. Capital refers to equity attributable to owners of the Company.

| | 2018 | 2017 |
|--|-----------------|-----------------|
| | \$'000 | \$'000 |
| Trade and other payables | 9,163 | 7,008 |
| Due to related companies (non-trade) | 706 | 42 |
| Dividends payables | 3,105 | – |
| Interest-bearing loans | 235,312 | 237,999 |
| Term notes | 69,000 | 70,000 |
| Less: Cash and bank balances | <u>(21,845)</u> | <u>(17,694)</u> |
| Net debt | 295,441 | 297,355 |
| Equity attributable to owners of the Company | <u>140,127</u> | <u>128,425</u> |
| Capital and net debt | 435,568 | 425,780 |
| Gearing ratio | <u>67.8%</u> | <u>69.8%</u> |

33. Authorisation of financial statements for issue

The financial statements for the financial year ended 31 December 2018 were authorised for issue in accordance with a directors' resolution dated 29 March 2019.

**STATISTICS OF
SHAREHOLDINGS**
AS AT 15 MARCH 2019

| | | |
|---|---|--------------------|
| NO. OF ISSUE SHARES (EXCLUDING TREASURY SHARES) | : | 1,035,156,056 |
| CLASS OF SHARES | : | ORDINARY SHARES |
| NUMBER/PERCENTAGE OF TREASURY SHARES | : | 96,300 (0.01%) |
| VOTING RIGHTS (EXCLUDING TREASURY SHARES AND SUBSIDIARY HOLDINGS) | : | ONE VOTE PER SHARE |
| NUMBER OF SUBSIDIARY HOLDINGS | : | NIL |

| SIZE OF SHAREHOLDINGS | NO. OF SHAREHOLDERS | % OF HOLDERS | NO. OF SHARES | % OF SHARES |
|-----------------------|---------------------|---------------|----------------------|---------------|
| 1 – 99 | 295 | 9.53 | 12,526 | 0.00 |
| 100 – 1,000 | 661 | 21.35 | 340,209 | 0.03 |
| 1,001 – 10,000 | 837 | 27.03 | 3,522,819 | 0.34 |
| 10,001 – 1,000,000 | 1,270 | 41.02 | 99,542,286 | 9.62 |
| 1,000,001 & ABOVE | 33 | 1.07 | 931,738,216 | 90.01 |
| TOTAL | 3,096 | 100.00 | 1,035,156,056 | 100.00 |

TOP TWENTY SHAREHOLDERS AS AT 15 MARCH 2019
(As recorded in the Register of Members and Deputy Register)

| NAME OF SHAREHOLDERS | NO. OF SHARES | % OF SHARES |
|--|--------------------|--------------|
| ASPIAL CORPORATION LIMITED | 669,954,669 | 64.72 |
| MLHS HOLDINGS PTE LTD | 57,351,654 | 5.54 |
| UNITED OVERSEAS BANK NOMINEES PTE LTD | 52,867,235 | 5.11 |
| PHILLIP SECURITIES PTE LTD | 42,795,690 | 4.14 |
| MAYBANK KIM ENG SECURITIES PTE LTD | 27,647,708 | 2.67 |
| CITIBANK NOMINEES SINGAPORE PTE LTD | 16,773,092 | 1.62 |
| DBS NOMINEES PTE LTD | 7,542,928 | 0.73 |
| NG SHENG TIONG | 7,381,482 | 0.71 |
| ON FOO LIN | 6,000,000 | 0.58 |
| SING INVEST AND FINANCE NOMINEES PTE LTD | 5,293,000 | 0.51 |
| LEE TIONG ANG | 4,595,750 | 0.44 |
| CGS-CIMB SECURITIES (SINGAPORE) PTE LTD | 3,071,696 | 0.30 |
| UOB KAY HIAN PTE LTD | 3,018,261 | 0.29 |
| LIM SWEE ANN | 2,015,871 | 0.19 |
| LEE SAU YOONG | 1,993,096 | 0.19 |
| OCBC NOMINEES SINGAPORE PTE LTD | 1,799,928 | 0.17 |
| LAU KIN HONG | 1,634,850 | 0.16 |
| GOH CHYE HEANG | 1,627,500 | 0.16 |
| TU JU CHEN | 1,621,285 | 0.16 |
| HENG SIEW CHOO | 1,572,306 | 0.15 |
| TOTAL | 916,558,001 | 88.54 |

STATISTICS OF SHAREHOLDINGS
AS AT 15 MARCH 2019
(continued)

SUBSTANTIAL SHAREHOLDERS

(As recorded in the Register of Substantial Shareholders)

| NAME OF SHAREHOLDERS | DIRECT INTEREST | | DEEMED INTEREST | |
|---|-----------------|-------------|-----------------|-------------|
| | NO. OF SHARES | % OF SHARES | NO. OF SHARES | % OF SHARES |
| ASPIAL CORPORATION LIMITED ⁽¹⁾ | 669,954,669 | 64.72 | – | – |
| KOH WEE SENG ⁽²⁾⁽³⁾ | 96,181,017 | 9.29 | 727,571,074 | 70.29 |
| KOH LEE HWEЕ ⁽²⁾⁽⁵⁾ | 14,288,888 | 1.38 | 734,687,805 | 70.97 |
| KO LEE MENG ⁽²⁾⁽⁴⁾ | 2,813,326 | 0.27 | 728,765,805 | 70.40 |
| MLHS HOLDINGS PTE LTD ⁽¹⁾ | 57,351,654 | 5.54 | 669,954,669 | 64.72 |

Notes:

- (1) MLHS Holdings Pte Ltd is the controlling shareholder of Aspial Corporation Limited, holding approximately 58.76% of the shareholdings of Aspial Corporation Limited as at 15 March 2019. MLHS Holdings Pte Ltd is a private limited company incorporated in Singapore on 14 January 1994. It is an investment holding company. The shareholders of MLHS Holdings Pte Ltd are Koh Wee Seng (47.00%), Ko Lee Meng (25.75%), Koh Lee Hwee (24.25%), Tan Su Lan @ Tan Soo Lung (2.00%) and the estate of Koh Chong Him @ Ko Chong Sung (1.00%). Tan Su Lan @ Tan Soo Lung and Koh Chong Him @ Ko Chong Sung (deceased) are the parents of Koh Wee Seng, Koh Lee Hwee and Ko Lee Meng.
- (2) Koh Wee Seng, Koh Lee Hwee and Ko Lee Meng are directors and substantial shareholders of Aspial Corporation Limited through their shareholdings in MLHS Holdings Pte Ltd. In addition, Koh Wee Seng has 19.29% direct interest in Aspial Corporation Limited as at 15 March 2019. Koh Wee Seng is the chief executive officer of Aspial Corporation Limited. Koh Lee Hwee is an executive director and Ko Lee Meng is a non-executive director of Aspial Corporation Limited.
- (3) Koh Wee Seng's direct interest derived from 36,599 shares held in his own name and 96,144,418 shares held in nominee accounts. The deemed interest derived from 264,751 shares held by his spouse, 669,951,669 shares held by Aspial Corporation Limited and 57,351,654 held by MLHS Holdings Pte Ltd by virtue of Section 7 of the Companies Act (Chapter 50) of Singapore.
- (4) Ko Lee Meng's direct interest derived from 2,813,326 shares held in nominee accounts. The deemed interest derived from 1,459,482 shares held by her spouse and 669,954,669 shares held by Aspial Corporation Limited and 57,351,654 held by MLHS Holdings Pte Ltd by virtue of Section 7 of the Companies Act (Chapter 50) of Singapore.
- (5) Koh Lee Hwee's direct interest derived from 14,288,888 shares held in nominee accounts and deemed interest derived from 7,381,482 shares held by her spouse and 669,954,669 shares held by Aspial Corporation Limited and 57,351,654 held by MLHS Holdings Pte Ltd by virtue of Section 7 of the Companies Act (Chapter 50) of Singapore.

SHAREHOLDINGS HELD IN THE HANDS OF THE PUBLIC

Based on the information provided to the Company as at 15 March 2019 and to the best knowledge of the Directors, approximately 15.27% of the issued ordinary shares of the Company was held in the hands of the public as defined in the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "Catalist Rules"). Accordingly, Rule 723 of the Catalist Rules which requires at least 10% of a listed issuer's equity securities to be held by the public is complied with.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Maxi-Cash Financial Services Corporation Ltd. (the “**Company**”) will be held at 55 Ubi Avenue 1, #06-05, Ubi 55, Singapore 408935 on Friday, 26 April 2019 at 10.00 a.m., for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 December 2018 together with the Directors’ Statement and the Auditors’ Report thereon. **Resolution 1**
2. To declare a final tax exempt (one-tier) dividend of 0.35 Singapore cents share in respect of the financial year ended 31 December 2018. (2017: 0.70 Singapore cents) **Resolution 2**
3. To approve the payment of Directors’ fees of S\$298,000 for the financial year ended 31 December 2018. (2017: S\$298,000) **Resolution 3**
4. To re-elect the following Directors of the Company, retiring by rotation pursuant to Regulation 89 of the Company’s Constitution:-
 - (i) Mr Tan Keh Yan, Peter; **Resolution 4**
 - (ii) Mr Tan Soo Kiang; and **Resolution 5**
 - (iii) Ms Koh Lee Hwee. **Resolution 6**

(See Explanatory Notes)
5. To re-appoint Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**

SPECIAL BUSINESS

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

6. **Authority to issue shares** **Resolution 8**

That pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore and Rule 806 of the Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), the Directors of the Company be authorised and empowered to:

 - (a)
 - (i) issue shares in the capital of the Company (“**shares**”) whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion, deem fit; and
 - (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

**NOTICE OF
ANNUAL GENERAL MEETING**
(continued)

PROVIDED THAT:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per cent (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company shall not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below) or any such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed;
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of passing of this Resolution, after adjusting for:
 - (a) new shares arising from the conversion or exercise of any convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided that the share options or awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the Annual General Meeting of the Company is required by law to be held, whichever is earlier.

(See Explanatory Notes)

7. Authority to issue shares under the Maxi-Cash Performance Share Plan

Resolution 9

That pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore, authority be and is hereby given to the Directors of the Company to offer and grant awards (“**Awards**”) in accordance with the provisions of the Maxi-Cash Performance Share Plan and 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 vesting of the Awards granted under the Maxi-Cash Performance Share Plan, provided always, the aggregate number of shares to be allotted and issued pursuant to the Maxi-Cash Performance Share Plan, when added to the number of shares issued and issuable in respect of all Awards, and all shares issued and issuable in respect of all options or awards granted under any other share incentive scheme or share plans adopted by the Company and for the time being in force, shall not exceed fifteen per cent (15%) of the total issued share capital (excluding treasury shares and subsidiary holdings) of the Company on the date preceding the date of the relevant grant and that such authority shall from time to time, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

(See Explanatory Notes)

**NOTICE OF
ANNUAL GENERAL MEETING**
(continued)

8. Authority to issue shares under the Maxi-Cash Financial Services Corporation Ltd Scrip Dividend Scheme Resolution 10

That pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore and Rule 806 of the Catalist Rules, the Directors of the Company be and are hereby authorised and empowered to issue such number of shares in the Company as may be required to be issued pursuant to the Maxi-Cash Financial Services Corporation Ltd Scrip Dividend Scheme from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

(See Explanatory Notes)

9. Proposed renewal of the Share Purchase Mandate Resolution 11

That for the purposes of Sections 76C and 76E of the Companies Act, Cap. 50 of Singapore, the Directors of the Company be and are hereby authorised to make purchases of shares in the capital of the Company from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to ten per cent (10%) of the issued ordinary shares in the capital of the Company (ascertained as at date of the passing of this Resolution 11) at the price of up to but not exceeding the Maximum Price, in accordance with the **“Guidelines on Share Purchases”** set out in Annex A of the Appendix to Shareholders dated 11 April 2019 for the renewal of the Share Purchase Mandate (the **“Appendix”**) and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the date that the next Annual General Meeting of the Company is held or is required by law to be held, whichever is the earlier.

In this Ordinary Resolution, **“Maximum Price”** means the maximum price at which the shares can be purchased pursuant to the Share Purchase Mandate, which shall not exceed the sum constituting five per cent (5%) above the average closing price of the shares over the period of five (5) Market Days (**“Market Day”** being a day on which the SGX-ST is open for securities trading) in which transactions in the shares on the SGX-ST were recorded, in the case of a market purchase, before the day on which such purchase is made, and, in the case of an off-market purchase on an equal access scheme, immediately preceding the date of offer by the Company, as the case may be, and adjusted for any corporate action that occurs after the relevant five (5) days period.

(See Explanatory Notes)

OTHER BUSINESS

10. To transact any other business.

BY ORDER OF THE BOARD

Lim Swee Ann
Company Secretary

11 April 2019, Singapore

**NOTICE OF
ANNUAL GENERAL MEETING**
(continued)

Explanatory Notes:

Resolution 4

Mr Tan Keh Yan, Peter will, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee. Mr Tan Keh Yan, Peter is considered by the Board of Directors to be independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Mr Tan Keh Yan, Peter can be found under the sections entitled “Board of Directors”, “Corporate Governance Report” and “Directors’ Statement” of the Company’s Annual Report 2018.

Resolution 5

Mr Tan Soo Kiang will, upon re-election as a Director of the Company, remain as a member of the Audit Committee, the Nominating Committee and the Remuneration Committee. Mr Tan Soo Kiang is considered by the Board of Directors to be independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Mr Tan Soo Kiang can be found under the sections entitled “Board of Directors”, “Corporate Governance Report” and “Directors’ Statement” of the Company’s Annual Report 2018.

Resolution 6

Ms Koh Lee Hwee will, upon re-election as a Director of the Company, remain as a member of the Nominating Committee. Detailed information on Ms Koh Lee Hwee can be found under the sections entitled “Board of Directors”, “Corporate Governance Report” and “Directors’ Statement” of the Company’s Annual Report 2018.

Resolution 8

The Ordinary Resolution 8, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held, or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total one hundred per cent (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which fifty per cent (50%) may be issued other than on a pro-rata basis to the shareholders of the Company.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

Resolution 9

The Ordinary Resolution 9, if passed, will empower the Directors of the Company, to allot and issue shares in the Company of up to a number not exceeding in total fifteen per cent (15%) of the total issued shares in the capital of the Company from time to time pursuant to the vesting of Awards under the Maxi-Cash Performance Share Plan.

Resolution 10

The Ordinary Resolution 10, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or when such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company from time to time pursuant to the Maxi-Cash Financial Services Corporation Ltd Scrip Dividend Scheme. Please refer to the Company’s announcement dated 9 March 2016 for details on the Maxi-Cash Financial Services Corporation Ltd Scrip Dividend Scheme.

Resolution 11

The Ordinary Resolution 11, if passed, will empower the Directors of the Company, from the date of the Annual General Meeting of the Company until the date the next Annual General Meeting of the Company is to be held or is required by law to be held, whichever is the earlier, to make purchases (whether by way of market purchases or off-market purchases on an equal access scheme) from time to time of up to ten per cent (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) at prices up to but not exceeding the Maximum Price. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of shares by the Company pursuant to the Share Purchase Mandate are set out in greater detail in Annex A of the Appendix.

**NOTICE OF
ANNUAL GENERAL MEETING**
(continued)

Notes:

1. A member of the Company (other than a Relevant Intermediary as defined in Note 2 below) entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his or her stead. A proxy need not be a member of the Company and where a member appoints two (2) proxies, he or she shall specify the proportion of his or her shareholding to be represented by each proxy in the instrument appointing the proxies.
2. A member of the Company who is a Relevant Intermediary entitled to attend and vote at the Annual General Meeting is entitled to appoint more than two (2) proxies to attend and vote in his or her stead, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. A proxy need not be a member of the Company and where a member appoints more than two (2) proxies, the number and class of shares to be represented by each proxy must be stated.

“Relevant Intermediary” means:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board (**“CPF Board”**) established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
3. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
 4. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
 5. The instrument appointing a proxy must be deposited at the registered office of the Company at 80 Raffles Place, #32-01 UOB Plaza 1, Singapore 048624 not less than seventy-two (72) hours before the time appointed for holding the Annual General Meeting of the Company.
 6. This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor (**“Sponsor”**), SAC Capital Private Limited, for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this notice. This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made, or reports contained in this notice.

The contact person for the Sponsor is Mr Ong Hwee Li, at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542, telephone (65) 6232 3210.

PERSONAL DATA PRIVACY:

By attending the Annual General Meeting of the Company 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 of the Company 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 of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting of the Company (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.

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MAXI-CASH FINANCIAL SERVICES CORPORATION LTD.

(Incorporated in the Republic of Singapore)
(Company Registration number: 200806968Z)

PROXY FORM – ANNUAL GENERAL MEETING

I/We*, _____ NRIC/ Passport/ Co. Reg. No*. _____

of _____ (Address)

being a member/members* of MAXI-CASH FINANCIAL SERVICES CORPORATION LTD. (the “Company”) hereby appoint:

| Name | Address | NRIC/Passport No. | Proportion of Shareholdings (%) |
|------|---------|-------------------|---------------------------------|
| | | | |

and/or*

| Name | Address | NRIC/Passport No. | Proportion of Shareholdings (%) |
|------|---------|-------------------|---------------------------------|
| | | | |

or failing him/her*, the Chairman of the Annual General Meeting (“AGM”) of the Company as my/our proxy/proxies* to attend and to vote for me/us* on my/our* behalf at the AGM of the Company to be held at 55 Ubi Avenue 1, #06-05, Ubi 55, Singapore 408935 on Friday, 26 April 2019 at 10.00 a.m., and at any adjournment thereof.

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

All resolutions put to the vote of the AGM shall be decided by the way of poll. Please indicate the number of votes as appropriate.

**Delete as appropriate.*

| No. | Ordinary Resolutions | Number of Votes For** | Number of Votes Against** |
|-----|--|-----------------------|---------------------------|
| | Ordinary Business | | |
| 1. | To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 December 2018 and the Directors’ Statement and the Auditors’ Report thereon. | | |
| 2. | To declare a final tax exempt (one-tier) dividend of 0.35 Singapore cents per share in respect of the financial year ended 31 December 2018. | | |
| 3. | To approve the payment of Directors’ fees of S\$298,000 for the financial year ended 31 December 2018. | | |
| 4. | To re-elect Mr Tan Keh Yan, Peter, a Director retiring by rotation pursuant to Regulation 89 of the Company’s Constitution. | | |
| 5. | To re-elect Mr Tan Soo Kiang, a Director retiring by rotation pursuant to Regulation 89 of the Company’s Constitution. | | |
| 6. | To re-elect Ms Koh Lee Hwee, a Director retiring by rotation pursuant to Regulation 89 of the Company’s Constitution. | | |
| 7. | To re-appoint Messrs Ernst & Young LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. | | |
| | Special Business | | |
| 8. | To grant the Directors the authority to issue shares. | | |
| 9. | To grant the Directors the authority to issue shares under the Maxi-Cash Performance Share Plan. | | |
| 10. | To grant the Directors the authority to issue shares under the Maxi-Cash Financial Services Corporation Ltd Scrip Dividend Scheme. | | |
| 11. | To approve the proposed renewal of the Share Purchase Mandate. | | |

** If you wish to exercise all your votes “For” or “Against”, please indicate with a “X” within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2019.

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

IMPORTANT: PLEASE READ THE NOTES OVERLEAF

| Total number of Shares Held | |
|-----------------------------|--|
| CDP Register | |
| Member’s Register | |
| TOTAL | |



Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. A member of the Company (other than a Relevant Intermediary as defined in Note 3 below) entitled to attend and vote at the AGM of the Company is entitled to appoint not more than two (2) proxies to attend and vote on his or her behalf. A proxy need not be a member of the Company and where a member appoints two (2) proxies, the member must specify the proportion of shareholdings to be represented by each proxy. If no such proportion or number is specified the first named proxy shall be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.
3. A member of the Company who is a Relevant Intermediary entitled to attend and vote at the AGM of the Company is entitled to appoint more than two (2) proxies to attend and vote on his or her behalf, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. A proxy need not be a member of the Company and where a member appoints more than two (2) proxies, the number and class of shares to be represented by each proxy must be stated.

“Relevant Intermediary” means:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
4. The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 80 Raffles Place, #32-01 UOB Plaza 1, Singapore 048624, not less than seventy-two (72) hours before the time set for the AGM of the Company.
 5. The instrument appointing a proxy must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy 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.
 6. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) 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.
 7. A corporation which is a member may authorise by resolution of its Directors or other governing body such person as it thinks fit to act as its representative at the AGM of the Company, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
 8. The Company shall be entitled to reject an instrument of proxy if it 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 instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM of the Company, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY:

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

